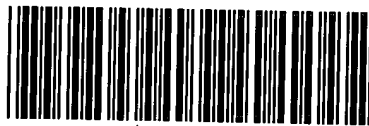


BUILDING GREAT BRANDS



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07/05/2026

#288

COMPANIES HOUSE

INTRODUCTION

AG Barr is a UK based branded beverage business focused on growth and long-term shareholder value.

Ambitious and value-driven, with a strong consumer focus, we are brand owners and builders, offering a broad and differentiated portfolio of brands that people love.

Established 150 years ago in Scotland, now operating across the UK and with export markets throughout the world, we strive to grow our business through our existing brands and through targeted acquisitions. Employing around 1,000 people across the UK, we are proud to be a responsible business that listens to consumers, builds lasting relationships with customers, takes care of our people, values diversity, gives something back to our communities and works to minimise our environmental impact. I am delighted to present our annual report for the 53 weeks ending 31 January 2026. It demonstrates a year of significant progress in which we have delivered great results whilst at the same time laying strong foundations for future growth. Looking forward, I am energised by the opportunity to drive growth in the business and am confident that our fantastic team across all parts of the business can achieve this.

Euan Sutherland
Chief Executive Officer

Our Strategy

Our overarching purpose is 'Building great brands. For everyone.'

[Read about our strategy on page 12 →](#)

Our Brands

Our brand portfolio is centred on our core soft drinks brands – IRN-BRU, Rubicon and Boost. Complementing these is our broad portfolio of other brands, which has been strategically expanded this year through targeted M&A. The acquisitions of Innate-Essence and Frobishers during FY25/26 and Fentimans in early FY26/27 has further broadened our portfolio, strengthening our presence in the growth categories of functional drinks and premium socialising.

[Find out more about our brands on page 13 →](#)

Our Sustainability

We take our environmental responsibilities seriously, continuously seeking to minimise our impact on the world whether through carbon and energy reduction, water and waste control actions or the reduction of our environmental impact through areas such as packaging.

[Read our responsibility report on page 30 →](#)

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For the online experience visit agbarr.co.uk

Corporate Governance

Our section 172(1) statement describing how the Directors have had regard to the matters set out in section 172(1)(a) to (f) when performing their duties under section 172 of the Companies Act 2006 is set out in the Corporate Governance Report on pages 75 to 82 and is incorporated by reference into this Strategic Report.

FINANCIAL HIGHLIGHTS¹

REVENUE

£437.3m

+4.0%

ADJUSTED OPERATING MARGIN*

14.8%

+120 bps

ADJUSTED PROFIT BEFORE TAX*

£65.8m

+12.5%

STATUTORY PROFIT BEFORE TAX

£62.6m

+17.7%

ADJUSTED ROCE*

20.4%

-40 bps

NET CASH AT BANK*

£41.6m

-£22.3m

ADJUSTED BASIC EARNINGS PER SHARE* (EPS)

44.24p

+11.2%

FULL YEAR DIVIDEND*

18.71p

+11.0%

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.

1. FY25/26 was a 53 week period, FY24/25 was a 52 week period.

For more information on KPIs see page 29 →

CELEBRATING 150 YEARS

1875

Robert Barr
began producing
and selling aerated waters

1901
IRON BREW
is launched

1947

IRN-BRU was born

1954
BARR "invade"
England

1965

Listing on the London
Stock Exchange

1986

IRN-BRU "Made from
Girders" campaign

1996
Cumbernauld
site opens

2008

Acquisition of Rubicon

2013

Milton Keynes
site opens

2015

Cocktails on deck:
FUNKIN acquisition

2022

MOMA and BOOST
brands acquired

2025

Fentimans is acquired

Acquisitions of
Innate-Essence
and Frobishers

2026

AT A GLANCE

OUR PURPOSE IS

BUILDING GREAT BRANDS.
FOR EVERYONE.

WE DO THAT THROUGH OUR STRENGTHS

Our people

We work collaboratively, enjoy high levels of colleague engagement and take pride in our talented, dedicated teams who are the foundation of our success.

c.1,000

EMPLOYEES GROUP-WIDE
EMPLOYEE ENGAGEMENT
RISING TO 81%

Our brands

We pride ourselves on our broad and differentiated portfolio of branded products that meet the changing needs of our consumers and offer great choice and value.

3

CORE SOFT DRINKS BRANDS
ALONGSIDE A BROAD
PORTFOLIO OF STRONG
CHALLENGER BRANDS

Our suppliers

We work in partnership with our key suppliers to ensure high quality products that are sourced and manufactured in a fair, ethical and environmentally responsible way.

1,500+

SUPPLIERS

Our locations

Our business operates from four primary hubs which are strategically located across the UK - Cumbernauld, Middlebrook (Bolton), Milton Keynes and London. Our operations teams are based at our Cumbernauld and Milton Keynes sites where we have manufacturing, warehousing and distribution activities. In November 2025 we opened a new corporate office in London which will support improved colleague collaboration, customer engagement and business growth opportunities. In addition to our four hubs, the Innate-Essence business is based in Chatteris where we have an office and operational facility.

5

UK SITES

REFRESHINGLY RESPONSIBLE

For 150 years, we've cultivated a positive, results-driven and supportive culture. As we continue to grow both organically and through acquisitions, we're carefully retaining the unique spirit of each dynamic addition to AG Barr.

At the same time, we're committed to celebrating our heritage and nurturing the true essence of AG Barr – qualities that have always made it an exceptional organisation.

OUR FOUR KEY COMMITMENTS:

We act with integrity

We respect the environment

We support healthy living

We give back

[Read our responsibility report on page 30 →](#)

[For more information on our people, culture and employee values see pages 34 to 37 →](#)

A YEAR OF STRONG STRATEGIC PROGRESS

Susan Barratt
Interim Chair

The Board is pleased with the business' performance and results in the year and is confident of delivering further progress, in line with our growth plans, in FY26/27 and beyond.

Overview

FY25/26 has been a year of strong strategic progress and financial delivery for AG Barr. The Board is pleased with the business' performance and results in the year and are confident of delivering further progress, in line with our growth plans, in FY26/27 and beyond.

Market context & strategic progress

Across the year the soft drinks market once again demonstrated its resilience. It remains a large, growing category with helpful defensive characteristics as a low-cost everyday purchase for consumers - even during periods of economic uncertainty. At the same time, consumer preferences are evolving and our operating environment continues to change, creating both opportunities and challenges for the Group. Navigating input cost volatility, highly competitive markets and regulatory developments requires careful oversight and disciplined execution.

The Board believes AG Barr is well positioned in the market with defined strategic growth drivers, operating excellence and a track-record of financial discipline. The Group combines an increasingly diversified portfolio of market-leading UK brands, strong cash generation, a robust balance sheet and an integrated operating model with control over supply chain and customer service. We continue to build on the strengths of our established business model.

During the year, the business increased levels of commercial and operational investment to drive growth. We carefully considered the impact of pricing strategy across our brands, and actions were

taken to strengthen our brand equity and ensure margin discipline. While these decisions had a short-term negative volume impact, they were taken with a clear focus on delivering sustainable, profitable growth over the long-term.

In terms of brands and the customer proposition, the Board regularly reviews brand performance metrics, the innovation pipeline and consumer trends to ensure that the portfolio remains aligned to structural growth opportunities. The Board also regularly evaluates M&A opportunities, which this year included expansion into the functional healthy hydration and premium socialising segments through three acquisitions.

Our Capital Markets Day in June 2025 was an important milestone in articulating our refreshed strategy and ambition. We are ambitious for growth and are confident in both the market opportunity and in the Group's capabilities to deliver our strategy. We are committed to providing clear and transparent updates on our progress.

Board

Strong governance remains a priority. Dr Rohit Dhawan joined the Board as a Non-Executive Director during the year, bringing valuable experience and perspective, particularly with regards to data, AI and digital transformation across consumer industries. We also announced that Mark Allen OBE stepped down from the role of Non-Executive Chair due to other increased commitments. I would like to thank Mark for his contribution during his five years with the business and wish him every success for the future. The Board has initiated an independent process to put in place a new Non-Executive Chair, and this is progressing

in line with expectation. I will act as Interim Chair until a successor has been appointed and Louise Smalley, Non-Executive Director, will serve as Senior Independent Director during this interim period. The transition has been well-managed and smooth, and the Board continues to operate with stability, independence and constructive challenge.

Responsibility

Responsibility and sustainability remain embedded within our governance framework. The Board oversees progress against our commitments via our Environmental, Social and Governance (ESG) Board sub-committee. This includes carbon reduction targets, packaging changes which reduce the impact on the environment and readiness for regulatory developments. During the year, the Group enhanced transparency and continued to make measurable progress. We remain clear that responsible and well-governed businesses are better positioned to deliver durable, long-term value.

People, culture and values

People and culture are fundamental to our long-term success. The Board regularly meets colleagues through a range of forums and discusses engagement, diversity and talent development. It is encouraging to see continued improvement in engagement scores and progress in diversity metrics, including female representation in leadership roles. This cultural evolution supports effective strategy execution and underpins future performance.

Capital allocation and dividend

Disciplined capital allocation is central to our business strategy and responsibilities to shareholders. We rigorously reviewed investment across brand development, supply chain optimisation and systems infrastructure, ensuring that capital is deployed in line with strategic priorities and expected returns. The Board also oversaw M&A activity completed during the year, assessing

strategic fit and integration planning while maintaining financial flexibility. We are delighted to welcome Innate-Essence, Frobishers and Fentimans into the AG Barr family.

Reflecting the Group's performance and strong balance sheet, the Board is recommending a final dividend* for the year to 18.71p, an increase of 11.0% on the prior year (FY24/25: 16.86p). This is consistent with our dividend policy and confidence in the Group's long-term prospects.

Looking ahead

AG Barr enters the new financial year with momentum. Considerable work has been completed over the past year to lay strong foundations for future growth. The Board expects the coming year to demonstrate further strategic progress, with clear milestones across innovation, channel expansion, and execution of our inorganic growth strategy through integration of recent acquisitions. We are investing for the future through our manufacturing sites to improve both volume capacity and format capability. We are also focused on investing in talent at all levels of the organisation. The Board is confident in the Group's ability to deliver growth ahead of the market whilst maintaining financial discipline and continuing to generate sustainable returns for shareholders.

On behalf of the Board, I would like to thank our colleagues for their contribution over the past year, and to thank our customers, suppliers and shareholders for their continued support. We are proud of the progress made and are confident in the future of AG Barr.



Susan Barratt
Interim Chair
31 March 2026

150 YEARS OF AG BARR

To celebrate our 150th birthday this year, we held family Fun Day parties for all our colleagues and their loved ones, opening the doors of our factories so that our colleagues' families could see where the magic happens and experience a taste of life at AG Barr.

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.

INVESTMENT HIGHLIGHTS

WHY INVEST IN US?

We have a broad and broadening portfolio of market-leading UK brands alongside a long track-record of financial discipline and profitable growth.

We have a refreshed and more meaningful ambition, based on our new strategic growth drivers, to support above market growth rates, efficiencies and increasing shareholder returns.

[Find out more about our stakeholder engagement on pages 75 to 82 →](#)

INVESTMENT HIGHLIGHTS

01

STRONG FINANCIAL RESULTS AND GOOD MOMENTUM

Delivered a strong financial performance in FY25/26; good progress made towards the new key strategic drivers offering considerable growth opportunities; entering FY26/27 with momentum.

02

CLEAR GROWTH STRATEGY WITH LOW EXECUTION RISK

Comprehensive strategy to deliver above market growth rates and double the business; no change to business model; a continuation of long-standing expertise.

03

BROAD PORTFOLIO OF MARKET-LEADING UK BRANDS

An increasingly broad portfolio of market-leading UK brands supported by new and refreshed marketing strategies; IRN-BRU now accounts for 32% of total revenue; 16 brands within the portfolio.

04

CONSIDERABLE GROWTH OPPORTUNITIES

Penetration headroom across all brands, with considerable scaling opportunities in terms of innovation, channel expansion and increased geographical coverage; an acceleration in the development of the new product pipeline, including for FY26/27.

05

MORE MEANINGFUL M&A STRATEGY TO ELEVATE GROWTH

More meaningful M&A strategy to elevate organic growth levels and increase addressable market through extending into new market segments without cannibalising the existing portfolio.

06

FOCUS ON GROWING SHAREHOLDER RETURNS

Disciplined capital allocation which optimises return on investment; focus on consistent profit and earnings per share growth; dividend aligned with profit performance; and increasing overall shareholder returns.

MARKET OVERVIEW

Whilst the UK soft drinks market continues to be stable and resilient overall, there are a number of evolving dynamics which are influencing our strategy and activities:

The Value of Brands

What we are seeing:

In times of high cost-of-living, consumers gravitate toward "affordable treats" and brands they trust.

What we are doing:

We are leveraging the trust and reputation of our core brands like IRN-BRU to maintain loyalty, while using a clear price-pack architecture strategy to ensure our products remain accessible across all social demographics.

The "Sober Curious" Shift

What we are seeing:

Many adults are moderating their alcohol intake. Consequently there is high demand for premium non-alcohol alternatives which have a similar complexity and social experience to alcoholic drinks.

What we are doing:

Our premium brands - Bundaberg and recent acquisitions Fentimans and Frobishers - are perfectly positioned here. We are expanding the distribution of these brands through our cross-channel approach, and are continually looking to develop the products and flavours we offer consumers to meet the higher demand for non-alcoholic alternatives.

Resilience Amid Inflation

What we are seeing:

Energy costs are volatile and core ingredients and logistics costs remain high, applying pressure to industry margins.

What we are doing:

Our fully integrated business model gives us control over our Supply Chain. We work collaboratively with our suppliers to ensure we have the right balance of supply security, quality and price. Our multi-year manufacturing investment programme is improving our capability and efficiency by enabling improved manufacturing performance and extending our made product range to those currently supplied by third-parties. All of this ensures we effectively manage our costs, thereby supporting and growing margins.

The Wellness Evolution

What we are seeing:

The market has moved beyond just "Low Sugar." Consumers increasingly seek functional benefits from drinks including energy, immunity and natural vitality.

What we are doing:

We are broadening our portfolio to meet the consumer demand for functional, "better-for-you" drinks through both innovation within the existing brand portfolio (e.g. Rubicon Spring Vits) and acquiring brands with a strong growth profile in this space (e.g. The Turmeric Co acquired as part of the Innate-Essence business).

Regulation including HFSS

(High fat, sugar or salt)

What we are seeing:

Tightening legislation on sugar and advertising is shaping the retail landscape.

What we are doing:

We view regulation as a catalyst for innovation. With a portfolio that is already highly non-HFSS compliant, we are ahead of the curve, ensuring our brands remain front-and-centre for consumers and fully compliant with regulation.

Climate & Continuity

What we are seeing:

Stakeholders demand transparent pathways to Net Zero, while volatile weather patterns test supply chain resilience.

What we are doing:

Committed to Net Zero by 2050, we are investing in sustainable infrastructure, including solar generation and heat pump technology at our key sites. Our ESG Committee oversees these initiatives and we are diversifying our sourcing strategies to ensure a robust supply chain.

OUR BUSINESS MODEL

WHAT WE DO:

FIRST AND FOREMOST WE BUILD, NURTURE AND GROW GREAT BRANDS

We also believe that how we operate sets us apart from the competition.

With 150 years of history and heritage we believe we have a unique blend of experience and entrepreneurialism – all of which is built on our longstanding desire to act responsibly.

WE MAKE.

We pride ourselves on our safe and effective manufacturing operations. We produce high quality products across our well-invested and efficient production sites in Cumbernauld and Milton Keynes. We have long-standing capabilities in cans, plastic, cartons and glass, and produce over 80% of soft drinks products in-house. Our capital investment programme continues to progress. We plan to insource the Boost Sport product range in 2026, and will complete the Boost insourcing programme by the end of 2027. We source all raw materials for the products we make, with a particular competency in exotic fruit, develop our own recipes and design all our packaging - all underpinned with the aim of reducing our environmental impact and delivering continuous improvement.

WE MOVE.

Operating across multiple routes to market, through both in-house capabilities and strategic third party logistics experts, we have a well established and efficient distribution network servicing our diverse sales channels.

WE BEHAVE RESPONSIBLY

Underpinning everything we do is our belief that how we act reflects who we are. We take our responsibilities seriously and continuously strive to be a sustainable and responsible business that listens to our consumers, takes care of our people, values diversity, works to minimise our

environmental impact and gives something back to the communities we serve. We have an important role to play in the transition to a low carbon and climate-resilient economy and this has become an increasingly important and integral part of our overall AG Barr business model.

WE MARKET.

From IRN-BRU's signature style of maverick adverts to Boost's connection with sporting activity, when it comes to marketing, innovating and building our brands we like to have some fun and to appeal to the widest possible range of consumers. Whether through mainstream advertising, digital and social media, sponsorship or supporting local community events, we use our creativity and consumer insight to deliver distinctive and memorable brand-building.

Building long-lasting relationships with our customers across all our markets is key to our business. We sell to customers across the UK and whether it's a large food retailer, a wholesaler or a regional restaurant group, we work collaboratively with all our customers to understand their businesses and find winning consumer propositions in a practical and profitable way. We also have a growing international business served through a distributor-led model, and this has been further enhanced through the acquisition of Fentimans in February 2026.

WE SELL.

Our responsible behaviour also encompasses our management of risk, ensuring that we are thinking ahead and taking mitigating actions to minimise any potential impact on our business. We have a robust risk management framework that is embedded across the business, allowing a wide range of employees at different levels to contribute to our risk assessment and assurance processes.

More information on our responsible actions can be found on pages 30 to 57 and a full review of our principal risks is detailed on pages 64 to 68 →

VALUE CREATED

The success of our business model means we continue to create and deliver value to a wide range of stakeholders including shareholders, employees, customers and suppliers, as well as our communities and the UK economy.

SHAREHOLDERS

£19.2m

of dividends paid during the year.

£30.4m

re-invested in long-term business growth through annual capital expenditure.

UK ECONOMY AND COMMUNITIES

£13.9m

in corporation tax and

£7.7m

in national insurance payments and other various tax payments to the government.

We continue to contribute to the UK economy while also donating to charitable causes across our communities.

EMPLOYEES

£65.1m

paid to our employees across the UK.

STRATEGY

OUR STRATEGY

Our purpose is building great brands, for everyone. Our strategic priorities bring this purpose to life and set out the steps we are taking to build a great business with great brands. In FY25/26 we introduced a new strategy built on the following five growth platforms.

More from core brands

Our core soft drinks brands - IRN-BRU, Rubicon and Boost - are key to our growth strategy as we see them as long-term drivers of sustainable growth. Each brand has the platform and potential to grow into the significant headroom which exists and become bigger brands in the future. To do this, these brands will receive the majority of our marketing investment. Whilst growth of our core soft drinks brands will not be linear, we are confident that our strategy and day-to-day actions will increase consumer awareness and purchase, in turn achieving growth ahead of the market.

Excellence in Sales & Marketing Execution

Achieving our ambitious growth targets requires our sales and marketing teams to deliver high quality execution every day. We enable this through our clear channel strategy across retail, impulse, out-of-home and international and by combining talent and technology to drive sales and marketing efficacy.

In FY25/26 we made a number of leadership appointments in our sales and marketing teams which has strengthened both our executional capabilities and our relationships with many important customers. Our strategy is to invest in our people to further their development, in turn benefitting the business over the long-term.

Additionally, technology, data and insight will be a fundamental driver of our growth and therefore we are investing in the tools our sales and marketing colleagues use, including AI, to improve our performance.

Supply Chain Leverage

Key to our strategy is driving effectiveness and efficiency across all areas of our business. This is particularly relevant to our Supply Chain which is a critical part of our end-to-end business model.

The health and safety of our people is our number one priority. We have reduced the number of accidents and incidents across our business, and this drive will continue.

We have a highly experienced and capable Supply Chain function extending across disciplines including procurement, manufacturing, warehousing, logistics and quality control. Our strategy is to invest in people to ensure our teams have the skills to maximise their performance.

We take a long-term view on continuous investment of our asset base to deliver increased capability, capacity and resilience. We do this through our capital investment programmes, equipping us with some of the industry's most efficient operational capability.

Our investment in people and assets is intended to leverage greater performance from our Supply Chain. Doing so ensures we deliver exceptional customer service alongside a highly efficient cost base, in turn providing a stable and scalable platform for future volume growth in our existing brand portfolio and future acquisitions.

Innovation

Consumer tastes and needs are evolving at pace, particularly regarding energy, hydration and health and we are accelerating our response to meet them. Innovation is a crucial driver of growth in the market, and we are leaning into this opportunity with a clear, three-tiered framework:

- **Evolution:** We continue to drive growth through flavour rotation on our current brands. By introducing new flavours, we capture significant market headroom and keep our core portfolio relevant and exciting.
- **Strategic:** We are taking our existing brands into adjacent categories, disrupting segments and adding value for retailers through higher price points and the recruitment of new consumers into our categories.
- **White Space:** We are targeting "white space" opportunities in parts of the market where we don't currently play and where there is potential to add significant value by addressing rapidly changing consumer needs.

We see innovation as an essential element of our strategy and long-term growth. We have a track record of delivering successful innovation and our future plans are centred around our category growth strategy. We enter FY26/27 with our most ambitious innovation pipeline to date.

M&A

Elevating our growth through acquisitions is a strategic priority enabled by our strong financial base. Our approach to M&A is governed by a disciplined capital allocation framework, ensuring we only pursue targets that align with the right criteria for our business. We have a proven track record of successfully acquiring and integrating businesses and are active in monitoring the market for opportunities which will accelerate growth and deliver efficiencies.

STRATEGY IN ACTION

BUILDING GREAT BRANDS FOR EVERYONE

As a business we recognise that the power of our brands lies in the power of our people and that with power comes responsibilities to the planet and the communities in which we live. We are proud of our heritage and of who we are. They provide the foundations for our ambitious vision for growth and give us the confidence that our plan will deliver.

Our core soft drinks brands — IRN-BRU, Rubicon and Boost — represent 65% of total business revenue, have significant growth opportunities, and are where we invest the majority of our marketing activities.

IRN BRU

Top 5 carbonates brand nationally¹

TOTAL BUSINESS REVENUE SHARE

32%

MARKET SHARE²

3.5%

[More information pages 14 to 15 →](#)

RUBICON

Rubicon Sparkling has grown 71% in value in the L5Y³

TOTAL BUSINESS REVENUE SHARE

21%

MARKET SHARE⁴

0.6%

[More information pages 16 to 17 →](#)

BOOST

#2 SPORTS DRINK BRAND and the fastest growing sports drink⁵

TOTAL BUSINESS REVENUE SHARE

12%

MARKET SHARE⁶

1.4%

[More information pages 18 to 19 →](#)

OTHER BRANDS

A broad portfolio of other brands including owned brands such as: FUNKIN, Barr Flavours, KA, MOMA, Rio, Simply Fruity and Sun Exotic; franchise brands Bundaberg and Snapple; and recent acquisitions The Turmeric Co, RAW Hydrate & Frobishers. Additionally, Fentimans acquired post year end.

TOTAL BUSINESS REVENUE SHARE

35%

NEW BRANDS

- Source: Circana 52 w/e 27 Dec 2025.
- Source: Circana share of total UK market for 'Carbonates excluding Mixers' 52 weeks to 31 Jan 2026 (value).
- Source: Circana 52 w/e 10 Jan 2026.
- Source: Circana share of total UK market for 'Other Flavoured Carbonates' 52 weeks to 31 Jan 2026 (value).
- Source: Circana vol sales 52 w/e 10 Jan 2026.
- Source: Circana share of total UK market for 'Stimulant Energy' 52 weeks to 31 Jan 2026 (value).

STRATEGY IN ACTION CONTINUED
IRN-BRU

IRN-BRU

An iconic brand with a unique taste, bru'd to a secret recipe since 1901. IRN-BRU offers consumers choice – Regular, Zero, Diet and 1901.

SCOTLAND'S MOST LOVED &
CHOSEN BRAND YET AGAIN

#1

Source: Kantar, take-home value sales for each brand for the 52-week period to 7 Sept 2025 for Scotland.

125 YEARS STRONG: MADE IN
SCOTLAND FROM GIRDERS

125yrs

IRN-BRU Xtra Legend Editions

In May, IRN-BRU released two mystery IRN-BRU Xtra flavours: Nessie Nectar and Unicorn Tears. These surreal releases, complete with a campaign featuring "Kelly the Unicorn Tears Farmer," grew IRN-BRU's limited-edition volume year-on-year and generated huge social engagement with 36k shares.

CARBONATES BRAND
NATIONALLY

TOP 5

ADS OF THE YEAR WITH HIGHEST
EFFECTIVENESS SCORE.

TOP 10

Source: System1 Group

“
IRN-BRU sales grew 5x faster
than the FFC category over
the campaign and market
share increased.”

This is Not a Soft Drink

In August, IRN-BRU launched its new brand platform taking it from roots in physical strength to a repositioning around inner strength, giving it relevance for new generations and bringing new meaning to one of the most famous lines in marketing 'Made in Scotland from Girders'.

IRN-BRU's one inch wonder

To reward consumers and drive sales, IRN-BRU unleashed a search for four solid 18-carat gold girders worth £10k each. Supported by the cheeky "Gym Bros" and "Morning Glory" ads, the campaign saw our rate of sale double in key retailers and drove over 18 million views.

LARGEST FRUIT FLAVOURED
CARBS BRAND NATIONALLY

3rd

Source: Circana 52 w/e 27 Dec 2025

Higher loyalty than any other Fruit Flavoured Carbs brand

Source: WPO, KPI report, OFCs,
12 w/e 28 Dec 2025

An iconic new look for 2026

In December 2025, we initiated a major packaging refresh to increase "shelf-standout" and modernity. The new design amplifies our distinctive assets, including the iconic strongman and "Girders" strapline.

Crucially, IRN-BRU has rebranded IRN-BRU Xtra as IRN-BRU Zero to better communicate its zero-sugar proposition, while returning Sugar Free to its colloquial name, Diet IRN-BRU. Early research on this new look indicates an increase in purchase intent and consideration from non-drinkers of the brand.

STRATEGY IN ACTION CONTINUED
RUBICON

RUBICON

Discover different with Rubicon's big bold flavours that you don't find in your everyday fruit bowl.

Rubicon continues to be the "unboring" choice of soft drink, offering a vibrant range of exotic fruit pure juices, stills, sparkling drinks, flavoured waters and energy drinks. Our commitment to "Discover different" remains at the heart of our strategy as we expand our bold fruit flavour proposition into new, high-growth categories.

RUBICON DRINKS
SOLD EVERY SECOND

2

RUBICON SPRING IS THE #1
FLAVOURED SPARKLING WATER
FOR THE 7TH YEAR RUNNING

#1

Source: IRI Value Sales, Total Market.
Last 52 w/e 10 Jan 2026

Bringing Fruit to the Front

The Rubicon redesign puts fruit front and centre across all packs to communicate the authentic fruit flavour proposition. The word mark is bolder and sub ranges easier to navigate for consumers. The new 500ml sparkling bottle stands tall and proud with a label panel lifted to aid visibility and stand shoulder to shoulder with competitors.

“

Our commitment to “Discover different” remains at the heart of our strategy.”

Innovation & New Category Stretch

Rubicon is now a key player in 6 different segments including Carbonates, Energy, Dilutables, Juice Drinks, and both Sparkling and Still Water.

2025 has been a landmark year for New Product Development (NPD), demonstrating our ability to stretch the Rubicon brand through:

- Rubicon Vits water
- Rubicon Twist
- New Sparkling flavours:
 - Tropical and Cherry Burst
- Rubicon Squash

‘Big Flavour Behaviour’ campaign

Building on the success of last year’s ‘Release the Sunshine’ platform, we launched our major new communications platform, ‘Big Flavour Behaviour’, which ran from May through to September. Designed to be disruptive, the campaign hit screens and cities across the UK, driving a significant uplift in consumer penetration; 20% for Rubicon Sparkling and 18% for Rubicon Spring versus their respective categories.

STRATEGY IN ACTION CONTINUED
BCOST

TS
OO
B

Our mission is to create mood-boosting, energising, functional drinks with flavours (and prices) our customers can't get enough of. Original Energy launched in 2001 and, since then, we've spent over two decades building a functional range of tongue-tingling full-flavoured drinks.

A HISTORIC MILESTONE WAS REACHED IN FY25/26 AS THE BRAND'S CASES SOLD VOLUME CLIMBED TO OVER

10m

Energising everyone, wherever, throughout the day

The Boost brand remains a champion of the everyday, committed to meeting the evolving tastes of consumers through high-quality, functional drinks at an accessible price point. Whether it is Energy Stimulation, Sport or Iced Coffee, our mission is to offer a range that truly delivers "whatever your day brings". This year, that commitment reached a historic milestone as the brand exceeded 10 million cases in volume for the first time in Boost's history.

SPORTS DRINK BRAND
AND THE FASTEST GROWING
SPORTS DRINK

#2

Source: IRI Value Sales, Total Market. Last 52 w/e 10 Jan 2026

'There's a Boost for that'

We continued to drive brand fame through the second year of our fully-integrated "There's a Boost for that" masterbrand campaign. Designed to showcase the versatility of our portfolio, the campaign has successfully moved Boost from "the blue can" to an essential companion for every daily scenario. Our mass audience marketing campaign was complemented with an expansive mass sampling programme that put over 400,000 bottles and cans directly into consumers' hands, significantly increasing brand awareness and consideration.

“

Over 400,000 sample
bottles and cans directly into
consumers' hands.”

NUMBER 3 ENERGY
STIMULATION BRAND

#3

Source: Circana value sales 52 w/e 10 Jan 2026

Innovation

We made an innovative entry into functional powders and launched Boost Water+, our first move into functional waters. Boost Water+ has made a strong start and its performance is ahead of our expectations for the launch phase.

STRATEGY IN ACTION CONTINUED
FUNKIN

FUNKIN

As the UK's leading cocktail brand, FUNKIN remains the trusted authority for both professional bartenders and home hosts. Since 1999, FUNKIN has led the market by bringing bar-quality experiences to everyday occasions through our innovative nitro-infused cans and real-fruit purées. Whether it's a quiet night in or a celebration on the move, FUNKIN continues to make extraordinary cocktail moments effortless.

MEDALS WON AT THE 2025
INTERNATIONAL SPIRITS
CHALLENGE AWARDS

8

Supporting the On-Trade

FUNKIN launched a new 10-litre Bag-in-Box format for FUNKIN PRO. This is proving to be a scalable, high-quality solution that maintains our reputation as "the bartender's best friend".

'Turn up the Flava' with KA ReMix

Building on FUNKIN's history of successful collaborations, this year saw the high-impact launch of KA ReMix into the rapidly growing alcohol RTD sector. Launched in June 2025, KA ReMix tapped into the "getting the party started" occasion with consumers seeking vibrant spirit-led drinks.

“

Our mission is to make consistently great tasting cocktails available to all.”

Flavour & Range Expansion

Capitalising on the rise of the spritz occasion, FUNKIN launched a range of spritz drinks, including Limoncello and Raspberry.

The launch of our limited edition, dessert-inspired flavours, Chocolate Espresso Martini and Black Forest Gateau, offer truly indulgent, bar-quality flavours.

PORTFOLIO BRANDS

This diverse collection of owned brands, complemented by our strategic partnership brands, significantly enhances our core proposition. Ranging from our value-led Barr Flavours, a top three carbonate brand in the Symbols and Independents channel, to premium craft alternatives like Bundaberg, our portfolio is uniquely positioned to deliver both flavour and value to a multitude of consumer groups.

'Dino-mite' Jurassic World Partnership

In June 2025, we embarked on a truly epic scale sales promotion in partnership with the cinematic release of Jurassic World: Rebirth. This "Drink. Scan. Win." campaign featured an on-pack offer across six million specially marked packs, giving consumers the chance to win an adventure holiday to Portugal.

KA Krushes summer

Launched for the critical summer period, the KA Blue Krush limited edition became a standout success, selling out in a record four weeks.

Named a Top 10 New Product in Convenience in August 2025, it created fresh excitement in the category and generated over 1.1 million social views.

VIEWS ON SOCIAL

1.1m

“Our portfolio is uniquely positioned to deliver both flavour and value to a multitude of consumer groups.”

MOMA

MOMA's 'Oats Made Extraordinary' digital campaign cemented the brand's new look and feel in a delicious taste-led campaign, reaching 10m consumers over the second half of 2025.

MOMA launched two new flavoured oat drinks in September, Salted Maple & Hazelnut and Pistachio, designed to deliver café-style taste without the cost or complication of syrups and equipment. Both products landed successfully, driving new incremental purchase occasions and paving the way for further seasonal variants to follow in Spring 2026.

CONSUMERS REACHED

10m

Scaling the "Sharing" Occasion

Bundaberg is a premium choice for consumers seeking authentic, craft-brewed flavours. Following its successful debut in Waitrose, we successfully extended our 750ml sharing bottle into Asda in May 2025. This larger format has proven ideal for both solo indulgence and as a versatile mixer, allowing more consumers to enjoy the premium taste of our Ginger Beer in a format that fits their lifestyle.

“Brands with a challenger mentality.”

STRATEGY IN ACTION CONTINUED ACQUISITIONS

Innate-Essence

AG Barr acquired a 50.1% equity stake in Innate-Essence Limited in July 2025, for an initial consideration of £14.7m and an estimated contingent consideration of £2.0m. Innate-Essence is a functional beverage manufacturing business founded by former Wales international and Premier League footballer, Thomas Hal Robson-Kanu and is the home of The Turmeric Co. and RAW Hydrate brands.

The Turmeric Co. has established a unique and powerful position as a leading functional shot brand in the UK. The range uses 35g of whole raw turmeric root, never powders, blended with other natural superfoods like ginger, beetroot and ashwagandha. Each shot is cold-pressed and crafted without added water or artificial sweeteners, using a fresh watermelon base for a refreshing, low-sugar profile.

Frobishers

Towards the end of FY25/26 AG Barr acquired Frobishers Juices Limited for £12.9m, a UK based premium brand of fruit juices and soft drinks renowned for its range of high-quality, all-natural products.

Established back in 1969, the company's journey began with its founder, Mike Dowdeswell, offering a single product – not-from-concentrate apple juice – from the boot of his car. Today, Frobishers boasts a diverse portfolio which includes classic juices and sparkling drinks.

Fentimans

On 2 February 2026, post year end, AG Barr acquired Fentimans Ltd for cash consideration of £38.4m plus £2.1m to repay an existing Directors loan. Fentimans is a soft drinks and mixers brand known for its "Botanical Brewing" process.

Both Fentimans and Frobishers operate in the attractive premium socialising market, which is benefitting from the consumer trend of reduced alcohol consumption. These acquisitions reflect the execution of further meaningful and targeted M&A to elevate growth through broadening the brand portfolio while providing opportunities for cost synergies.

TOTAL INVESTMENT IN
ACQUISITIONS IN FY25/26

£27.6m

ACQUISITIONS

STRATEGY IN ACTION CONTINUED
SUPPLY CHAIN

SUPPLY CHAIN

Driving efficiency and creating capacity
is key to our future growth strategy.

In FY25/26, we reached the final stage of the Cumbernauld factory asset refresh programme, with the installation of a new high speed can line, currently in commissioning. This investment, along with continued improvements in our operating efficiency, provides the business with significantly more production capacity and capabilities, supporting our long-term growth ambitions.

Boost insourcing

Additionally, work has begun at our Cumbernauld site to introduce the capabilities required to insource the next significant element of the Boost portfolio. By the end of H1 FY26/27, we will have installed new equipment to allow the manufacture of both Boost Sport and Boost Energy PET ranges, contributing to a more efficient Supply Chain and stronger margin performance on those products.

CHIEF EXECUTIVE OFFICER'S REVIEW

A YEAR OF STRONG FINANCIAL DELIVERY AND STRATEGIC PROGRESS

Euan Sutherland
Chief Executive Officer

Across our three key financial metrics — revenue growth, operating margin and return on capital employed — we delivered our plan and met the targets we had set out.

REVENUE

+4.0%

ADJUSTED OPERATING MARGIN*

14.8%

ADJUSTED ROCE*

20.4%

FY25/26 was a year of strong financial delivery and strategic progress for AG Barr. Across our three key financial metrics – revenue growth, operating margin and return on capital employed – we delivered our plan and met the targets we had set out. These are the headline results but what I am most pleased about is the progress we have made towards our new, key strategic drivers which offer considerable growth opportunities ahead.

This year's main focus was strengthening the foundations of the business to support sustainable above-market growth and growing shareholder returns. We stepped up our investment in brand development, commercial capability and our operations to ensure we can consistently sustain higher levels of performance. These actions, supplemented by a more meaningful M&A strategy, support our ambition to consistently deliver our targets of: a minimum 4% revenue growth per annum; 14-16% operating margin; and ROCE in the range of 19-21% with movements within this target range influenced by M&A and investment strategy as we invest to support growth.

Our strategy set out at the Capital Markets Day in June 2025 is ambitious but grounded in long-standing capabilities. We are building on proven strengths, not reinventing our business model.

“We have made significant progress towards our new, key strategic drivers which offer considerable growth opportunities ahead.”

Operating context

The UK soft drinks market, in which the majority of our business is based, remains large, resilient and in growth. Growth in the market during 2025 was value driven reflecting inflation and pricing.

Within this environment, we acted decisively to protect long-term value. After a prolonged period where IRN-BRU and Rubicon were positioned below the optimal price level on certain key pack formats, we implemented corrective action. These changes, made in early 2025, temporarily impacted volumes but were necessary to restore margin discipline and protect brand equity.

Consumer behaviour continues to evolve, with a number of clear shifts impacting market trends. At the same time, tightening regulation on both sugar content and advertising are shaping the retail landscape. We have and will continue to respond to developments in these areas.

Looking ahead, we see substantial growth opportunities for our business. In particular, functional healthy hydration and premium socialising are expected to drive incremental growth, underpinned by health and wellness trends and the moderation in alcohol consumption. These structural drivers align directly with our innovation focus and recent portfolio expansion through M&A.

Financial performance and value delivery

Financial results in FY25/26¹ were strong. Group revenue increased by 4.0% to £437.3m, with adjusted profit before tax* of £65.8m, up 12.5% on the prior year. Adjusted operating margin* increased by 120 bps to 14.8%, led by efficiency and strong cost discipline, moving us to within our target range. Adjusted Return on Capital Employed* of 20.4% was well within our target range despite significant up-front investment across brand and capex to support future growth.

Adjusted earnings per share* increased by 11.2%, primarily reflecting the growth in adjusted PBT. Net cash from operating activities of £51.0m highlights the strength of our cash generation and supports both our investment programme and dividend growth.

Our results further evidence our long track record of financial discipline and profitable growth, which we are confident will continue as we move forward.

Brand and portfolio performance

Our brand portfolio strategy remains a key strength and we broadened our portfolio during the year through two significant acquisitions, as well as one at the start of FY26/27. Our biggest brand, IRN-BRU, now represents 32% of Group revenue compared to 43% five years ago, reflecting successful diversification and expansion.

Our core soft drinks brands, IRN-BRU, Rubicon and Boost remain key to our growth strategy. Following pricing realignment in H1, and brand development work in H2, IRN-BRU and Rubicon are both well positioned for FY26/27. Both brands remain underpenetrated in the UK market and we see

significant opportunity to raise brand awareness as well as expanding distribution and availability. We are focused on building truly UK-wide brands across the Group.

Boost delivered strong growth in the year, with revenue up 12% versus the prior year. This performance benefitted from brand development work undertaken in FY24/25, which laid the foundations for distribution gains and improved sales and marketing execution in FY25/26.

Innovation activity has significantly accelerated under our new strategy. We have recognised increasing consumer demand for new and exciting products and have therefore expanded the innovation pipeline to be the largest in the Group's history, with a number of major launches taking place from January 2026 into FY26/27. Contributions from these are expected to build as the year ahead progresses. Innovation, alongside refreshed marketing strategies and extending distribution, is central to raising brand awareness and driving penetration and growth across all brands over the medium-term.

1. FY25/26 was a 53 week period, FY24/25 was a 52 week period.

CHIEF EXECUTIVE OFFICER'S REVIEW CONTINUED

The acquisitions of Innate-Essence, Frobishers and Fentimans over recent months see us enhancing our presence within the attractive functional beverages and premium socialising segments and demonstrates more meaningful M&A for the Group. These acquisitions broaden our addressable market and enhance exposure to higher-growth categories. Importantly, there is minimal cannibalisation of the existing portfolio from these acquisitions. With respect to Fentimans and Frobishers, integration plans are underway and associated efficiencies are expected to be generated from H2 FY26/27 onwards. Our focus for the year ahead is on embedding the recent acquisitions into the Group but we will remain alert to any compelling M&A opportunities that align with our stated strategy and growth objectives.

Channel performance in the year reflected both opportunity and challenge. We made good progress with the early stages of our expansion within the grocery channel, with more progress expected in FY26/27. At the same time, necessary pricing actions on certain pack formats in H1 FY25/26 created short-term volume softness in some areas of our Wholesale / Convenience business, which has now normalised. During the year we strengthened our revenue growth management capability and this is enabling greater precision in navigating these dynamics going forward.

Strategy in Action

Our strategy is designed to deliver consistently growing shareholder returns: combining growth with the right M&A opportunities in order to deliver EPS and dividend growth aligned with our long-term profit performance. Our strategic priorities are focused around five growth platforms: More from Core; Excellence in Sales & Market Execution; Supply Chain Leverage; Innovation Upweight; and Strategic M&A.

During the year, we undertook considerable foundational work across these five pillars. We increased brand investment and refreshed marketing strategies across our biggest brands, and we strengthened our sales team and its capabilities. We advanced channel expansion initiatives to improve penetration and geographic coverage, and executed against our M&A strategy by making three acquisitions which are expected to deliver meaningful accretion over the medium-term following their integrations and/or scaling.

Operationally, our comprehensive investment programme continued, including phased capability and capacity expansion to support long-term growth. We continued to improve our supply chain, leveraging our integrated model to enhance efficiency, customer service and product quality. The final phase of our Cumbernauld site manufacturing line refresh programme saw the installation of a new, high-speed can line in January 2026. We also progressed the early stages of expanding our Milton Keynes manufacturing capability, with the next key milestone being the implementation of a second independent can-line which will be operational from early 2027. These projects require significant up front investment before returns are generated in subsequent years.

I am pleased with the progress we have made in the starting year of our new strategic objectives. There are plentiful, significant opportunities ahead and much more to do to realise our ambitions for the business.

People, culture and capability

The evolution of our culture and capability has been fundamental to our performance. We introduced new appointments and expanded expertise during the year, embedding upweighted talent across the business and particularly in our sales and marketing teams.

Employee engagement improved to 81% (FY24/25: 78%), reflecting increased clarity of purpose and confidence in our strategy. We also made progress on diversity metrics, including 43% female representation in leadership roles (FY24/25: 38%). A stronger performance culture, combined with enhanced capability, underpins our confidence in delivering our strategy with low execution risk.

Sustainability and responsibility

We advanced our ESG strategy during the year, increasing both delivery and transparency. We achieved a 10.5% reduction in Scope 1 and 2 emissions year-on-year, progressed packaging initiatives and continued our preparatory work in readiness for regulatory developments, including the introduction of the Deposit Return Scheme in the UK, legislated to take place in late 2027.

Responsible and efficient operations are fully aligned with our strategic objective of delivering sustainable shareholder returns.

Capital discipline and balance sheet

Capital allocation remains disciplined and aligned to our strategy. Capital expenditure of £30.4m focused on supply chain optimisation and systems modernisation. The increase in our dividend demonstrates ongoing business growth and our commitment to shareholder returns.

Our balance sheet remains strong, providing flexibility to invest and pursue targeted M&A, including the post period end acquisition of Fentimans. Our approach remains consistent: invest in brands, capability and infrastructure that enhance long-term returns while maintaining financial resilience.

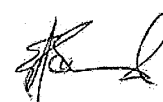
Outlook and priorities for FY26/27

Building on the progress made in FY25/26, we enter FY26/27 with good momentum. Further milestones are planned for the coming year, including successful rebranding of IRN-BRU and Rubicon, multiple new launches and progress with channel expansion initiatives.

Our priorities for FY26/27 are clear: deliver our targeted revenue growth; penetrate deeper through channel expansion activities; successfully execute our upweighted innovation pipeline; make further efficiency gains in our Supply Chain; and integrate and grow recent acquisitions.

We are ambitious. Our strategy aims to deliver above market growth rates and double the business. Importantly, we are pursuing this ambition without changing our core business model and with a disciplined focus on margin, ROCE and shareholder returns.

AG Barr combines a broad and broadening portfolio of market-leading UK brands, a strong balance sheet, a proven track record of financial discipline and strong cash generation and a newly introduced strategic ambition that builds on our long-term expertise. We are excited by our strategy and confident in our ability to deliver sustainable profitable growth and increasing returns for shareholders.



Euan Sutherland
Chief Executive Officer
31 March 2026

More on strategy in action can be found on 12 to 25 →

Details of all our responsibility commitments, goals and activities can be found on 30 to 57 →

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.

FINANCIAL KPIs

REVENUE

£437.3m

+4.0%

The value of revenue recorded each year.

GROSS MARGIN

40.5%

+140bps

Reported gross profit divided by revenue.

NET CASH FROM OPERATING ACTIVITIES

£51.0m

+5.6%

Net cash from operating activities is defined as the cash generated in the ongoing regular business activities in the year.

PROFIT BEFORE TAX

£62.6m

+17.7%

Profit before tax is reported profit before tax.

ADJUSTED OPERATING MARGIN*

14.8%

+120bps

Adjusted operating margin is adjusted operating profit (defined as operating profit after adjusting items) divided by revenue.

ADJUSTED BASIC EARNINGS PER SHARE*

44.24p

+11.2%

Adjusted profit attributable to equity holders divided by weighted average number of shares in issue.

ADJUSTED PROFIT BEFORE TAX*

£65.8m

+12.5%

Adjusted profit before tax is reported profit before tax after adjusting items.

ADJUSTED RETURN ON CAPITAL EMPLOYED*

20.4%

-40bps

Adjusted return on capital employed is adjusted profit before tax divided by average invested capital (being the average of opening and closing invested capital). Invested capital is defined as non-current plus current assets less current liabilities excluding all balances relating to any provisions, financial instruments, interest-bearing liabilities and cash or cash equivalents.

FULL YEAR DIVIDEND PER SHARE*

18.71p

+11.0%

Total dividend declared for the full year.

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.
 1. FY25/26 was a 53 week period, FY24/25 was a 52 week period.

BEHAVING RESPONSIBLY FOR 150 YEARS

We are pleased to present our most recent Responsible Business Report, which sets out our ambitions, achievements and future strategy regarding our corporate responsibility agenda. While the principles of our approach and narrative remain consistent, this report provides comprehensive updates on the progress made and highlights over the past twelve months.

We take immense pride in our brands and our business, alongside the positive contribution we deliver to society. Our actions are a direct reflection of our identity and values. For more than 150 years, we have been successful brand custodians, building a diverse and differentiated portfolio which people love. The continued resilience of the Group is crucial, not only for our employees and shareholders but also for the positive impact our business has on a wide range of stakeholders and the broader UK economy.

Our overarching purpose is to build great brands for everyone: our consumers, customers, shareholders and society as a whole. This purpose is supported by our core values, which include a commitment to 'Be Accountable'. Our responsibility agenda is intrinsically woven into the fabric of our business. As we continue to grow and evolve, it is more critical than ever that we actively address the key issues facing society, such as mitigating the impact of climate change.

We are also mindful that our actions can contribute towards global improvements. The 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015, provides a shared blueprint for global peace and prosperity. Central to this are the 17 Sustainable Development Goals (SDGs), which are an urgent call for action by all countries in a global partnership.

While our activities contribute both directly and indirectly to many of the SDGs, we have focused our SDG connections where we believe we can most directly play our part. These are listed below.

Good health and wellbeing

Ensure healthy lives and promote wellbeing for all at all ages

Gender equality

Achieve gender equality and empower all women and girls

Decent work and economic growth

Promote sustained, inclusive and sustainable economic growth, full and productive employment, and decent work for all

Responsible consumption and production

Ensure sustainable consumption and production patterns

Climate action

Take urgent action to combat climate change and its impacts

We focus our specific responsibility goals and commitments on those areas where we believe we can make the greatest positive economic, environmental and social impact, thereby supporting our contribution to a sustainable future for all. We also engage with a wide range of stakeholders, to ensure that our priorities are consistently aligned. As a consequence, our responsible behaviours at AG Barr are underpinned by four key commitments which we believe to be material to both our business and key stakeholders:

WE ACT WITH INTEGRITY

Key focus areas

- Building trust
- Safety and wellbeing
- Employee engagement
- Responsible policies and practices

Long-term goals

- Accident incident rate
- Zero work-related reportable accidents.

Employee engagement¹

- 2027 Goal: 80%

Females in Leadership¹

- 2027 Goal: 45%

WE RESPECT THE ENVIRONMENT

Key focus areas

- Carbon emission reduction
- Packaging
- Water and waste
- Sustainable sourcing

Long-term goals

Overall Net Zero Target:

- A.G. Barr p.l.c. commits to reach net-zero greenhouse gas (GHG) emissions across the value chain by FY2050.

Near-term targets:²

- Reduce absolute scope 1 and 2 GHG emissions by 60% by FY2030 from a FY2023 base year.³
- To reduce absolute scope 3 GHG emissions from downstream transportation and distribution by 25% within the same timeframe.
- 79.8% of suppliers by emissions covering purchased goods and services and upstream transportation and distribution will have science-based targets by FY2030.
- Reduce absolute scope 3 Forest, Land, and Agriculture (FLAG) GHG emissions by 30.3% by FY2030 from a FY2023 base year.⁴
- No deforestation across primary deforestation-linked commodities.

Long-term targets:²

- Reduce absolute scope 1 and 2 GHG emissions by 90% by FY2035 from a FY2023 base year and to maintain a minimum of 90% absolute scope 1 and 2 GHG emissions reductions from FY2035 through FY2050.³
 - Reduce absolute scope 3 GHG emissions by 90% by FY2050 from a FY2023 base year.⁵
 - Reduce absolute scope 3 FLAG GHG emissions by 72% by FY2050 from a FY2023 base year.⁴
- Water**
- Improvement in water usage efficiency (relative to production volumes).
 - 2030 Goal: 20% improvement from a 2020 base year.
- Waste**
- Never again send non-hazardous waste to landfill.
- Packaging**
- 2027 Goal: 100% of packaging to be recyclable.
 - 2035 Goal: 100% recycled or renewable PET bottles.

WE SUPPORT HEALTHY LIVING

Key focus areas

- Calorie reduction
- Responsible advertising and marketing
- Clear and consistent labelling

Long-term goals

To continue to advertise responsibly, offer a wide range of products and pack sizes to assist with portion control and, by providing clear nutritional information, enable our consumers to make informed choices.

WE GIVE BACK

Key focus areas

- Community engagement
- Charity partnership
- Employee volunteering

Long-term goals

To support good causes across our communities, through financial donations and by increasing awareness and supporting fundraising and volunteering across our teams.

1. Further information on employee engagement and females in leadership is provided on page 32 within the non-financial KPI section.
2. Science-based targets as approved by the Science Based Target Initiative (SBTi).
3. The target boundary includes land-related emissions and removals from bioenergy feedstocks.
4. This target includes FLAG emissions and removals.
5. Net-zero achievement in accordance with SBTi requirements. Reductions are targeted across Scope 3 emissions associated with purchased goods and services and upstream and downstream transport and distribution. See page 50 for more information.

OUR NON-FINANCIAL KPIS

In support of our responsibility commitments we measure a range of non-financial KPis as set out below:

ACCIDENT INCIDENT RATE
2.0

Number of accidents (RIDDOR) per 1,000 people – relative to both our employees and agency workers. Further information is provided in our safety and wellbeing culture section on page 34.

EMPLOYEE ENGAGEMENT
81%

As measured by the response rate to our annual employee survey.

FEMALES IN LEADERSHIP
43%

Number of females defined as leaders/senior managers at the close of the financial year. See page 36 for further information.

CARBON EMISSION REDUCTION
ACROSS OUR OWN OPERATIONS
32.01%

Percentage reduction in total Scope 1 and Scope 2 greenhouse gas emissions versus 2023/24 baseline year using a market-based approach.

Our revised 2023 baseline (previously 2020) has been calculated to more accurately reflect corporate acquisitions and the incorporation of our FLAG targets from 2023. Also, as 2020/21 fell within a period of significant impact from the COVID-19 pandemic, the revised baseline provides a more representative start point. See page 51 for further information.

IMPROVEMENT IN WATER
USAGE EFFICIENCY
14.3%

KPI reset in 2021 following detailed analysis of our water footprint, our refreshed water strategy and action plan. Ratio of total water used relative to total litres of product produced. Further information is provided in our waste and water section on page 42.

NON-HAZARDOUS WASTE
DIVERTED FROM LANDFILL
100%

Quantity of non-hazardous waste from Company-owned sites diverted from landfill relative to total non-hazardous waste.

Non-financial and sustainability information statement

The information presented here and throughout the report (as cross-referenced in the accompanying table), complies with the requirement under sections 414CA and 414CB of the Companies Act 2006 to provide information on certain non-financial matters. Our Responsible Business Report provides the required information in relation to content on environmental matters, our employees, community issues and social matters, as well as setting out our non-financial metrics. Our business risks are included within our Risk Management section. The Responsible Business Report also complies with the Streamlined Energy and Carbon Reporting (SECR) requirements as required by the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

It is the Group's policy to conduct all of its business in an honest and ethical manner. It is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates.

The Group is a UK Real Living Wage accredited employer.

The Group publishes its Modern Slavery Act Transparency Statement annually on the Group website. This explains the steps that we take to seek to ensure that there are no incidents of modern slavery within the business and our supply chain, in accordance with the UK Modern Slavery Act 2015. The Board reviews the Group's operational, legal and compliance framework to prevent modern slavery in its supply chain, which includes employee training, contractual terms and conditions, and due diligence processes.

The Group's Anti-bribery and Corruption Policy (ABC Policy), available on the Group website, emphasises the Group's zero tolerance approach to bribery and corruption. It sets out the Group's responsibilities, and of those working for it and parties acting on its behalf, in observing and upholding its position on bribery and corruption in compliance with applicable laws, and provides information and guidance to those working for the Group and parties acting on its behalf on how to recognise and deal with bribery and corruption issues. The ABC Policy is clearly communicated to all Group employees and ABC training is provided to employees on induction and on a regular basis thereafter. In order to successfully complete the training, employees must answer various questions correctly to indicate that they comprehend the training material. The Group maintains an anti-bribery and corruption register, which records details of corporate hospitality, and gifts given and received by employees over a specified value. The Group's international teams

undertake appropriate due diligence on all third parties acting on its behalf and maintain a third party anti-bribery and corruption register. The Audit and Risk Committee reviews the effectiveness of the Group's anti-bribery systems and controls annually, and also reviews and approves the Group's ABC Policy on an annual basis. No bribery and corruption issues arose during the year.

The Group Security Dealing Code prohibits employees from engaging in insider trading. The rules are designed to ensure that employees do not misuse, or place themselves under suspicion of misusing, information about the Group which they have and which is not publicly available.

Human Rights

Our Human Rights policy details the principles and protections we uphold across all our operations, including on freedom of association, abolition of compulsory and child labour, and protection from discrimination. This aligns with the International

Labour Organisation's Declaration on Fundamental Principles and Rights at Work, and the UK Guiding Principles on Business and Human Rights.

Through our Speaking Up processes and procedures, we encourage colleagues to disclose any breaches of these rights to an external body while maintaining anonymity and protection from any repercussions. Further information on our policies is available on the Group website.

Our Supplier Code of Conduct, available on the Group website, sets out the minimum standards we require our key suppliers to meet, including human rights, and forms part of their contractual commitment to us. As a UK business, we comply with the full spectrum of employee protection legislation. We believe our existing policies ensure the rights of our own employees are respected fully and our robust supplier controls provide assurance when considering human rights impacts beyond our direct control.

Theme	Cross reference (within Annual Report & Accounts unless otherwise stated)	Page reference
Environmental matters	Responsible Business Report – We respect the environment	Pages 38 to 53
Employees	Business model Responsible Business Report – We act with integrity	Pages 10 to 11 Pages 34 to 37
Social matters	Business model Responsible Business Report – We support healthy living Responsible Business Report – We give back	Pages 10 to 11 Pages 54 to 55 Pages 56 to 57
Non-financial metrics	Responsible Business Report – Non-financial KPIs	Page 32
Business risks	Risk Management	Pages 63 to 69
Business model	Business model	Pages 10 to 11
SECR	Responsible Business Report – SECR reporting	Pages 52 to 53
TCFD and CFD	Responsible Business Report – TCFD and CFD disclosures	Pages 44 to 51
ABC Governance	Audit and Risk Committee Report	Pages 88 to 89
Supplier controls	Responsible Business Report – Sustainable sourcing	Page 42
Policies & Procedures	Including Environmental Policy, Supplier Code of Conduct (Human Rights), Modern Slavery Statement, ABC and Employment Protection Policies	https://www.agbarr.co.uk/responsibility/policies-terms-of-business-and-brand-rules/

WE ACT WITH INTEGRITY

Building and maintaining long-lasting trust and successful relationships with all of our stakeholders is central to our business and always has been. Our responsible behaviour over 150 years has created a firm foundation, upon which we want to build further.

Building trust

Being a trusted business that acts with integrity is fundamental to all of our stakeholder relationships – from our colleagues, consumers and customers to our suppliers and communities. Equally, as the world around us evolves, with climate change in particular becoming increasingly more pressing, our strategic choices are more than ever informed and supported by our desire to do the right thing and to play our part in addressing the key issues facing the world and society.

From prioritising safety and wellbeing to providing our people with opportunities to learn and develop in their roles, we understand the importance of making AG Barr a trusted business and a great place to work.

Safety and wellbeing culture

Health, safety, and wellbeing are at the core of our culture and our non-negotiable priorities. Our ultimate goals in this area are zero work-related accidents and the provision of safe and healthy working environments for all. We continuously improve our management systems to underpin our objectives and, as a minimum, ensure compliance with all health and safety related legislation. Our thorough and varied health and safety management activity programme is designed to keep safety at the top of everyone's agenda, with actions ranging from safety awareness initiatives and safety training, to site audits and reporting.

Over the past 12 months we have continued to review our workplace activities and focus on reducing risk through the implementation of suitable control measures. Our health, safety and wellbeing related activity has included:

- Ongoing review and roll-out of updated risk assessments and safe systems of work.
- Internal training, including dynamic risk assessment, contractor control and accident investigation.
- Provision of IOSH Working and Managing Safely courses across our supply chain teams.

- IOSH Managing Safety/Safety for Managers courses.
- Two-way communication via health and safety committees and representatives across all business areas.
- Continued partnership with the Keil Centre, supporting and validating our performance against our safety cultural maturity targets.
- Health, Safety and Wellbeing Days – a series of face-to-face events carried out across all of our sites to help drive improved behaviours, awareness and decision making.
- Health and Safety Awards – recognising those employees who have gone above and beyond to improve the safety of themselves and others.
- Health and Safety pulse surveys gauging the views and priorities of employees.
- Robust internal audit programme to help ensure compliance with legal requirements and identify and implement continual improvement opportunities.
- Use of health and safety management system software that provides easy to use and robust accident and near miss reporting.
- Continued success of our driver safety programme for everyone who drives a car as part of their work activities. This comprises a driver risk assessment and tailored e-learning modules.
- Focused leadership training for our health and safety representatives at Milton Keynes and Cumbernauld.
- Mental Health awareness training included in our leadership academy programme, and training for Mental Health First Aiders across the business.

Our accident incident rate, measured as the number of RIDDOR accidents per 1,000 people, was maintained at a level of 2.0 during the past 12 months. This, along with our ISO 45001 Occupational Health & Safety certification, is representative of the hard work that is ongoing to continually improve our safety standards and culture.

Our accident incident rate KPI, as detailed in our non-financial KPIs on page 32, includes those accidents involving our own and agency employees, however as part of our regular accident monitoring and reporting processes, any accidents that occur on our premises by contractors or other third parties are recorded, fully investigated and the learnings taken into account.

In 2025, our Cumbernauld warehouse and transport teams achieved a commendable four consecutive years with no lost time accidents.

We will continue to work hard towards delivering our safety goals in the year ahead.

Using the Keil model, in 2025 our maturity score increased from 3 to 4 on a 5 level scale, demonstrating the improvement in the maturity of our safety culture.

From a wellbeing perspective we support our employees across a wide range of areas. From hybrid working arrangements, which provide greater flexibility to office-based employees, to the provision of training and resources to raise awareness of wellbeing issues, such as mental health and the menopause, we strive to create a culture where open conversations are encouraged and our people are properly supported.

Employee Engagement

For 150 years we have developed a positive, results-driven and supportive culture. We will strive to maintain and develop this culture as we grow our business both organically and through acquisitions over the long term.

Underpinning everything we do is our desire to support our colleagues to grow and succeed – this is reflected in the ‘Energised and Focused People’ pillar in our five-year People strategy.

Communication is key to this engagement and we use a wide range of channels and tools to suit the different needs and preferences of our people.

Employee values

Underpinning our corporate strategy is a significant evolution in our workplace structure: the transition of four former business divisions – Barr Soft Drinks, MOMA, FUNKIN and Boost – into one unified AG Barr community. We are now united by a single corporate purpose and vision, supported by a shared set of values and behaviours that launched in early 2025.

Our colleagues live and breathe our values – “We act with integrity” and “We respect our people, customers, communities and the environment” – through our daily Behaviours: Be Accountable, Be Brave, Be Connected and Be Honest.

These values and behaviours are the golden thread throughout our entire business, guiding everything we do. They reflect the actions we take, the decisions we make, and the attitude we bring to work every day. From the way we hire and manage our talent to how we reward performance, these principles ensure we are building a supportive, high-performing business that remains true to its heart.

For more information on our employee values visit our website at agbarr.co.uk 

Learning and development

We recognise the direct link between a culture of continuous learning and a highly engaged workforce. Our Learning and Development (L&D) strategy is designed to ensure that every member of the AG Barr community possesses the skills to thrive today while building the collective capability required for our future. Our employee proposition is based around opportunity for personal growth linked to our business growth, as noted in our Employer Brand headline launched last year, Let's Grow!!!

To support our unified culture, we have centralised our internal learning resources into a single, cohesive team. This evolution ensures a consistent colleague experience across all divisions and provides a holistic, business-wide view of talent development.

Central to this strategy is ‘The Learning Barr,’ our refreshed Learning Management System (LMS). Now well embedded across the business, the platform has achieved high levels of engagement, providing all colleagues with equity of access to a diverse mix of in-person and digital learning. In 2025, our commitment to growth was reflected in our engagement levels, with an average of 42 hours of training and development provided per full time employee.

In 2026, our focus will remain on driving capability and confidence across all roles. We also continue to champion the ‘Squiggly Career’ philosophy, supported by our ongoing partnership with ‘Amazing If’.

SAFETY HIGHLIGHT

4

years zero lost time accidents in our Cumbernauld warehouse & transport teams

EMPLOYEE ENGAGEMENT HIGHLIGHT – 2026

81%

2025: 78%

LEARNING AND DEVELOPMENT HIGHLIGHT

42

hours of training and development provided per full-time employee

GENDER DIVERSITY AS AT YEAR END

BOARD & COMPANY SECRETARY

2026	2025	2026
Male	5	4
Female	4	4
Total	9	8

2026
Male 50%

LEADERSHIP TEAM

2026	2025	2026
Male	72	62
Female	45	46
Total	117	108

2026
Male 57%

ALL EMPLOYEES

2026	2025	2026
Male	663	628
Female	318	309
Total	981	937

2026
Male 67%

Diversity, equity and inclusion

We strive to be an inclusive employer that supports our employees and treats suppliers fairly, regardless of their gender or background. We work proactively to drive positive change and remove any barriers to success, with the aim of creating an environment where everyone is empowered to reach their full potential.

We aim to recognise and celebrate individually as we continue to encourage, respect and value difference. We are focused on building a workforce that is truly representative of the communities we serve.

Our Group Diversity, Equity and Inclusion Policy sets out our specific aims in this regard, as follows:

- To ensure that all employees, job applicants and suppliers are treated fairly. In particular, we are strongly opposed to any employee, job applicant or supplier being treated less favourably on the grounds of gender, age, disability, gender reassignment, marriage or civil partnership, pregnancy or maternity, ethnicity, race, nationality, religion or belief, or sexual orientation.
- To embrace diversity, valuing and respecting everyone's differences, allowing us to make the most of individual talent. We welcome different and fresh ways of thinking, encourage innovation and a culture of speaking up to identify areas for improvement.
- To promote a work environment that is inclusive of all employees, where people can be themselves at work and their opinions are valued.

Our leadership team across the business is responsible for implementing this policy and ensuring that their teams and employees are aware of their responsibilities.

The gender balance across the organisation has progressed to 67% males and 33% females, and remains broadly indicative of our industry. On our journey towards greater gender equality we set a new KPI in 2020 related to females in leadership, targeting 45% females across the leadership

population by 2025 – whilst we have not yet met this target we are pleased to have made progress in this regard, with senior female representation across the Group at 43%.

The key metrics from our latest AG Barr Gender Pay Report are detailed below. Positive numbers are favourable to men and negative numbers are favourable to women.

The mean pay gap for AG Barr is 7.2%, which is a pay gap in favour of males. The mean pay gap looks at the differences in average hourly pay for females compared to males, across the whole of the organisation. The mean pay gap last year for AG Barr was -13.3%, meaning an overall movement of 20.5%. Whilst this has resulted, in absolute terms, in the pay gap getting closer to 0%, it is now in favour of males. The median pay gap is -1.2%, indicating a pay gap in favour of females. The median pay gap looks at the middle point of a population, therefore excluding the outliers.

MEAN GENDER PAY GAP
7.2%
2024: -13.3%

MEDIAN GENDER PAY GAP
-1.2%
2024: -6%

MEAN BONUS PAY GAP
-10.3%
2024: 22.9%

MEDIAN BONUS PAY GAP
52.4%
2024: -17.2%

Compared to last year, AG Barr has merged into one Group entity, which resulted in certain organisational changes and the addition of a number of colleagues, such as those in MOMA and Funkin, both of which have had an impact on the pay gap figures.

There have also been a handful of other key changes in the organisation which has resulted in significant movements in the pay gap. A key driver in this movement is the exclusion of Non-Executive Directors ("NEDs"). In prior years, NEDs were included in the calculations. This included three female NEDs, who had an overall notable positive impact on the average pay for females. This year they have not been included in the calculations, and therefore the average pay for females has decreased.

The mean bonus pay gap is -10.3% and the median bonus gap is 52.4%. In 2024, AG Barr paid annual bonuses in both March and April. In 2025, all annual bonuses were paid in April. Both the mean

and median bonus have notably shifted this year as a result of bonuses now being paid during April only. The bonus pay gap uses the period 6 April 2024 - 5 April 2025 (April 2024 - March 2025 for AG Barr). As bonuses are now paid in April 2025, any annual bonuses are no longer included in the bonus pay gap calculations. As a result, there has been a substantially reduced number of bonuses being paid during the year, in comparison to prior years, typically of spot bonus nature, resulting in a more volatile output. This has resulted in a notable shift in the proportion of males and females receiving bonuses throughout the year, which has reduced significantly in comparison to last year, as a result of the change in bonus receipt.

Our focus is on making diversity, equity and inclusion not a "separate thing to do" but to embed it into our day-to-day business. We are on a journey and are confident that our focus areas for the year ahead will support further positive progress.

The full AG Barr Gender Pay Report is available on our website at [agbarr.co.uk](https://www.agbarr.co.uk) 

Reward

By aligning pay with our strategic priorities, we ensure a shared commitment to success for our shareholders, consumers, customers and society.

As one AG Barr community, we strive to offer a fair and transparent total reward package that drives a performance-led culture. Our framework is explicitly linked to the long-term sustainable success of the business and our core values. We target pay close to the market median to attract and retain high-caliber talent, while our bonus schemes are designed to reward both individual excellence and collective achievement.

In early 2026, we reached a significant milestone in our employee experience with the launch of The Benefits Barr. This new, contemporary rewards platform provides a higher quality and more intuitive user experience for all our people.

As a digital-first platform, The Benefits Barr is available as an app for personal devices. This ensures that our benefits are more visible and accessible than ever before, regardless of where or how our colleagues work. The platform allows employees to easily select the benefits most suitable to them. Central to the new system is also a dedicated 'Wellbeing Centre,' providing integrated resources to support the physical, mental and financial health of our community. By using The Benefits Barr to increase visibility of our total offering, we ensure that our people feel valued for both what they achieve and how they achieve it.

We are proud to be a UK Real Living Wage accredited employer, reflecting our commitment to treating our people with the respect they deserve. We comply fully with all regulatory requirements to ensure fairness and pay equity across the Group.

More detailed information on our approach to remuneration is available in the Directors' Remuneration Report on pages 93 to 123 →

Responsible policies and procedures

We have high expectations of our suppliers, our partners and ourselves. Across 150 years of operation, we have developed robust and responsible policies that guide what we do and how we work with others. The key policies, statements and guidelines we rely upon and that support our

responsibility commitments are available on our Group website at <https://www.agbarr.co.uk/responsibility/policies-terms-of-business-and-brand-rules/>.

Risk and regulation awareness

We have a robust risk management framework in place that is embedded across the business. In addition to the Group corporate risk register, governed by the Board, functional risk registers have been developed across our teams, allowing a wide range of employees at different levels to contribute to our risk assessment and assurance processes.

Our reputation is extremely important to us and it is the responsibility of every employee to act professionally, fairly and with integrity. This requires an understanding of the regulatory risks we face and how we can all play a part in mitigating these risks.

In support of this, we require employees to complete the following five mandatory training modules:

- Fraud, Risk Management and Ethical Practice
- Data Protection
- Competition, Pricing and Confidentiality
- Anti-Bribery and Corruption
- Anti-facilitation of tax evasion

Further details on our risk management actions can be found on pages 63 to 69 →

Employees receiving a bonus payment

MALE

21.3%

2024: 91.7%

FEMALE

23.2%

2024: 94.7

WE RESPECT THE ENVIRONMENT

We take our environmental responsibilities very seriously, constantly seeking to minimise our impact on the world we operate in. We focus on energy, waste and water reduction, limiting the impact of our packaging as well as working towards our long-term carbon reduction targets.

As a successful, growing business, a key challenge is the need to decouple business growth from our environmental footprint. Therefore, efficiency is a core focus to ensure that the successful execution of our 'Dare to Double' strategy does not lead to a proportional increase in our water, waste and emissions footprint.

We have been accredited to the Environmental Standard ISO 14001 since 2003. This certification provides a framework against which we have developed comprehensive environmental procedures and monitoring systems. These processes have allowed us to measure our environmental performance and focus our activities on delivering long-term improvements.

Carbon emission reduction

We have an important role to play in the transition to a low carbon and climate-resilient economy.

Aligned to the Science Based Target Initiative's (SBTi) Net-Zero Standard, we have SBTi approved near and long-term science-based emission reduction targets and an SBTi verified science-based net-zero target of 2050.

Following reporting best practice, during the year we recalculated our baseline emissions data and re-submitted our near and long-term net-zero targets to the SBTi for approval, along with new Forest, Land and Agriculture (FLAG) emission reduction targets and a new commitment to no deforestation from the end of 2025. The recalculated baseline reflects the addition of the MOMA and Boost businesses to our Group, the latest emission factors and a change in methodology to include emissions from carbon dioxide lost in process in our Scope 1 emissions (previously Scope 3).

We have also changed our baseline year from 2020 to 2023 for the following reasons:

- **Acquisitions:** following the acquisitions of MOMA and Boost in 2022, we have recalculated our emissions to produce the most accurate reflection of the company's footprint at the Group level. This follows the operational control approach for our environmental reporting and ensures consistent target setting across the Group.
- **FLAG emissions:** we use certain natural materials in our products, from our ingredients to packaging, and we are monitoring and setting targets based on our Forest, Land, and Agriculture (FLAG) emissions. The earliest complete year of data we have for these emissions is 2023.

As for many businesses, our previous 2020 baseline data was impacted by the COVID-19 pandemic and therefore unrepresentative of our typical emissions production. In order to fully understand the success of our net zero strategy going forward, we need to compare future emissions data to a representative start point.

CARBON REDUCTION
HIGHLIGHT: OUR SUPPLIER
ENGAGEMENT PROGRAM HAS
ESTABLISHED THAT

63%

of emissions from our procured goods/ services and upstream transportation are with suppliers already committed to science-based targets.

These new targets have now been verified by the SBTi.

With continued support from the Carbon Trust we have completed a full carbon footprint assessment for our 2024/25 financial year covering our Scope 1, 2 and 3 greenhouse gas emissions.

A detailed breakdown of our 2024/25 greenhouse gas emissions is contained within the Metrics and Targets section of our TCFD and CFD disclosures on page 50. These disclosures also contain our Streamlined Energy Carbon Reporting (SECR) report which sets out our Scope 1 and 2 data for the 2025/26 financial year.

Our market-based Scope 1&2 carbon emissions from our own operations in 2025/26 saw a 32.0% reduction compared to our 2023/24 baseline year, falling to 4,715 tCO₂e from 6,935 tCO₂e. The procurement of REGO-backed renewable

electricity across all of our operational sites reduced our market-based Scope 2 emissions by 3,806 tCO₂e (a 99.4% reduction) in 2025/26 compared to location-based emissions. Further details on the positive carbon initiatives delivered this year are available in our SECR section on page 53.

We remain fully committed to achieving our science-based targets. For our Scope 1 and 2 emissions we have a deliverable and realistic net-zero roadmap. This roadmap builds on the progress we have already made and extends into future initiatives, including moving to biogenic carbon dioxide, air source heat pumps and other degasification projects.

For our Scope 3 targets, including purchased goods and services as well as upstream and downstream transport and distribution, we are working closely with our key suppliers and partners to reduce emissions.

Science-based targets explained

In 2015, 196 governments signed the Paris Agreement, which aims to keep average temperature increase to well below 2°C above pre-industrial levels. More explicitly, the agreement sets out to limit the temperature increase even further to 1.5°C.

The Science Based Target Initiative (SBTi) enables companies to demonstrate their leadership on climate action by publicly committing to science-based greenhouse gas (GHG) reduction targets. Science-based targets provide clearly defined pathways for companies to reduce GHG emissions. Targets are considered science-based if they are in line with what the latest climate science deems necessary to meet the goals of the Paris Agreement.

SBTi requires companies to focus initially on reducing their emissions from their direct GHG emissions (Scope 1), their indirect emissions, including the consumption of purchased electricity (Scope 2), and then on their wider indirect emissions (Scope 3).

OUR 2024/25 GREENHOUSE GAS EMISSIONS

SCOPE 1

2.5%

Direct emissions from activities we control:
(5,209 tonnes)

SCOPE 2

0.03%

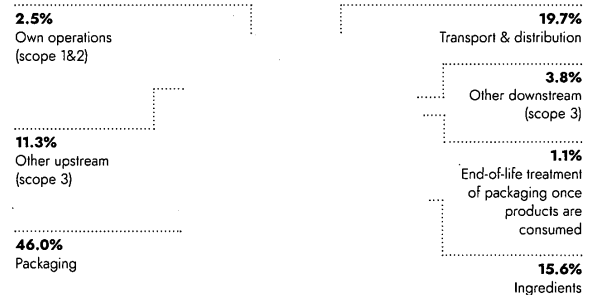
Market-based. Indirect emissions from purchased energy (57 tonnes)

SCOPE 3

97.5%

All other emissions that occur in the value chain (203,397 tonnes)

TOTAL EMISSIONS¹

208,664 tonnes
tonnes CO₂e

Note: a full breakdown of all emission categories is provided in the Metrics & Targets section below.

1. In the 2024/25 reporting period we have also calculated the out-of-scope emissions resulting from the combustion of HVO and Biomethane for vehicles and the use of a proportion of biogenic CO₂ in production (Process Emissions). This amounted to 494 tCO₂e of Scope 1 biogenic CO₂ emissions which have not been included in the scope 1 number mentioned above. Similarly, our scope 3 biogenic CO₂ emissions amounted to 887 tCO₂e (not included within the total scope 3 value).

RESPONSIBLE BUSINESS REPORT CONTINUED
WE RESPECT THE ENVIRONMENT CONTINUED

Our roadmap to net-zero sets out our progress and plans.

OUR PROGRESS

2020

- ESG Board Committee established
- Launch of No Time To Waste environmental sustainability programme
- Switch to 100% renewable electricity for owned operations
- Climate Disclosure Project (CDP) score achieved B classification
- Introduction of recycled packaging film on our consumer multipacks

2021

- Completion of first full carbon footprint assessment
- Electric vehicle charging points installed at all main Company-owned sites
- Fully electric fork lift truck fleet
- Introduction of plant-based beverage cartons

2022

- SBTi approved science-based targets and net-zero commitment
- Full compliance with TCFD
- FUNKIN glass bottle recycled content increased from 14.6% to 42.5%
- New signatory of UK Plastics Pact
- Successful trial of Hydrotreated Vegetable Oil (HVO) as alternative fuel to fossil-based diesel

2023

- 20% of trucks fuelled by renewable bio-methane (Bio-CNG)
- Introduction of first tethered cap plastic bottles
- Further packaging lightweighting
- 30% rPET introduced in all PET plastic bottles produced at our Milton Keynes site

OUR PLAN

2026-2030

- Incremental plastic and aluminium packaging lightweighting
- Progressive use of recycled content and renewable materials
- Transition of remaining truck fleet to renewable fuel
- Reduce Company car fleet and transition to electric vehicles
- Degassification at our main manufacturing sites through the utilisation of heat pumps
- Reduction of CO₂ gas used as a processing aid in manufacturing, process improvements in production, and transition to biogenic CO₂ sources
- Key suppliers transition to green electricity

2025

- Installation of more energy efficient manufacturing equipment at our Cumbernauld site, including new PET and can filling lines
- Supplier engagement and collaboration programme
- 30% recycled content introduced to our pallet stretch films
- No Deforestation policy implemented

2024

- Recycled plastic film used on all multipacks
- Forest, Land and Agriculture (FLAG) emissions reduction targets established
- Updated science-based targets validated by the SBTi
- Average aluminium recycled content increased to 62%
- MOMA moved to 100% recyclable packaging
- REGO backed renewable electricity procured across all our operational sites

2030

- Reduce absolute scope 1 and 2 GHG emissions by 60% from a FY2023 base year
- Reduce absolute scope 3 GHG emissions from downstream transportation and distribution 25% within the same timeframe
- Reduce absolute scope FLAG emissions by 30%
- 79.8% of suppliers by emissions will have science-based targets

2030-2035

- Further degassification through heat pumps
- Further extend the supplier engagement and collaboration programme
- 100% circular or renewable packaging

2035

- Become net-zero across our own operations

2035-2050

- Progressive use of recycled content and renewable materials
- Logistics partners move away from diesel
- Suppliers and logistics partners deliver on their net-zero commitments

2050

**Become net-zero across
our full value chain**

Our ambitious commitments are being delivered through our **No Time To Waste** environmental sustainability programme, which brings together our net-zero, packaging, waste, water, sustainable sourcing and biodiversity workstreams. **No Time To Waste** is central to the achievement of our science-based targets.

Further information is available on pages 44 to 51 within our TCFD disclosures and within our net zero Transition Plan, which can be found on our Group website.

Packaging

We believe that packaging should be treated by all as a valuable resource, recycled after use and maintained within a circular economy.

We continually seek to reduce the amount of packaging we use. Our **No Time To Waste** packaging workstream has established a clear strategy, with a long-term goal of 100% circular and renewable packaging. This means a future where we first reduce, then recycle and reuse our packaging in order to minimise waste. In 2024/25, packaging constituted 46% of total emissions across our value chain, therefore, reducing the environmental footprint of our packaging forms a critical part of our journey to reach net-zero.

Our packaging strategy is aligned with the commitments of the UK Plastics Pact, to which we became signatories in 2022. The Pact's targets include 100% of plastic packaging to be reusable, recyclable, or compostable, and all plastic packaging to average 30% recycled content by 2025.

Currently, 99% of our packaging is recyclable and we are working to resolve the challenges with the outstanding materials. We use clear on-pack recycling messages to help ensure that our packaging is disposed of correctly. To minimise littering and facilitate recycling, we've extended our use of tethered caps across our soft drinks portfolio to ensure the whole pack – container and cap – can be recycled together.

Along with plastic, aluminium is a key packaging material across our products. This year we've achieved 66% recycled aluminium content, reducing our use of virgin aluminium by more than 300 tonnes compared to the previous year.

Our multipack film wrap is made with at least 50% recycled plastic. Furthermore, we are using a minimum of 30% recycled content across 95% of our PET bottles range, which will progress to include 100% of the range in 2026.

It is our longer term intention to move our PET bottle portfolio to 100% recycled or renewable plastic, however the availability of high quality, food grade recycled plastic has remained an ongoing issue across the food and drink industry, in the UK and beyond. We will review our levels of recycled content in PET across all of our products once the UK's Deposit Return Scheme ('DRS') is introduced, which is expected to improve access to higher quality recycled PET (rPET). Aligned with our circular packaging strategy, we are a key supporter of the UK DRS, which is expected to launch in October 2027 and deliver a transformational, sustainable recycling solution for both plastic bottles and cans, covering the two most significant packaging formats used for our brands. Based on evidence from Ireland, where an equivalent scheme launched in February 2025, the UK DRS may also deliver wider social benefits, including litter reduction and increased charitable giving.

This support is reflected in our status as a founding investing member of the UK Deposit Management Organisation (DMO), whose trading name is "Exchange for Change", which is tasked with designing and delivering the UK DRS. Jonathan Kemp, our former Commercial Director, has also played a key role in the set up and development of the DMO as a non-executive industry director of the new organisation, and provides an important link between the DMO, AG Barr and the wider UK beverage industry.

We remain fully committed to achieving our net-zero science based carbon emission targets and moving to 100% circular or renewable PET packaging as and when new technology in recycling and renewable materials allows. However, we recognise that the transition may not be linear. We continue to work with our suppliers on sustainable packaging alternatives.

PACKAGING HIGHLIGHT:

30%

Following the successful integration of recycled plastic into our PET bottles and multipack films, we have expanded our focus to distribution packaging, introducing a pallet stretch film made with 30% recycled content at our Milton Keynes site.

RESPONSIBLE BUSINESS REPORT CONTINUED WE RESPECT THE ENVIRONMENT CONTINUED

Water risk and usage in production

As a multi-beverage company, water availability is a material consideration. In 2025 we mapped the location of our facilities to understand the direct risk of water insecurity to our own operations.

Currently, we do not have any sites in areas of water risk. However, from this exercise we understand the location of our Milton Keynes factory may fall within a high water stress area by 2030. Our priority is to continue our actions to improve water efficiency, increasing our resilience while maintaining high standards of cleanliness in our manufacturing processes and supporting the increase in production volumes to deliver our growth plans.

In 2025/26, we used 724,698,000 litres of freshwater in production, placing us on target for a water efficiency ratio of 1.68 litres of freshwater used for every litre of product made. This represents a 14.3% improvement compared to our 2020/21 baseline.

“
We are now part of a collaborative group established to assess climate-related risks impacting the mango supply chain in the Konkan region of India. This initiative will explore opportunities to bring together farmers, buyers and other stakeholders to support a more sustainable and climate resilient supply chain.”

John Hutchison
Director of Procurement

As part of our sustainable sourcing strategy, we understand that the most significant water risk in our supply chain relates to sourcing agricultural ingredients. We've utilised the World Wildlife Fund's (WWF) Aqueduct and Biodiversity Risk maps to initially assess the locations of our key fruit suppliers. This mapping exercise is a crucial step in building our sourcing strategy and mitigating against the environmental changes we anticipate in the coming decades.

We have also recently partnered with the Waterplan organisation to better understand the most significant areas of water stress across key mango growing regions in India, and the actions which may be taken to address this risk and improve supply chain resilience.

Waste

For the sixth consecutive year, we've maintained our target of diverting 100% of our non-hazardous waste from landfill. Our objective is to maintain this performance on a permanent basis, as well as improving our waste management through initiatives such as waste auditing and improving waste segregation in our office spaces.

We are also targeting waste reduction across our own operational sites. Our Brilliance in the Making continuous improvement manufacturing programme operates across our production sites and identifies and delivers initiatives that generate efficiency, waste and water improvements. The programme demonstrates the benefit of efficiency improvements for both our operations and in reducing our environmental impact. During the year our total solid waste was 3.70 kg waste produced per 1,000l of product produced, representing a 16.6% improvement compared to our 2020/21 baseline. Our Environmental Representatives across our production sites are crucial for implementing our Group-wide waste and water strategies throughout the organisation, and are encouraged to flag resource and process inefficiencies if they occur.

This year, we set up a recycling scheme for colleagues' uniforms, which saw c.730kg of clothing collected from our sites. Recycling these items saves c.355kg CO₂e compared to the emissions which would have resulted from this material going to landfill.

Additionally, we have continued our work with food redistribution charity FareShare, who provide surplus food and drink to community groups across the country. In FY25, we donated 30 tonnes of product from our warehouses, which avoided stock going to waste, as well as avoiding 60 tonnes of embedded CO₂e being wasted, and more importantly supported FareShare's mission to tackle food inequality and poverty in the UK.

Sustainable sourcing

As climate change and a rising population put pressure on our limited natural resources, it is important for all our raw materials to be sourced sustainably and used effectively.

As one of our No Time To Waste workstreams, sustainable sourcing is key to ensuring our high-quality ingredients and materials are sourced and manufactured in a fair, ethical and environmentally responsible way.

Our Supplier Code of Conduct sets out the key supplier principles we work to and the minimum standards we require our suppliers to meet, which form part of their contractual commitments to us. This Code is fundamental to ensuring we work with suppliers who uphold the highest standards with respect to human rights, conditions of employment and who actively reduce their environmental footprint. We ensure our critical suppliers have embedded sustainable and ethical practices in their organisations, and that they are committed to maintaining these principles within their own supply chains.

Our key suppliers must acknowledge their compliance on an annual basis through our stringent supplier approval process, which uses questionnaires and audits to confirm adherence to our standards across a broad range of requirements. For many years we have used the Supplier Ethical Data Exchange (Sedex) platform, a not-for-profit global membership organisation dedicated to driving improvements in ethical and responsible business practices. We also use the Sedex Supplier Approval Questionnaire as an important secondary validation step which allows independent benchmarking of suppliers on a consistent measurable basis. During the past year we have introduced the EcoVadis platform as an additional tool to better monitor environmental risks across our supply chain and enable the prioritisation of suppliers with more resilient practices.

The output from these systems also allows us to collaborate and engage with our suppliers to set objectives and action plans to deliver more sustainable and continuous improvements. This includes active and ongoing dialogue with our key suppliers related to their carbon reduction plans – their actions support the delivery of our Scope 3 science-based targets, and ultimately our net-zero ambition. We monitor the proportion of our key packaging and ingredients suppliers with Science Based Targets in place, and will expand this process to include other environmental metrics into our supplier evaluation as data becomes available.

During 2025, we implemented a No Deforestation policy, which covers our primary deforestation-linked commodities such as cocoa, coffee, sugar and palm oil, and details the traceability of information and monitoring procedures we will implement to ensure no deforestation occurs along our supply chain. In 2025/26 our suppliers have achieved a 98% compliance rate and we have remedial measures in place to resolve any issues with the remaining portion of materials.

Materiality and stakeholder engagement

We regularly engage with internal and external stakeholders to ensure that our responsibility agenda addresses the material issues.

Governance

Our responsibility agenda is integrated into our strategic, financial and business planning, as well as our risk management processes, with ultimate accountability sitting with the Board.

Our Executive teams are responsible for the delivery and execution of our responsibility actions and programmes, supported where appropriate by sub-committees and functional or project teams. Further information on the governance of our climate-related risks and opportunities is detailed in our TCFD and CFD disclosures, as follows.

Independent verification

We have continued to work with independent third party, the Carbon Trust, across the past 12 months. They have completed a review and verification of our Group operations for Scope 1, 2 and 3 emissions for the year ended January 2025 against the ISO 14064-3 standard.

Having developed the world's first certification for organisational CO₂e Reduction Standard and product carbon footprints, the Carbon Trust is a leading carbon footprint certification body.

Our 2025/26 Scope 1 and 2 data (available in our Streamlined Energy and Carbon Report on page 52) has been externally verified by Carbonology, an independent third party.

ESG-related corporate ratings

We understand that our customers have their own Scope 3 emissions targets and supplier engagement goals, so we endeavour to meet those requirements by completing additional external reporting throughout the year. The assessments conducted by third party ESG ratings agencies communicate our sustainability performance to a range of stakeholders, particularly investors and customers. A summary of the results received from these agencies is below.

MSCI – 'AA'

We have successfully maintained our 'AA' rating from MSCI, through an evaluation of corporate governance alongside industry-specific, ESG-related risks and opportunities. This rating classifies us as 'leaders' with very strong management measures in comparison to global industry peers.

Climate Disclosure Project (CDP) – 'B' rating

Our overall CDP score has remained consistent from the previous year at 'B' or 'Management level'. CDP defines this as "evidence of action and processes to manage environmental issues, showing that the company is moving from understanding to implementation".

EcoVadis – 69/100, 'Bronze Medal'

We've received a Bronze Medal classification from EcoVadis, placing us in the top 35% of companies reporting through the platform. We've been recognised as a 'Leader' in carbon management, the highest level given by EcoVadis.

S&P Global Corporate Sustainability Assessment – 40/100

We continue to see year on year improvement in our score from S&P, with notable improvements in modules on our No Deforestation Commitment and certification of agricultural ingredients, as well as water risk management and human rights.

Further information on our corporate governance framework can be found on pages 72 to 86.

RESPONSIBLE BUSINESS REPORT –
TCFD AND CFD DISCLOSURE

TCFD and CFD Compliance Statement

We have complied with the requirements of Listing Rule 6.6.6R(8), by including climate-related financial disclosures consistent with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations and recommended disclosures. We have also complied with the requirements of the Companies (Strategic Report) Climate-related Financial Disclosure (CFD) Regulations 2022 (SI 2022/31) and the Limited Liability Partnerships (Climate-related Financial Disclosure) Regulations 2022 (SI 2022/46), collectively referred to as CFD hereafter.

Scope 3 emissions are disclosed a year in arrears due to calculation and validation requirements.

The TCFD and CFD requirements both provide a framework for companies to report the potential financial impacts from climate change on their business. They also require reporting of the progress made by the organisation against the targets set to mitigate climate-related risks and to reduce its impact on the environment.

These frameworks are designed to help investors and wider stakeholders understand how businesses are managing climate-related financial risks, across four key areas:

- **Governance:** setting out the respective roles of the Board and management team in managing risks and opportunities.
- **Strategy:** identifying risks and opportunities over different time horizons and explaining how these impact strategic and financial planning.
- **Risk Management:** having processes in place for managing identified risks and including these within the overall risk management framework.

- **Metrics and Targets:** explaining how both climate change impact and exposure to risks are measured, setting targets and tracking ongoing progress.

Using this framework we set out our full disclosures below.

Governance
Board of Directors

The AG Barr Board has accountability for the oversight of climate-related risks and opportunities impacting the Group.

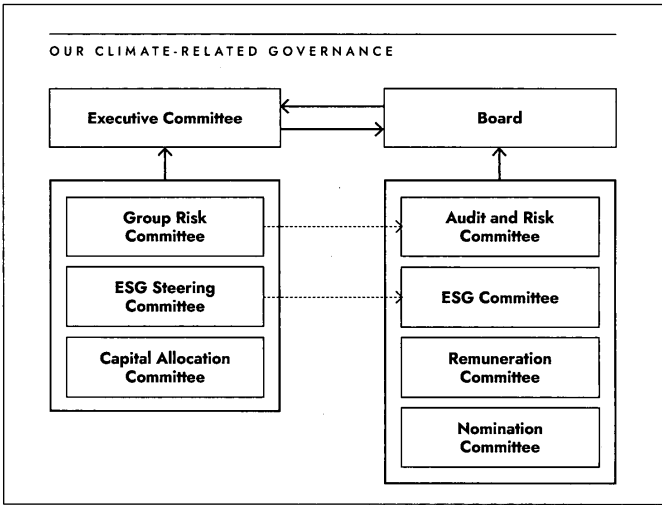
The Board considers climate-related risks and opportunities when reviewing and agreeing the Company strategy, agreeing future objectives, budgets and KPIs, setting policies and when considering potential M&A activity.

The Board carries out a full review of the Group corporate risk register and principal risks, including those related to climate change, twice a year. In addition, the Board regularly discusses climate-related issues across a variety of Board meeting agenda items. These include matters arising from its sub-committees, particularly from the Environmental, Social and Governance (ESG) Committee, as well as from general business updates, where climate-related issues will often be integral. Examples during the year include discussions regarding science-based targets and our net-zero roadmap, as well as the approval of our strategic capital investment programme, incorporating projects which will contribute to greenhouse gas emission reduction. During the year, the Board received training on water stewardship, regenerative agriculture and nature based solutions.

A structured process for identifying and quantifying emerging risks and opportunities across the Group, similar to our risk management approach, provides a framework to support broader thinking on new and emerging areas, including those related to climate change. Climate-related emerging risks are reviewed by the Executive Committee twice each year; the output and recommendations from those reviews are presented to the Board and inform the Board's strategic planning process. The Risk Committee also reviews climate-related emerging risks at least

annually. The Board completed a robust assessment of the Group's emerging risks, including those related to climate change, during the year.

Corporate climate-related targets, set by the Executive teams and ratified by the ESG Committee, are monitored by the Board on a regular basis.



The Board, in turn, delegates some elements of its responsibility to its various sub-committees, as set out below:

- The **Audit and Risk Committee** has delegated responsibility for monitoring our internal financial controls as well as our internal control and risk management systems. Its risk management oversight includes the review of our Group corporate risk register and principal risks, including those related to climate change, at least twice per year. The Audit and Risk Committee reports to the Board.
 - The **Environmental, Social and Governance (ESG) Committee** assists the Board in fulfilling its oversight responsibilities with respect to the Company's management of all relevant ESG matters. The ESG Committee has delegated responsibility for approving the Company's environmental sustainability strategy and reports to the Board. It meets four times a year as a minimum.
- The ESG Committee owns, and is responsible for monitoring and updating, our material risks and opportunities related to climate change. A full review was undertaken during the year against three climate scenarios. See the Strategy section for the output.
- The **Remuneration Committee** is responsible for determining our remuneration policy for executive directors and executive management, including how climate-related factors are taken into consideration and reflected in reward. Executive directors' long-term incentive plan awards and annual bonus, by way of illustration, both include an environmental sustainability performance measure. The Remuneration Committee reports to the Board. Further information is available in our Directors' Remuneration Report on pages 93 and 123.
 - The **Nomination Committee** is responsible for Board appointments and succession planning. The Nomination Committee reports to the Board.

Business Divisions

Our Executive teams across our business divisions are responsible for managing the climate-related risks and opportunities faced by our Group on both a long-term strategic basis and day to day. Our strategic planning process considers both the risks and opportunities arising from climate change and a specific process related to emerging risks and opportunities. The Executive teams are supported across a number of areas, as set out below:

- Our **Group Risk Committee** ensures that a strong framework is in place to manage operational risks effectively, including those associated with climate change. The Group Risk Committee oversees our principal risks and uncertainties, and reviews the effectiveness of risk management and compliance systems in managing those risks. The Group Risk Committee also reviews climate-related emerging risks at least annually. The Group Risk Committee aims to ensure that employees understand the importance of good risk management, that a supportive risk management culture is embedded across the Group and that risk management processes are clearly deployed. The Group Risk Committee meets bi-monthly and reports to the Audit and Risk Committee and the Executive Committee.
- The **ESG Steering Committee**, chaired by the Chief Executive Officer, governs our Group-wide environmental, social and governance programme and reports to the ESG Committee. The ESG Steering Committee is responsible for setting the Group's environmental sustainability strategy, for achieving the Company's climate change objectives, and for monitoring and managing risks and opportunities related to climate change. It is also responsible for setting the Group's "Social" strategy, including supporting healthy living, and for ensuring ethical governance and accountability. The ESG Steering Committee meets quarterly and reports to the ESG Committee.
- Our **No Time To Waste** environmental sustainability programme encompasses six key

workstreams, each with a dedicated workstream lead. The programme aims to reduce the effects of climate change and environmental impacts, with a risk register in place across the programme. The risks identified, along with opportunities arising from the climate change agenda, are reviewed on a quarterly basis. The No Time To Waste forum reports to the ESG Steering Committee.

- Our **Capital Allocation Committee** is responsible for ensuring the best use of our capital resources in line with our strategy and plans. This includes the review and approval of capital expenditure programmes related to environmental sustainability, taking into account the risks and opportunities in investment decisions. The Capital Allocation Committee reports to the Executive Committee.
- Our **Executive Committee** is responsible for identifying and managing emerging risks and opportunities at an A.G. BARR Group level. The Executive Committee conducts reviews twice each year prior to making recommendations to the Board, the output from which forms part of the Board's annual strategy review.

Strategy

Our Board has ultimate responsibility for agreeing our business strategy, taking into account, and reflecting where appropriate, the risks and opportunities associated with climate change. As detailed above, the Board's strategic thinking and decision making is supported and informed by our Executive teams and by a number of Board sub-committees.

As detailed in the Metrics and Targets section that follows, our key climate related objective, borne out of our strategy, relates to our achievement of our science-based targets and our ultimate net-zero commitment. Our associated net-zero road map is set out on page 40.

Our strategic timeframes are as follows:

- **Short-term:** 0 to 1 year
- **Medium-term:** 1 to 5 years
- **Long-term:** 5+ years

These timeframes have been selected to align with our annual budgeting process, our internal integrated business planning process (3 to 5 years) and our longer term thinking on emerging risks and opportunities.

The opportunities, as well as physical and transition risks considered material to our Group, are detailed below, along with our strategic responses. A full review was undertaken during the year against three climate scenarios, with the resilience of our strategy specifically tested against scenarios where global temperatures rise by more than 2°C (RCP 4.5).

Our methodology for defining material financial and strategic impacts on our business is aligned with our risk management approach, detailed in the Risk Management section that follows. Potential financial impacts detailed below show a worst case scenario before mitigating actions. Net risk ratings that fall in the categories of "moderate", "high" or "critical" would be deemed to be material.

Movement: No change Increased Decreased New
 Short term Medium term Long term

PHYSICAL RISKS

Associated with increased severity of extreme weather events such as cyclones and floods (acute), and with changes in precipitation patterns and extreme variability in weather patterns, rising mean temperatures and rising sea levels (chronic).

Risk Description	Strategic response	Net risk rating	Timeframe
Risks to the supply chain for agricultural ingredients	As part of our broader procurement strategy, where possible, we maintain multiple sourcing options for our key ingredients, spread over a variety of geographical locations. This would mitigate against acute physical risks to the supply chain, as alternative sourcing regions would be available. However, we recognise that due to the conditions required for growing the exotic fruits used for some of our products, a more widespread chronic climate impact would likely affect multiple regions. As such, we also consider direct engagement and collaboration with our key exotic fruit suppliers to be crucial to our mitigation strategy. Our Sustainable Agriculture Guide promotes specific principles and practices which we encourage with our suppliers, covering topics such as water use, forest conservation, soil and agrochemical management. We also use tools such as EcoVadis and SEDEX to monitor our suppliers' environmental and social performance, and take appropriate action to address any non-conformance in alignment with our Supplier Code of Conduct (available to view on our Group website). Our sugar reduction programme also provides mitigation against some of the risks associated with sugar availability. With a portfolio now less reliant on sugar, we have reduced our exposure to potential longer-term sugar sourcing issues.	Moderate	○○○
		Potential financial impact (annually)	Net risk movement during the year
		690k to £1.8m	
Risk of water security disrupting production	We have established a Water workstream as part of our No Time To Waste environmental sustainability programme in order to identify and deliver water efficiency savings within our manufacturing operations. This includes activities to optimise our cleaning programmes, reducing the amount of water needed, whilst maintaining the high hygiene standards required in soft-drinks manufacturing. We have recently investigated collaborative opportunities with external stakeholders to protect municipal water supply in the areas in which we operate. As part of our broader resiliency strategy, we have two Company owned production sites, located in Cumbernauld and Milton Keynes, and also outsource production to various co-packers. We manage product stocks to ensure continued supply to our customers in the event of any disruption to our production, regardless of cause.	Moderate	○○○
		Potential financial impact (annually)	Net risk movement during the year
		£599k to £4m	

Risk Description	Strategic response	Net risk rating	Timeframe
Risk of disruption to downstream transport and distribution	The risk that acute climate phenomena impact our downstream transport and distribution routes, resulting in loss of sales from products being unavailable to customers. Our primary response to mitigate the risk of downstream logistics disruption is engaging our third party transportation partners and customers (particularly major UK retailers) on their own climate risk management strategy. As with the strategic response to water risk, stock management at our warehouse sites as part of our regular resilience strategy would allow continued deliveries in unaffected regions. With a largely ambient product range, the risk of products spoiling due to issues with storage (such as refrigeration) is reduced. However, the time required to transport finished goods in the event of such a disruption could bring products close to expiry dates. More information on our customer engagement on logistics is disclosed in our CDP report, and further information on our downstream net-zero considerations is detailed in our Transition Plan, available on our Group website.	Moderate	●●●
		Potential financial impact (annually)	Net risk movement during the year
		£4m to £12m	●

TRANSITION RISKS

Associated with changes to policy and legislation, technology, the market and reputation.

Risk Description	Strategic response	Net risk rating	Timeframe
Policy and legal risk	The risk of higher costs as a consequence of planned / potential regulation such as a carbon tax, or packaging related fees such as the UK Plastic Tax and impacts from the EU Single-Use Plastics Directive. The implementation of Extended Producer Responsibility under the Packaging Waste regulation in 2025 has resulted in additional taxes for the business. This new regulation aims to encourage producers to use less packaging and use more easily recyclable materials, with the benefit of reducing the carbon emissions associated with produced goods. Additionally, the IEA Net-Zero Emissions by 2050 climate scenario identifies a potential need to introduce carbon pricing for all industries in developed countries, starting from \$70 per tonne CO₂e, with the potential to rise to \$140 per tonne CO₂e in 2030 and \$205 per tonne CO₂e in 2040. We have approved science-based targets that will see us becoming net-zero across our own operations by 2035 and across our full supply chain by 2050. We have already begun our decarbonisation journey in areas such as moving to 100% renewable electricity for our own operations and investing in electric forklift trucks. Through the use of heat pumps at our Milton Keynes site, we are transitioning from using natural gas in our manufacturing process and we are increasingly using biogenic sources of CO₂ to carbonate our products. More information is detailed in our net-zero Transition Plan available on our Group website. We are also focused on reducing, reusing and recycling across our packaging portfolio. The vast majority of our packaging is recyclable and we are increasing our use of recycled material (currently at a minimum of 30% rPET across our portfolio). Discussions are underway with our glass bottle and aluminium can suppliers on how we can work together to reduce weight and increase recycled content in the products they provide. We are reducing packaging where possible, such as a reduction in the weight of our PET bottles following investment in new filling lines. Our long-term objective is to move to 100% circular or renewable packaging across our entire PET portfolio. In addition, we are active supporters of the implementation of the UK Deposit Return Scheme (DRS), which will significantly mitigate Extended Producer Responsibility (EPR) costs for the business – containers subject to DRS will be out of scope of EPR.	Moderate	●●●
		Potential financial impact (annually)	Net risk movement during the year
		£3.5m to £4.2m	●

RESPONSIBLE BUSINESS REPORT CONTINUED WE RESPECT THE ENVIRONMENT CONTINUED

Movement:  No change  Increased  Decreased  New

 Short term  Medium term  Long term

Risk Description	Strategic response	Net risk rating	Timeframe
Market risk The reputational risk of a negative perception of our ESG strategy and environmental impact, by customers and consumers.	The delivery of our net-zero roadmaps, and specifically our drive to reduce, recycle and reuse across our packaging portfolio, are key to improving our environmental credentials and further building trust with consumers. In terms of forest risk commodities, the primary response to this reputational risk has been the introduction of our No Deforestation policy (which covers all relevant commodities we procure, including timber-based packaging, palm oil, coffee and cocoa). We have standards in place to ensure that the timber-based materials we procure are FSC-certified and that the palm oil derivatives, where used by our ingredient suppliers, have certification from the Roundtable on Sustainable Palm Oil (RSPO).	Moderate Potential financial impact (annually) £4m to £12m	   Net risk movement during the year 
Production efficiency opportunity The opportunity that environmental initiatives bring savings in energy, water, and use of materials in production. There is also the benefit that reducing our Scope 1&2 emissions would reduce the impact from a potential carbon tax.	Along with dedicated sustainability initiatives through our No Time To Waste programme, broader operational efficiency projects at our two main production sites are introducing more energy efficient equipment, which brings environmental and financial benefits.	Potential financial impact (annually) £110k to £720k	   Net risk movement during the year 
Procurement opportunity The opportunity that collaboration with key agricultural ingredients suppliers around regenerative agriculture and water stewardship leads to an improved crop yield, and builds a supply chain that is more resilient to potential climate-related cost increases.	As part of our Sustainable Sourcing workstream in our No Time To Waste environmental sustainability programme, we have produced a Sustainable Agriculture Guide that is shared with our ingredient suppliers and we're investigating opportunities for regenerative agriculture and water stewardship joint projects with some of our key fruit product and sugar suppliers. We are also using the EcoVadis platform to better monitor environmental risks across our supply chain to prioritise suppliers with more resilient practices.	Potential financial impact (annually) £590k to £1.7m	   Net risk movement during the year 

We believe that our strategic actions are currently providing an acceptable degree of long-term resilience, taking into consideration different climate-related scenarios.

Risk management

Identifying risks

The ESG Committee owns, and is responsible for monitoring and updating, our material risks and opportunities related to climate change. The ESG Committee is supported by a cross-functional group of senior executives who help input into this process both in terms of risk identification and assessment aligned to varying climate scenarios. A full review was undertaken during the year against three climate scenarios. The three scenarios were used in order to represent best-case, 'business as usual' and worst-case situations, against which impacts and likelihoods were considered.

'Best-case' climate scenario IEA Net-Zero Emissions (NZE) by 2050	Scenario narrative & context Under this scenario, the global energy sector reaches net-zero emissions of CO₂ by 2050 by deploying a wide portfolio of clean energy technologies and without offsets from land-use measures. It also depends on a high degree of fair and effective global co-operation and collaboration. All countries are required to contribute to deliver the desired outcomes. This scenario assumes that all regions introduce pricing of CO₂ emissions alongside other policies designed to bring about clean energy transitions in the NZE Scenario. For advanced economies the assumed carbon price by 2030 is \$70 (c.£50) per tonne of CO₂e. Although we do not currently use internal carbon pricing in financial decision making, this carbon price was used in our scenario analysis to anticipate the impact of carbon tax, based on our current emissions footprint. Since scientific consensus indicates we have now passed the 1.5°C threshold and the physical effects of climate change are likely to be more severe, we have focussed on higher temperature scenarios to anticipate physical risks to the business. However, since the UK Government's climate strategy is still aiming to limit warming to 1.5°C, the policy and market conditions in this scenario were used to understand our transition risks.
'Intermediate' climate scenario IPCC RCP 4.5 pathway	Scenario narrative & context Emissions start declining by approximately 2045 to reach roughly half of the levels of 2050 by 2100. Global temperatures rise between 2°C and 3°C by 2100. Sea levels rise and many plant and animal species are unable to adapt. Under this scenario, we anticipate reduced crop yields of our core agricultural ingredients, as well as restrictions on municipal water supply limiting production, and physical disruption to our transportation networks.
'Worst-case' climate scenario IPCC RCP8.5 / SSP5	Scenario narrative & context Limited efforts are made by governments and businesses to reduce greenhouse gas emissions, leading to temperature rises of 4°C above pre-industrial levels by 2100. In this scenario, the emphasis turns to protecting the population and operational assets from the catastrophic impact of the changing climate as opposed to reducing the emissions themselves. RCP 4.5 and 8.5 pathways were used to assess the potential physical risks on our business and supply chain, employing environmental risk tools such as WWF's Aqueduct tool and Biodiversity Risk Filter to identify the threats posed to our own operations and key suppliers under varying conditions. The data from the scenario extends to 2100 and allows us to take a long-term view of the risks, considering the impact of market change in the locations of our own assets and at the origin of our key materials.

RESPONSIBLE BUSINESS REPORT CONTINUED WE RESPECT THE ENVIRONMENT CONTINUED

Assessing risks

The process of assessing climate risks and opportunities against these scenarios comprised three stages, detailed below:

1. Identifying climate risks along our full value chain

A series of workshops were held to identify all climate-related risks, opportunities, impacts and dependencies by each stage of our value chain, considering both the impact of certain environmental conditions on the business, as well as the impact of the business on the environment.

2. Quantifying the impact of climate risks

Our finance and procurement teams costed the potential impact on the business, considering factors such as the increased cost of agricultural ingredients in the event of acute and chronic climate conditions, loss of revenue due to a poor ESG corporate reputation, loss of product from logistics disruption, as well as regulatory fees and a carbon tax. Quantifying these risks provides a clear financial value to otherwise abstract scenarios, and brings ESG in line with our wider risk management processes.

3. Prioritise the greatest climate risks to the business and plan mitigating actions

A key goal of our ESG strategy is to mitigate against the most material risks identified in this process. As such, the final stage is to categorise the risks in line with the framework below.

Our Group corporate risk register guidelines provide the framework for defining financial and strategic impacts on our business. This framework applies equally to climate-related risks and categorises five levels of risk impact: "insignificant", "minor", "moderate", "major" and "critical".

The Group corporate risk register guidelines also include definitions for the likelihood of the risks, including: "rare", "unlikely", "possible", "likely" and "almost certain".

Different parameters are taken into account when assessing the potential impact of a risk, including financial aspects, environmental aspects and other aspects such as health and safety and corporate reputation. Each risk is given a risk rating before and after mitigating actions.

Net risk ratings that fall in the categories of "moderate", "high" or "critical" would be deemed to be material.

From a financial perspective, a "moderate" impact is defined as impacting financial turnover or profit by between 3% and 10%, a "major" impact is defined as impacting financial turnover or profit by more than 10% and less than 25%. A financial impact of 25% or more on turnover or profit would be deemed "critical".

Managing risks

The resolution of moderate impacts requires input from our Executive teams. The resolution of major and critical impacts requires input from the Board and/or its sub-committees.

The Group Risk Committee reports to the Audit and Risk Committee, attended by Board Directors. Similarly, the ESG Committee reports to the Board on the material climate-related risks identified.

Mitigating actions are developed for each risk and their effectiveness is reviewed on an ongoing basis. New actions are triggered in order to further reduce the net score of each risk, especially for those risks that sit outside of the Board risk appetite. Functional risk registers are reviewed in depth by the Group Risk Committee according to an annual schedule to ensure that risks are well represented and that actions are taken to reduce the level of risk for the business.

Metrics & targets

The mitigating actions for our key climate-related risks, identified through our ESG Committee and our multi-functional and business-wide risk management process, are managed primarily through our No Time To Waste environmental sustainability programme. This programme has identified a number of long-term climate-related goals, with the key deliverables being the achievement of our science-based targets and the ultimate delivery of our net zero by 2050 commitment. Other climate-related targets and KPIs, including those related to packaging, waste and water, are detailed within our long-term goals and non-financial key performance indicators on page 32.

Our metrics and targets focus primarily on the reduction of Scope 1, 2 and 3 greenhouse gas emissions, identified as a cross-industry, climate-related metric category.

Environmental targets form part of the business metrics assessed during the year and, where appropriate, are linked to individual reward. The Long Term Incentive Plan (LTIP) and annual bonus for Executive Directors both include a measure aligned to environmental sustainability.

Our science-based targets

- **Overall Net Zero Target:** A.G. Barr p.l.c. commits to reach net-zero greenhouse gas emissions across the value chain by FY2050.
- **Near-term targets:**
 - A.G. Barr p.l.c. commits to reduce absolute scope 1 and 2 GHG emissions by 60% by FY2030 from a FY2023 base year.* A.G. Barr p.l.c. also commits to reduce absolute scope 3 GHG emissions from downstream transportation and distribution by 25% within the same timeframe. A.G. Barr p.l.c. further commits that 79.8% of its suppliers by emissions covering purchased goods and services and upstream transportation and distribution will have science-based targets by FY2030. A.G. Barr p.l.c. commits to reduce absolute scope 3 FLAG GHG emissions by 30.3% by FY2030 from a FY2023 base year.**
 - A.G. Barr p.l.c. commits to no deforestation across its primary deforestation-linked commodities, with a target date of no later than 31 December 2025.
- **Long-term targets:**
 - A.G. Barr p.l.c. commits to reduce absolute scope 1 and 2 GHG emissions by 90% by FY2035 from a FY2023 base year and commits to maintain a minimum of 90% absolute scope 1 and 2 GHG emissions reductions from FY2035 through FY2050.*
 - A.G. Barr p.l.c. commits to reduce absolute scope 3 GHG emissions by 90% by FY2050 from a FY2023 base year. A.G. Barr p.l.c. commits to reduce absolute scope 3 FLAG GHG emissions by 72% by FY2050 from a FY2023 base year.**

* The target boundary includes land-related emissions and removals from bioenergy feedstocks.
** This target includes FLAG emissions and removals.

Our SBTi approved science-based carbon reduction targets are in line with the latest climate science recommendations necessary to meet the goals of the Paris Agreement and limit the temperature increase to 1.5°C above pre-industrial levels. These targets are detailed below and set out our commitment to be net zero across our own operations by 2035 and across our wider supply chain by 2050, if not sooner.

Our 2024/25 greenhouse gas emissions

Our total 2024/25 emissions reduced year-on-year by 8.0%. A number of positive actions contributed to this reduction. For example, the procurement of biogenic carbon dioxide reduced our footprint by 1,380 tCO₂e, we transitioned some of our HGVs to biofuel (saving 158 tCO₂e) and we invested in new, more energy-efficient equipment at our Cumbernauld factory. In addition, we have noticed slight changes in our product mix and changes to emission factors that also contributed to the overall reduction. In 2026, we will recalculate our 2023/24 baseline emissions to include our recent acquisitions (Innate Essence, Frobishers and Fentimans), taking into account changes in emission factors where relevant.

While our full carbon footprint assessments run a year in arrears due to calculation and validation requirements, our Scope 1 and 2 emissions data is available for the 2025/26 financial year in the SECR section.

Further information is available within our net-zero Transition Plan, which can be found on our Group website agbarr.co.uk

Our 2024/25 greenhouse gas emissions

	Emissions (t CO ₂ e)	
	2023/24	2024/25
Total Scope 1	6,888	5,209
Total Scope 2 – market based	47	57
Scope 3		
Category 1a – Purchased goods and services (product-related)	139,375	129,252
Category 1b – Purchased goods and services (non-product related)	6,597	9,422
Category 2 – Capital goods	8,676	10,672
Category 3 – Fuel and energy related activities	2,149	1,174
Category 4 – Upstream transportation and distribution	26,410	20,791
Category 5 – Waste generated in operations	117	97
Category 6 – Business travel	506	690
Category 7 – Employee commuting	444	767
Category 8 – Upstream leased assets	–	–
Category 9 – Downstream transportation and distribution	17,998	20,288
Category 10 – Processing of sold products	194	130
Category 11a – Use of sold products (direct)	5,890	4,252
Category 11b – Use of sold products (indirect)	3,867	3,491
Category 12 – End-of-life treatment of sold products	7,663	2,314
Category 13 – Downstream leased assets	–	–
Category 14 – Franchises	–	–
Category 15 – Investments	72	58
Total Scope 3	219,958	203,398
Total Scope 1, 2 & 3	226,893	208,664

RESPONSIBLE BUSINESS REPORT – STREAMLINED ENERGY AND CARBON REPORTING (SECR)

We are reporting against the SECR framework for the sixth year, for the period 26 January 2025 to 31 January 2026. We report as a quoted Company and confirm that all the minimum requirements have been addressed and are presented here. All global energy and emissions reported relate to UK operations – there are no non-UK energy and emissions.

In addition to SECR, we comply with the UK Government's Energy Savings Opportunity Scheme (ESOS) and have published an Action Plan.

Our total energy consumption for 2025/26 was 40,314,326 kWh. This includes our electricity and natural gas usage for our production, distribution and office buildings, as well as transport fuels for logistics vehicles and Company cars. This compares to a figure of 43,053,114 kWh for 2024/25.

Under a location-based approach the total global Scope 1 and 2 carbon emissions associated with our reported energy use and fugitive emissions from refrigerant leaks and carbonation losses for 2025/26 were 8,520.56 tCO₂e, as summarised in the table below.

Under a market-based approach the total global Scope 1 and 2 carbon emissions associated with our reported energy use and fugitive emissions from refrigerant leaks for 2025/26 were 4,714.93 tCO₂e, as summarised in the table below. This represents a 44.7% reduction compared to our location-based emissions.

Methodology

The methodology used is the WBCSD/WRI Greenhouse Gas Protocol – a corporate accounting standard revised edition in conjunction with UK Government environmental reporting guidelines including SECR guidance. The organisational boundary is the Company's global operations. An operational control approach has been taken. We have used the UK Government greenhouse gas conversion factors for Company reporting 2025. Scope 2 emissions from purchased electricity have been measured using both location-based and market-based approaches.

Intensity ratio

Our emissions intensity ratio measures total Scope 1 and 2 emissions (location-based) relative to thousand litres of product produced. The year on year decrease in this ratio (see table below) is due to energy efficiency improvement actions undertaken during the year, as outlined below.

Table A: Location-Based Emissions*

Scope	Emission Source	2024/25 (tCO ₂ e)	2025/26 (tCO ₂ e)
Scope 1	Natural Gas / Transport / Process ¹ / Fugitive	5,208.85	4,692.59
Scope 2	Purchased Electricity (Grid Average)	4,687.64	3,827.98
Total		9,896.49	8,520.56

* The location-based approach applies UK grid average carbon emission factors to all Scope 2 purchased electricity.

Table B: Market-Based Emissions**

Scope	Emission Source	2024/25 (tCO ₂ e)	2025/26 (tCO ₂ e)
Scope 1	Natural Gas / Transport / Process ¹ / Fugitive	5,208.85	4,692.59
Scope 2	Market Based Electricity	57.49	22.34
Total		5,266.34	4,714.93

** The market-based approach accounts for zero carbon, renewable electricity purchase (backed by REGOs) at all AG Barr facilities, excluding the Middlebrook leased site, and FUNKIN, Boost & MOMA sites which we no longer lease.

1. Excluding biogenic CO₂ losses.

Scope	2024/25	2025/26
Intensity ratio (kg CO ₂ e/1,000 litres product)	21.7	18.7

Energy efficiency actions

RENEWABLE ENERGY:

100%

As a business, we continue to procure 100% REGO-backed electricity to cover the consumption of our UK production facilities.

FLEET TRANSITION:

EV only

We have implemented an EV-only company car policy.

PROCESS IMPROVEMENTS:

More efficiency

We have recently completed the commissioning of our new, more efficient canning line at our Cumbernauld facility.

BIOGENIC CO₂ PROCUREMENT:

16.8%

We have continued to source biogenic CO₂ as a proportion of the total CO₂ purchased. In 2025 we procured 16.8%, compared to 17.8% in 2024.

COMPRESSOR SET-POINT REVIEW:

55,000 kWh

At Milton Keynes, we have reduced the set-point of our compressor system, with savings of 55,000 kWh.

ENERGY MANAGEMENT PLANS:

Production facilities

Energy Management Plans are now implemented at both UK production facilities to improve energy data analysis and governance.

LEAK DETECTION:

13,000 kWh

At both Milton Keynes and Cumbernauld sites, we implemented a process of compressed air leak detection with savings of over 13,000 kWh.

LED CONVERSION:

2,100 kWh

The replacement of fluorescent lights with LED alternatives and the installation of PIR sensors at Cumbernauld is ongoing, resulting in savings of 2,100 kWh.

BOTTLE BLOWING AIR RECIRCULATION:

62,000 kWh

With the implementation of new bottle blowing equipment, now operating at a lower pressure, only two HP compressors are required, with energy savings of 62,000 kWh.

Comparative energy efficiency actions reported in 2025 included: 12 compressed natural gas (CNG) trucks run on biomethane to replace diesel which reduced emissions by 113.99 tCO₂e and trucks at our Mosdon depot ran on Hydrotreated Vegetable Oil instead of diesel, contributing to an estimated additional reduction of 43.96 tCO₂e. Two new PET lines were commissioned at our Cumbernauld manufacturing site with ovens which consume c.11% less power and 20% less high pressure air consumption than on the previous lines, resulting in an estimated annual saving of 390,000 kWh. A new compressor installed at our Cumbernauld factory saved an estimated 71,250 kWh per annum.

WE SUPPORT HEALTHY LIVING

Our job has always been, and continues to be, about understanding consumers and their changing tastes and preferences, and providing them with great products and choice.

Calorie reduction

In response to our consumers' changing needs and our desire to reduce total calories consumed, we have continued to significantly reduce the total sugar content and calorie count across our products, both through the reformulation of existing products and the launch of sugar-free products during the year. To aid portion control, we offer our products in a range of pack sizes.

High Fat, Sugar, and Salt (HFSS) products have been subject to price and location restrictions in England since 2022. These products include 'high sugar' standard soft drinks with greater than 4.5g total sugar content per 100ml and, by this definition, 95% of our soft drinks portfolio is HFSS exempt. Similarly, the UK Soft Drinks Industry Levy (SDIL), known colloquially as the 'sugar tax', has a current exemption threshold of less than 5g total sugar per 100ml, and consequently, 96% of our soft drinks portfolio is also exempt from the SDIL.

Responsible advertising and marketing

We take our responsibility in how we market, promote and advertise our products very seriously.

Our Responsible Marketing Code of Conduct (available on our corporate website) sets out our commitment to ensuring that our marketing communications are at all times clear, accurate and not misleading. We comply with the letter and the spirit of all applicable laws and regulations and, where applicable, all voluntary industry codes. This includes all HFSS restrictions and we focus our marketing and promotions on non-HFSS products to continue to encourage consumers to opt for products below HFSS thresholds. Our marketing communications will not use language or present imagery that may be seen as derogatory or offensive to any particular group of people, including those defined by gender, ethnicity, religion or sexual orientation.

We will not seek to mislead our consumers through false, exaggerated or ambiguous claims. Any claims about our products, their benefits, or nutritional content will be substantiated by reliable evidence. Similarly, we will avoid 'greenwashing' and we will not make any environmental claims that are false, exaggerated, ambiguous, or which cannot be substantiated by reliable evidence, as governed by our Environmental Claims Policy.

HIGHLIGHT ON SUGAR

18,000

tonnes of sugar has been removed from our product range since 2016. That's a reduction of more than 60%.

We advertise responsibly, ensuring our advertising is age appropriate, beyond regulatory requirements. Across all of our brands we will not target under 12's through direct communication or indirectly by, for example, associating with celebrities, influencers, or events, who or which have a primary appeal to under 12's. In addition, we never advertise HFSS, caffeinated or energy products to under 16s. In advertising our FUNKIN cocktail range, we adhere to an enhanced Code of Conduct for the promotion of alcoholic beverages.

Pricing information and promotional offers will be presented accurately and transparently. Any discounts, promotions, or special offers will be clearly stated, including any terms and conditions that may apply.

Labelling

We are committed to providing clear calorie and nutritional information on our packs and/or our websites to help consumers make informed choices. We were one of the earliest adopters of the government's voluntary front of pack nutritional

labelling, which is a simple traffic light-style scheme, making it even easier for consumers to find the information they need. We integrate calorie-related callouts into our packaging designs to further aid consumer awareness.

We fully comply with all of the appropriate regulations and applicable industry codes.

Research and Development

Our dedicated in-house Research & Development (R&D) team focuses on innovation and reformulation, driven by regular and in-depth consumer research to anticipate and meet consumers' changing preferences. Recognising the growing consumer interest in nutritional content, we are committed to helping people lead healthier lifestyles. This commitment is reflected in the expansion of our product portfolio to offer greater choice, including more low-sugar and low-calorie options. We have also broadened our offerings with alcohol-free FUNKIN cocktails, a wider range of adult soft drinks as alcohol alternatives, and enhanced Rubicon and Boost products featuring added functionality such as vitamins, hydration and energy.

“

We take our responsibility in how we market, promote and advertise our products very seriously.”

WE GIVE BACK

Supporting and working with our local communities has been at the core of our business since we were first established in 1875.

Engaging with communities

We support a range of charities and community groups across the UK, from local clubs and charity fundraisers to large charities helping people on a national scale. We help in various ways, including financially, through donations, or at a practical level by providing our employees with the opportunity to take part in volunteering activities, giving something back to local communities.

Employees from across the business are also encouraged to join the planning and implementation of our fundraising, particularly as 'Charity Champions', working to support either our nominated charity partner or local community charities.

This year, our colleagues from Cumbernauld supported Blythswood Care, while our team from Milton Keynes helped Willen Hospice make their Midnight Moo fundraiser a success.

As well as our relationship with FareShare, we've also donated products to local foodbanks and to charitable events such as fundraisers held by local fire stations, schools, hospices, and the Newport Pagnell Carnival, which facilitates fundraising for various charities and community groups in the local area.

Charity partnership

During 2025, the Company continued to support Marie Curie as our national charity partner, and has donated £50,000 each year over our three-year partnership, providing a total corporate donation to Marie Curie of £150,000 over the last three years. Marie Curie is the UK's largest end-of-life charity and provides support for individuals and their families experiencing terminal illness.

We aim to work with charities that reflect the values and concerns of our teams. Following a Company-wide employee voting process, we are moving to a partnership model with a more local focus. A new charity partner has been selected by each of our four employee hubs, which are located in Cumbernauld, Middlebrook, Milton Keynes and London. Each charity partner will receive £25,000 each year, increasing our total corporate charitable donation to £100,000 each year.

Wellfest

During the year, we hosted our Wellfest campaign, involving 12 weeks of activities – all designed to boost colleague health and wellbeing. Across the festival, there were four categories of activity: physical, mental, financial and social wellbeing. It's important for all of our colleagues to be at their best, so we encouraged everyone to get involved with activities and engage in support which was right for them.

CHARITY PARTNERSHIP

£150,000

donated to Marie Curie over our three-year partnership, providing support for individuals and their families experiencing terminal illness.

Family Day

To celebrate our 150 years anniversary, we organised family days at our hub locations, where colleagues and their families enjoyed a great day of music, food and fun. We also offered tours of our manufacturing facilities to family members, who really appreciated understanding more about how we make our fantastic drinks. As a result of various charitable activities taking part during the events, money was also raised for local charities.

Hubhike

As part of our Wellfest campaign, we organised a 'Hubhike', where colleagues were encouraged to enter a four-week challenge to walk the distance between our hubs, from Cumbernauld to Middlebrook to Milton Keynes to London and beyond! To 'Be Connected' is one of our Barr behaviours and therefore very important – this was a great opportunity to drive connections across teams, while having some fun. We also wanted to provide opportunities that support the health and wellbeing of our colleagues, whilst making a difference by raising funds for our charity partner, Marie Curie, to help them provide care and support for people living with a terminal illness and their families.

FINANCIAL REVIEW

DELIVERING SUSTAINABLE GROWTH

Stuart Lorimer
Chief Finance and Operating Officer

FY25/26¹ has been a period characterised by strategic transition, disciplined commercial execution and financial growth. We have recorded another year of high-quality financial performance delivering revenue growth and margin progression while investing in and strengthening our brand portfolio and continuing our successful multi-year operational expansion programme.

We have delivered across our three key financial metrics:

REVENUE GROWTH

£437.3m (+4%)

(FY24/25 £420.4m)

This growth was value-led and in line with our commitment of a minimum of 4% growth. Disciplined pricing action in early 2025 had a negative short term impact on volumes as we successfully repositioned core brand formats in advance of brand redesign and upweighted marketing initiatives planned for 2026.

ADJUSTED OPERATING MARGIN*

14.8% (+120 bps)

Adjusted operating margin* increased 120 bps to 14.8% moving within our target range of 14-16%, on the back of successful operational and capital improvement initiatives. This enabled adjusted profit before tax* to improve 12.5% to £65.8m.

ADJUSTED RETURN ON CAPITAL EMPLOYED* (ROCE)

20.4%

(FY24/25: 20.8%) Adjusted return on capital employed (ROCE)* of 20.4% was maintained at target level of 19-20% despite significant up-front investment across brand and capex to support future growth.

1. FY25/26 was a 53 week period, FY24/25 was a 52 week period.

This strong performance reflects our strategy to build brands, drive commercial execution and leverage manufacturing operational efficiency. This value focused framework resulted in adjusted EPS* up 11.2% and supports an increase in the proposed final dividend to 15.27p/share, up 11.0% on the prior period final dividend.

During the year we successfully completed two acquisitions: Innate-Essence in Q2 and Frobishers in Q4. On 2 February 2026, after the financial year end, we announced the acquisition of Fentimans. All three transactions are aligned with our strategy to grow both through our existing brands and through M&A in higher growth segments.

Revenue, profit and margin analysis

Our revenue growth follows our 'value over volume' philosophy. In FY25/26 we successfully executed targeted pricing across our core portfolio to protect brand equity and implement improved revenue growth management (RGM) principles.

- **Pricing:** Total revenue growth of 4.0% was driven by price. Our RGM initiatives secured price increases ranging from 1-11%, based on a framework of price elasticity, competitor price points and consumer occasions. This enabled us to align pricing, promotional plans and customer investment at a brand, product format and customer level consistent with long term brand positioning.
- **Volume Performance:** Overall volume was relatively flat versus the prior year in a year of price repositioning. As expected, the pricing actions led to some volume pressure for those brands and formats with the most significant price increases, with strong volume growth on brands where price increases were smaller. Volume contributed by the Innate-Essence acquisition broadly offset the volume loss associated with the Strathmore disposal.
- **Cost & Mix:** A key theme of this year's performance has been continued margin improvement. Our adjusted operating margin* expanded by 120 basis points to 14.8%. This was achieved through:

- **Operational Efficiencies:** Our multi-year capital and operational improvement programme continues to generate benefits across service, quality and costs. Our investment in people, capacity and capabilities has realised production efficiencies across the supply chain in FY25/26 and these will continue in FY26/27.

- **Disciplined Cost Management:** At an aggregate level, input costs moderated this year, however significant volatility remains within specific categories. Headwinds in key commodities (aluminium and soft fruits are both at record highs), combined with increased regulatory costs, were partially offset by multi-year lows in sugar and a recovery in mango harvests. Labour and service cost inflation persists but at lower levels than experienced in the recent past. Improved procurement capabilities and our long standing commitment to a cost conscious culture secured savings and ensured total costs were constrained at levels in line with prior year. The current Middle East conflict is a fast-moving situation, the intensity or duration of which we are unable to predict. However, at the time of writing, the direct impact on our business is confined to the current energy cost spikes. We have no revenue exposure or direct supply chain exposure to the Middle East and good hedge cover on all key commodities through most of 2026.

- **Overall mix was marginally negative** as a result of the significant growth of the relatively lower margin Boost brand alongside continued challenges in the higher margin FUNKIN on-trade sector.

Segmental Performance

Our segmental performance demonstrates the resilience of a "Total Beverage" strategy and highlights our strategic evolution towards a wider, more balanced portfolio of soft drinks, functional health, and premium socialising:

- **Soft Drinks:** As the portfolio's cornerstone, Soft Drinks yielded steady revenue increases. **IRN-BRU** (32% of Group revenue) revenue grew with performance strengthening as the year progressed. Following three years of double-digit expansion, **Rubicon** moderated to low single-digit revenue gains as price adjustments and specific channel challenges impacted off-take. Both flagship brands exited the period with renewed momentum that continues in the new financial year. **Boost** emerged as the standout performer in FY25/26, achieving significant double-digit gains in both energy and sports formats following the FY24/25 brand redesign. **Barr Brands** encountered volume pressure as consumer preferences shifted from large PET formats, where Barr over-indexed, toward cans. As part of our continued review of the portfolio, we exited the low-margin water segment through the disposal of **Strathmore** in June.
- **Cocktail Solutions:** Revenue growth in RTD cans continues to be negated by the persistent headwinds in the on-trade with the consumption of spirits, in particular cocktails, affected. Overall FUNKIN revenue declined 11%. We are not anticipating on-trade recovery in the near term and are re-focusing on self-help initiatives that will reposition the brand for both consumers and customers.
- **Other:** The "Other" category, comprising **MOMA** and **Innate-Essence** brands, was the fastest-growing component of the portfolio reflecting their position in higher growth categories. Both MOMA and Innate-Essence

achieved double-digit revenue increases from significant distribution wins and increasing rate of sale. The growth highlights the successful scaling of these newer brands as they transition to being profitable contributors, and demonstrates our expertise in building great brands.

Capital Allocation & Investment Discipline

Capital allocation, a key component of our business strategy, is designed to drive long-term shareholder value while maintaining the financial flexibility required to execute our strategic ambitions. We operate a disciplined hierarchy of capital usage, underpinned by a commitment to maintain a robust but efficient balance sheet within a framework that will deliver:

- ROCE in the range of 19-21%, with the position within the range influenced by the timing of both M&A and other investments necessary to deliver our long-term growth ambition;
- Long term Net Debt / EBITDA ratio of no more than 2.5x;
- M&A that delivers growth and accretive value immediately or through subsequent integration and scaling;
- Dividend growth aligned with profit performance, with a cover of at least 2x EPS.

Our capital allocation prioritisation is based on:

- **Organic Investment:** We prioritise re-investing in our core business to sustain commercial growth and fuel expansion. We review investment across brand development, supply chain optimisation and system infrastructure,

FINANCIAL REVIEW CONTINUED

Net charge of adjusting items

	Total charge
Route to market changes: In FY24/25 the business ceased direct to customer deliveries and moved to a field sales model. In line with the treatment of other closure related costs, the further impairment of the vehicles associated with this operation has been treated as an adjusting cost (note: impairment is a non-cash item).	£0.5m
Business Reorganisation: Costs associated with the integration of the FUNKIN and Frobishers businesses into a single AG Barr company.	£1.3m
M&A Activity: Fees and costs associated with the acquisitions of Frobishers, Fentimans and the investment in Innate-Essence.	£1.4m
Total Adjusting Items	£3.2m

Costs associated with the integration of Fentimans are expected to be treated as an adjusting item in FY26/27. The quantum of these is not yet known.

ensuring that capital is deployed in line with strategic priorities and expected returns. In FY25/26 investment was directed toward brand building and manufacturing capacity/capability. Our multi-year capital refresh programme in Cumbernauld is now nearing completion with the third and final new manufacturing line successfully entering commission in January 2026 on time and within budget. We anticipate that overall cash capital expenditure will peak in FY26/27 at c.£40m before returning to £30m-£35m in FY27/28, and continuing in that range thereafter as we continue to invest to support our growth ambitions. Net cash from operating activities is expected to more than support the capital expenditure profile.

- **Disciplined M&A:** We seek acquisitions that provide greater access to high-growth segments or geographic expansion, and that will be value accretive to the business through integration and scaling. M&A evaluation is based on a range of criteria including strategic fit alongside medium-term ROCE and margin impact. During the year we invested in higher growth segments of functional health (Innate-Essence) and premium socialising (Frobishers and, post year end, Fentimans) while exiting the low margin and ROCE dilutive Strathmore water brand. The Board currently monitors Net Debt/EBITDA to ensure we retain the capacity for mid-to-large scale M&A should the right opportunity emerge.
- **Growing Dividends:** Reflecting our cash-generative business model and financial discipline, we are committed to sustainable dividend appreciation, and a dividend that grows in line with profit performance. We target a dividend cover of at least 2x, ensuring a reliable shareholder return while retaining sufficient capital to fund our strategic growth ambitions. This year we are proposing a final dividend of 15.27p, a 11.0% increase on the prior year (FY24/25: 13.76p) taking the full year dividend* to 18.71p. Our interim dividend is set at 25% of the prior year final dividend – providing clarity and certainty for shareholders.

Adjusting Items

To provide a clearer view of our underlying business performance, we report results on both a reported and an adjusted basis. The Group presents these measures to the users to enhance their understanding of how the business has performed within the year, and does not consider them to be more important than, or superior to, their equivalent IFRS measures. The adjusted basis excludes specific items, material by their size or incidence, that do not reflect the Group's underlying business performance. In the period to January 2026, the Group incurred and separately disclosed a net charge of £3.2m of pre-tax adjusting items (FY24/25: £5.3m charge). This charge has been included within operating expenses but has been excluded from adjusted profit before tax. Adjusting items comprise. See table on the left hand side.

Acquisitions & Integration

The Group completed two strategic transactions (Innate-Essence and Frobishers) during the reporting period, and one transaction (Fentimans) in February shortly after the year-end close. These are accounted for as follows:

1. **Innate-Essence:** In July 2025 we invested an initial consideration of £14.7m, and an estimated contingent consideration of £2.0m, for a 50.1% share in Innate-Essence, the company which owns the 'Turmeric Co' & 'Raw Hydrate' brands. The transaction aligns with our strategy and establishes our presence in the high-growth functional health segment. Since acquisition Innate-Essence has delivered double-digit revenue growth and contributed £6m to Group revenue. Whilst currently loss making, we anticipate that the investment will become a positive contributor to operating margin and ROCE by year three. The transaction structure preserves the entrepreneurial culture of the founders, who remain in management and hold 49.9%, aligns founders incentives with our long-term scaling objectives and gives AG Barr control of the strategic direction.

slightly lower reflecting good inventory management and the prior year having an inventory build related to the Cumberland

Liquidity/ Net cash: We ended the year with £41.6m Net Cash at Bank*, £22.3m lower than the previous year due to our M&A activity. We maintain significant financial resilience and have debt capacity should further compelling opportunities arise. Shortly before the end of the financial year, we secured a £40m short term debt facility, which was fully drawn down at year end, to support funding of the Femtians acquisition before £20m was repaid in mid-February 2026. The Group is currently working to secure a new facility to follow the expiry (May 2026). We have received strong indications of continued support from our banking partners and are currently in advanced discussions with them to secure a new, longer-term facility. Based on this positive engagement, alongside our robust operational cash flows and strong balance sheet, the Board has a high degree of confidence that the new facility will be finalised well ahead of the current maturity date. Should there be any delay in securing the new facility, we have other options to ensure good short-term liquidity.

Capital Expenditure: We recognise the value of a well-invested asset base and the benefits this can bring to production efficiency and to enabling in-sourcing production. Cash capital expenditure* of £30.4m (FY24/25: £19.2m) was focused on our multi-year asset refresh programme at our Cumberland site. This programme is in its final stage with two refreshed manufacturing lines in operation and our new high speed can line complete in H1 FY26/27 on time and to budget. In FY26/27 our capex programme will transition to the expansion of capacity and capabilities in both Milton Keynes and Cumberland to enable the completion of our Boost in-sourcing initiative. In addition, we will be commencing our sustainability focused installation of heat pumps across the

2. **Frobishers:** Towards the end of the financial period we acquired 100% of the premium fruit juice brand for £12.9m. The acquisition supports our expansion into the higher growth premium socialising sector where soft drinks are currently berefting from consumers seeking alcohol alternatives. We intend to integrate the brand into our core business both our route to market access and brand building capabilities. Integration will be across all support functions, with associated efficiencies beginning to come through in H2 FY26/27. The business is expected to become accretive to the Group on an operating margin basis from FY27/28. Based on historical performance, the acquisition was made at c.1x sales and c.12x profit multiple with the intention to scale and realise synergies over the coming 18 months as we integrate and grow the brand.

The accounting treatment within these accounts reflects our different levels of ownership and

As detailed above, both Frobishers and Femtians will be dilutive to Group operating margin and ROCE while they undergo integration and scaling plans. This is anticipated to result in Group ROCE being towards the lower end of the target 19-21% range for FY26/27 and FY27/28 before rising again, and is in line with the Group's strategy of supporting growth alongside ongoing financial discipline to achieve targeted Group levels.

There are no plans to integrate Inate-ssence. It will continue to operate with a dedicated management team.

Balance Sheet & Cash Flow
The Group remains financially strong with significant net cash from operating activities. We have maintained good financial discipline throughout the year with no material trade debt issues, appropriate inventory levels, a defined benefit pension surplus and a £28m increase in the net asset base to £346m. Together with strong growth in adjusted operating profit*, this sustained adjusted Return on Capital Employed* of 20.4%.

Net cash from operating activities: Cash generation remains a core strength. We generated net cash from operating activities of £51.0m, supported by disciplined working capital management and enabling execution of both our asset capacity/capability programme and our M&A strategy.

Working capital: Overall working capital impact on cash flow was an outflow of £8m, however, this was primarily as a result of the timing of supplier payments ahead of the year end date coinciding with 31 January (year end date in the prior year was 25 January). Excluding acquired balance sheets, underlying receivables were up marginally driven by revenue growth and inventory levels were

Inate Essence

£14.7m + future performance related payments in return for 50.1% equity stake	£12.9m (cash free debt free) in return for 100% equity	Loan Account
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IFRS10: Full equity consolidation	Full equity consolidation recognising 100% ownership	No impact in FY25/26
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Accounting	Six months of trading in FY25/26	No impact in FY25/26
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Balance Sheet	The fair value of intangible assets (brands) and goodwill	No impact in FY25/26
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3. **Femtians:** Acquired for £38.4m, plus a £2.1m repayment of director's loans, in an all cash transaction that completed after the financial year end and is being treated as a post balance sheet event. The transaction brings the world-renowned "Botanical Brewing" brand into the Group as a key driver of our expansion into the higher growth, premium socialising segment. The last statutory filings for Femtians (December 2024) recorded a profit of £1.4m on sales of c.£40m and as such it is currently margin dilutive to the group performance. We anticipate that the brand will be integrated into our core business and we are currently evaluating and finalising our plans. It is likely that integration will take place during FY26/27 with associated efficiencies from H2 until FY28/29.

Potential manufacturing synergies are unlikely

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.

FINANCIAL REVIEW CONTINUED

production footprint. We expect cash capex to peak in FY26/27 at c.£40m before returning to a more normalised c.£30-35m over the medium term.

- **Debt Capacity:** The Board retains an intention to operate an efficient balance sheet, allowing for the option of using a prudent level of debt to capitalise on business growth opportunities when appropriate. We are comfortable that the cashflows and earnings profile of the Group could support a debt capacity up to 2.5x EBITDA.
- **Tax:** Our effective tax rate was 25.4%, slightly higher than the statutory rate due to the non-deductibility of certain costs.

Technical & Governance

- **Accounting Policies:** The Group's financial statements have been prepared in accordance with UK adopted International Accounting Standards and the UK Listing Rules of the Financial Conduct Authority. There have been no changes to the accounting policies applied this year. All new or amended standards that are applicable have been adopted with no material impact on the results for the current and prior reporting periods.
- **Financial Risk Management:** The treasury and commodity risks faced by the Group are identified and managed by the Group Treasury and Commodity Committee whose activities are carried out in accordance with Board approved policies and subject to continued Audit and Risk Committee oversight. Key financial risks managed by this committee include exposures to foreign exchange rates and the management of the Group's commodity, debt and liquidity positions. The Group uses financial instruments to hedge against foreign currency exposures. No transactions are entered into for speculative purposes. The Group seeks to mitigate risks in relation to supply continuity of key raw materials and ingredients by developing strong commercial relationships with our key suppliers.

The monthly Financial Governance Committee maintains oversight on all aspects of financial governance and compliance. It reports to the Executive Committee and regularly updates the Audit and Risk Committee.

- **Pensions:** The AG Barr Pension Scheme (closed to new entrants) remains in a surplus of £0.5m (IAS 19). We continue to progress our long standing pension de-risking programme. During the financial period the pension fund completed a third buy-in policy with Canada Life. In addition, as the pension fund is now fully funded, the asset backed funding programme (CAR) that has been in place since 2013 has now been wound up. The accounting treatment associated with the elimination of the CAR has no impact on the group income statement or balance sheet.
- **Treasury:** We maintain a conservative treasury policy focused on capital preservation and liquidity. The Group remained net cash positive throughout FY25/26, with surplus cash held on rolling short-term deposits. The resulting bank interest income of £1.5m was partly offset by finance charges related to short-term overdraft usage and lease interest costs under IFRS 16.

Outlook

We have delivered a robust set of results that reflect the strength of our brands and the success of our margin rebuild program. We exit FY25/26 with strong momentum having made good progress across all our strategic growth drivers described in the Chief Executive Officer Statement.

We enter FY26/27 with a broader portfolio of leading UK brands, a strong innovation pipeline and a clear strategy to deliver consistent profitable growth while maintaining our reputation for strong financial discipline. Having successfully rebuilt our profitability metrics, we aim to keep those metrics within our targeted ranges, while continuing to invest in growth through capital projects and acquisitions which we recognise can impact efficiency/profitability metrics in the short-term.

Our medium term key financial targets are unchanged – delivering top line growth of a minimum 4% while maintaining operating margin within the 14-16% range, and ROCE within the 19-21% range.

Our focus for the coming year is to continue to deliver core brand growth through the strong execution of proven brand building strategies, capture the full synergy opportunities from recent

acquisitions and continue to drive operational efficiencies across our supply chain base, all conducted within a robust framework of strong financial control.



Stuart Lorimer
Chief Finance and Operating Officer
31 March 2026

RISK MANAGEMENT

EFFECTIVE RISK MANAGEMENT

Julio A. Barr
Chief Legal and Sustainability Officer

Effective risk management is essential to enable us to achieve our operational and strategic objectives and deliver long-term value creation.

Overview

The Board is responsible for the Group's risk management and internal control systems and for reviewing their effectiveness, supported by the Audit and Risk Committee ("ARC"). A robust risk management framework is in place, which sets out the ongoing processes for the identification, assessment and management of risks, and for their ongoing monitoring and review.

During the reporting period we have continued to enhance our culture of risk management throughout the organisation, which will contribute towards the successful execution of the Group's long-term strategy.

Risk appetite

In accordance with the UK Corporate Governance Code 2024, the Board has determined the Group's risk appetite in a number of key areas for the business – this sets out the nature and extent of risk that the Group is prepared to accept in order to achieve its operational and strategic objectives. The aim is to ensure that the risks taken by the Group fall within its defined risk appetite.

In defining the Group's risk appetite for different areas of the business, the Board recognises that the delivery of the Group's operational and strategic objectives requires an appropriate balance to be struck between risk and reward. The Board has aimed to minimise risk and uncertainty in non-discretionary areas, such as health and safety, quality and compliance, while accepting higher levels of strategic risk where the potential for strategic growth and long-term value creation justifies the exposure.

The Board reviews and approves the Group's risk appetite on an annual basis. The Board approves not only the individual risk appetites but also takes a holistic view to ensure that it is comfortable with the Group's overall risk appetite profile.

Robust risk assessment

The risk management framework sets out a systematic approach to risk management, which is designed to identify risks to the business, regardless of source. Once identified, risks are assessed according to the likelihood and impact of the risk occurring, and an appropriate risk response is determined in line with the Group's risk appetite. Risks are re-assessed based on the strength of the mitigating controls implemented. The appropriateness and implementation of risk mitigation plans is subject to ongoing monitoring and review. A risk-scoring matrix is used to ensure that a consistent approach is taken across the business at both a corporate and functional level. This risk assessment and review process is documented in the appropriate risk register. Risks are reviewed on an ongoing basis; the Group's risk register is formally reviewed by the Risk Committee every two months and by the Board and the ARC twice each year.

Emerging risks

The Board carries out a robust assessment of the Group's emerging risks at least once each year using a horizon-scanning approach together with internal and external insights. The purpose of these assessments is to identify key emerging risks for further evaluation, monitoring and action planning. Structures and processes to improve the identification and management of emerging risks for the Group have continued to evolve during the year,

RISK MANAGEMENT CONTINUED

linked to the Board's strategic planning process. A Group emerging risks and opportunities register is in place; emerging risks are captured on this risk register and are reviewed by the Executive Committee twice each year; this committee comprises senior executives, including the CEO and Chief Finance and Operating Director. Recommendations arising from those reviews are presented to the Board and the output therefrom informs the Group's strategy review presented to the Board each year. The Risk Committee reviews the emerging risk register at least annually. Emerging risks remain on the emerging risk register until they are captured on an appropriate risk register or are no longer deemed to be an emerging risk. The Board has completed a robust assessment of the Group's emerging risks, including those related to climate change and technology, during the period.

Risk control assurance

The Group operates a "three lines of defence" framework for its corporate risks to ensure a robust and systematic approach to risk management and internal control. This structure ensures that risk oversight is embedded at every level of the organisation, providing the Board with multiple layers of assurance.

How the Framework Operates:

- **First Line: Operational Management**
As the primary owners of risk, our managers are responsible for the day-to-day ownership and management of risks and execution of internal control procedures.
- **Second Line: Internal Monitoring and Oversight**
The second line comprises our Group risk management and compliance functions, which establish risk management frameworks, policies and reporting standards. They monitor key risks and emerging risk trends, and adapt to changes in the risk landscape.
- **Third Line: Independent Assurance**
The third line provides independent, objective assurance to the ARC and the Board regarding the integrity and effectiveness of risk

management, governance and internal controls across the Group. Reporting to the Board via the ARC, internal audit provides a risk-based evaluation of the effectiveness of risk management processes across the Group. The third line of defence interfaces with other external providers of independent and objective assurance, such as third party auditors of ISO and BRC standards.

Internal audit work is undertaken by Ernst & Young, an independent organisation which develops an annual internal audit plan having reviewed the Group's risk register and following discussions with the external auditors, management and members of the ARC.

During the year, the ARC has reviewed reports covering the internal audit work. This has included assessment of the general control environment, identification of any control weaknesses and quantification of any associated risks, together with a review of the status of mitigating actions. The ARC has also received reports from management in relation to specific risk items, together with reports from the external auditors, who consider controls to the extent necessary to form an opinion as to the truth and fairness of the financial statements.

The Group's internal control and risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable but not absolute assurance against material misstatement or loss.

The report of the ARC can be found on pages 87 to 92.

Principal risks and uncertainties

The Board has carried out a robust, systematic assessment of the principal risks facing the Group during the period, including those which would threaten its business model, future performance, solvency, liquidity or reputation. The table below sets out the Group's principal risks as determined by the Board, the link to the Group's strategic objectives, the net risk ratings, the net risk movement from the prior year and examples of corresponding controls and mitigating actions.

Net risk ratings have been determined using the Group's risk assessment guidelines. To ensure consistent risk evaluation across the Group, a five-by-five risk matrix is used to assess the likelihood and impact of the risk materialising after mitigating controls. Likelihood is assessed as 'rare', 'unlikely', 'possible', 'likely' or 'almost certain'. Impact is assessed as 'insignificant', 'minor', 'moderate', 'major' or 'critical'. The net risk rating is determined by the assessment of likelihood and impact as 'minor', 'moderate', 'high' or 'critical'. When assessing the impact of mitigating controls on the gross risk, only those controls which have actually

been implemented by the business have been considered in the assessment. Detailed descriptors of each of the five likelihood and impact measures for different areas of the business are set out in the Group's risk assessment guidelines, which are applied consistently across all risk registers.

The Group's principal risks have continued to evolve during the year against the backdrop of a challenging and uncertain external environment. Management has continued to focus on the implementation of appropriate mitigating actions and controls, in line with the Group's risk appetite. The principal risks set out in the table below, prioritised on a net risk basis, represent the Group's current risk profile – these are not intended to be an exhaustive list of all risks facing the Group.

Principal risks and uncertainties

Net risks relating to the Group

Strategic priorities  More from core brands  Excellence in Sales & Marketing Execution  Supply Chain Leverage  Innovation  M&A

Movement:  No change  Increased  Decreased  New

Risk	Impact	Gross risk movement during the year	Controls and mitigating actions	Net risk rating	Net risk movement during the year
Environmental sustainability and climate change considerations could lead to Government intervention on climate change and environmental issues and/or changes in consumer or customer behaviour     	Government intervention on climate change and environmental issues, e.g. the introduction of the UK Deposit Return Scheme ("DRS") or the introduction of a carbon tax, and/or changes in consumer or customer behaviour in response to these issues could have an adverse impact on consumer consumption patterns, sales and operating profits.	Pressure from a range of stakeholders in relation to various environmental sustainability and climate change concerns has continued during the year. We have taken appropriate mitigating actions to ensure no change to the net risk rating.	We have clearly defined responsibility commitments with regard to net-zero, packaging, sustainable sourcing, water, waste and energy. We have near and long-term science-based emission reduction targets in place which are aligned to the Science Based Target Initiative's Net-Zero Standard. Various environmental sustainability related workstreams continue to make good progress under our "No Time To Waste" ("NTTW") environmental sustainability programme – further details are set out below. We continue to work constructively with the British Soft Drinks Association, Governments, and other key stakeholders in relation to potential interventions, such as the planned introduction of a UK DRS in October 2027. The consumer response to a UK DRS remains unknown, however we will take the learnings from the introduction of a DRS in Ireland in 2024. The implementation of the UK DRS will help to mitigate Extended Producer Responsibility ("EPR") costs for the business – the UK government has confirmed that containers subject to DRS will be out of scope of EPR fees.	High	
Loss of product integrity     	A loss of product integrity in the manufacturing supply chain could lead to a product withdrawal or recall.	No change	Appropriate risk assessments are carried out on a regular basis and robust quality controls and processes are in place to maintain the high quality of our products. Product recall procedures are tested regularly. All of our manufacturing sites have an AA British Retail Consortium ("BRC") rating. Quality Committees are in place at our Cumbernauld and Milton Keynes sites to enhance employee participation and improve our quality culture. Our third party co-packers are subject to regular quality audits and their performance is monitored on an ongoing basis. During the year, the likelihood of this risk reduced to 'rare', however this did not impact the 'Moderate' net risk rating.	Moderate	
The Group's environmental sustainability performance and/or commitments are perceived as poor or inadequate     	Stakeholder perception that the Group's environmental sustainability commitments are inadequate or an inability to meet those commitments could impact revenue if consumers choose to purchase and consume alternative brands and/or an erosion of corporate reputation.	Expectations from a range of stakeholders (including Governments, customers, consumers, competitors and employees) in relation to corporate environmental sustainability commitments and performance has continued to increase during the year. We have taken appropriate mitigating actions to ensure no change to the net risk rating.	As per above, we have clearly defined responsibility commitments and science-based emission reduction targets in place. Six environmental sustainability related workstreams continue to be progressed through our Group-wide NTTW environmental sustainability programme: net-zero, packaging, sustainable sourcing, water, waste and biodiversity. During the year, the NTTW programme reported to the ESG Steering Committee, which is responsible for setting the Group's environmental strategy, for achieving the Group's environmental targets, and for monitoring and managing the associated risks. The ESG Steering Group is overseen by the ESG Board Committee. We continue to make good progress against our environmental sustainability targets. Further detail is provided in the Responsible Business Report on pages 30 to 57.	Moderate	

RISK MANAGEMENT CONTINUED

Principal risks and uncertainties Net risks relating to the Group

Strategic priorities  More from core brands  Excellence in Sales & Marketing Execution  Supply Chain Leverage  Innovation  M&A

Movement:  No change  Increased  Decreased  New

Risk	Impact	Gross risk movement during the year	Controls and mitigating actions	Net risk rating	Net risk movement during the year
Changes in consumer preferences, perception or purchasing behaviour    	Consumers may decide to purchase and consume alternative brands or spend less on soft drinks.	The increased focus of consumers and customers on the health and wellbeing agenda has continued during the year. The use of weight lost drugs has increased during the year. We have taken appropriate mitigating actions to ensure no change to the net risk rating.	The Group offers a broad range of branded products across a range of flavours, subcategories and markets which offer choice to the end consumer. 95% of our current soft drinks portfolio is exempt from the regulations applicable to High Fat, Sugar and Salt ('HFSS') products. Changing consumer attitudes and behaviours are monitored on an ongoing basis and inform our brand plans and new product development. Through investment in innovation across the year we have adapted our portfolio to align with these changing consumer needs. Our M&A Committee also identifies growth opportunities to meet consumers' evolving preferences. During the year, we enhanced our presence within the growing functional beverages and adult soft drinks segments with the acquisitions of Innate-Essence, Frobishers and Fenlimans.	Moderate	
Failure of critical IT systems or a breach of cyber security     	A failure of critical IT systems could result in a loss of key systems, business interruption, lost sales or lost production. A cyber security breach (both within our network and at third parties) could lead to operational disruption, loss of data, financial loss and reputational damage.	The external cyber risk environment continues to evolve at pace, with advancements in technology such as artificial intelligence presenting new threats requiring an appropriate mitigating response. The risk of cyber attacks continues to increase on an ongoing basis however our mitigating activities have also proportionately increased to ensure no change to the net risk rating.	IT assets within the Group are proactively managed and procedures exist that support effective and efficient recovery. Robust business continuity plans and contingency measures are in place and are regularly tested. Appropriate processes and controls related to IT systems resilience and recovery capability are in place. Appropriate cyber risk monitoring controls are in place and various actions have been taken during the year to mitigate cyber security related risks and facilitate business recovery in the event of an attack. Employee awareness campaigns continued during the year to increase employee cyber risk awareness. Employees are required to complete cyber security awareness training on an annual basis. A Digital Governance Group is in place, overseen by the Risk Committee, the purpose of which is to manage the risks related to the Group's externally facing digital properties. An information security dashboard is reviewed bi-monthly at every Risk Committee. A review of cyber risk is presented to the Risk Committee and ARC twice each year.	Moderate	
Failure of the Group's operational infrastructure     	A catastrophic failure of the Group's major production or distribution facilities could lead to a sustained loss in capacity or capability.	No change	Assets within the Group are proactively managed and maintained. Risk assessments are carried out regularly, and appropriate actions taken. A business continuity programme of activity is undertaken each year, overseen by the Business Continuity Steering Committee. Robust business continuity plans are in place and are tested annually. The business continuity employee online training programme continued during the year.	Moderate	

Principal risks and uncertainties

Net risks relating to the Group

Strategic priorities  More from core brands  Excellence in Sales & Marketing Execution  Supply Chain Leverage  Innovation  M&A

Movement:  No change  Increased  Decreased  New

Risk	Impact	Gross risk movement during the year	Controls and mitigating actions	Net risk rating	Net risk movement during the year
Financial risks   	The Group's activities expose it to a variety of financial risks which include market risk (including medium-term movements in exchange rates, interest rate risk and commodity price risk), credit risk and liquidity risk which could adversely impact business performance. Deterioration of internal financial controls could lead to financial loss.	No change	Financial risks are reviewed and managed by the Treasury and Commodity Committee, which seeks to minimise adverse effects on the Group's financial performance through hedging known currency exposures throughout the year. The Group's finance team reviews cash flow forecasts throughout the year, with headroom against banking covenants assessed regularly. The finance team uses external tools to assess credit limits offered to customers, manages trade receivable balances vigilantly and takes prompt action on overdue accounts. Robust operational and system controls and processes are in place to ensure an appropriate control environment is maintained, with oversight from the Board and the ARC. Internal and external audits provide evidence and support for a strong internal control framework. Preparation for the 2024 UK Corporate Governance Code reforms related to risk management and internal controls (provision 29) is underway.	Moderate	
Loss of continuity of supply of major raw materials     	The loss of continuity of supply of raw material ingredients and/or packaging materials could impact our ability to manufacture, with an adverse impact on the Group's sales and operating profits.	No change	There is a robust supplier selection process in place. Supplier performance is monitored on an ongoing basis and audits are undertaken for major suppliers. Dual sources of supply are sourced wherever possible. An upstream sourcing database is in place, which provides detail on sourcing locations and processors of various raw materials. Commodity risks are managed by the procurement team and reviewed by the Treasury and Commodity Committee. Contingency measures are in place and are tested regularly.	Moderate	
Inability to protect the Group's intellectual property rights    	Failure to protect the Group's intellectual property rights could result in a loss of brand value.	No change	The Group invests considerable effort in proactively protecting its intellectual property rights, for example through trademark and design registrations and vigorous legal enforcement as and when required.	Moderate	

RISK MANAGEMENT CONTINUED

Principal risks and uncertainties
Net risks relating to the GroupStrategic priorities  More from core brands  Excellence in Sales & Marketing Execution  Supply Chain Leverage  Innovation  M&AMovement:  No change  Increased  Decreased  New

Risk	Impact	Gross risk movement during the year	Controls and mitigating actions	Net risk rating	Net risk movement during the year
Adverse publicity in relation to the soft drinks industry, the Group or its brands     	Adverse publicity in relation to the soft drinks industry, the Group or its brands could have an adverse impact on the Group's reputation, consumer consumption patterns, sales and operating profits.	No change	Our risk management process is designed to identify and monitor events that may impact the Group as a result of adverse publicity and to ensure that controls are in place to manage these risks. Processes are in place to ensure compliance with health and safety legislation and ethical working standards, and these are regularly reviewed by the Board and Executive Committee. Quality standards are well defined, implemented and monitored. Our environmental commitments are being progressed through our NTTW environmental sustainability programme – further details are set out above. The Group maintains and develops ISO 9001 and 14001 systems and AA BRC standards which are subject to annual external audits, with any non-conformances addressed in a timely manner. The Company also holds ISO 45001 certification. We are committed to providing clear calorie and nutritional information on our packs and/or our websites to help consumers choose products that are right for them. We are long-standing users of the UK Government's voluntary front of pack nutritional labelling scheme.	Moderate	
Failure to maintain customer relationships or take account of changing market dynamics     	Failure to maintain appropriate customer relationships or a reduction in the customer base could have an adverse impact on the Group's sales and operating profits.	No change	The Group offers a broad range of brands that it manufactures and distributes through a variety of trade channels and customers. Performance is monitored closely by the Board and Executive Committee by trade channel and customer as appropriate. This includes monitoring of metrics which review brand equity strength, financial and operational performance. The Group focuses on delivering high quality products and invests heavily in building brand equity. We work closely in partnership with our customers on an ongoing basis. Members of the senior management team meet with key customers throughout the year.	Moderate	
Consumer rejection of enhanced sweeteners in reformulated products     	Consumers may decide to purchase and consume alternative brands or spend less on soft drinks.	No change	We completed an extensive innovation and reformulation programme prior to the introduction of the Soft Drinks Industry Levy ('SDIL') in April 2018. 96% of our current soft drinks portfolio produced by volume contains less than 5g of total sugars per 100ml. 95% of our current soft drinks portfolio is exempt from the regulations applicable to HFSS products. We recognise that the risk of consumer rejection of the enhanced sweeteners used in our reformulated products remains. We continue to closely monitor consumer acceptance levels and brand performance across our total portfolio and take appropriate mitigating actions. The UK Government announced in the 2025 autumn budget that the 5g sugar / 100ml SDIL threshold would be reduced to 4.5g / 100ml with effect from January 2028. We are considering the extent of any further reformulation we will take across our soft drinks portfolio.	Moderate	

Viability statement

In accordance with provision 31 of the UK Corporate Governance Code 2024, the directors have assessed the viability of the Group over a five year period to January 2031, taking account of the Group's current financial and market position, future prospects and the Group's principal risks, as detailed in the Strategic Report.

The directors have determined that a five year period is an appropriate time frame given the dynamic nature of the FMCG sector and given that this is in line with the Group's strategic planning period. The starting point for the viability assessment is the strategic and financial organic growth plan (not including any M&A activity) which makes assumptions relating to the economic climate, market growth, input cost inflation and growth from the Group's performance drivers. The prospects of the Group have been taken into account, including the size of the current market, the strength of the Group's brands and past production capacity investment. The model was then subject to a series of theoretical "stress test" scenarios based on the materialisation of principal risks, with input from the business functions.

The viability modeling has reviewed and sensitised the impacts of key principal risks areas, including operational continuity threats arising from critical IT system failures, cyber security breaches, and catastrophic damage to production infrastructure; heightened regulatory exposure to government interventions, specifically the UK-wide Deposit Return Scheme and carbon taxation; and commercial vulnerabilities associated with evolving health trends and potential brand devaluation. These scenarios were assessed to quantify the potential financial impact on the Group's liquidity and covenant compliance under severe but plausible conditions. Within these business risks, three individual scenarios were tested in which the business model proved to be robust.

The directors also measured the combined impact of two simultaneous scenarios: a cyber attack on the Company causing a full business shutdown with no sales for three weeks and a further three weeks with 50% of sales, followed by a separate major reputational hit to the IRN-BRU brand. It was deemed most plausible that these two scenarios could occur at the same time. Finally a reverse "stress test" was performed allowing the Board to assess circumstances that would render its business model unviable.

As part of our Task Force on Climate-related Financial Disclosures (TCFD) the Group has assessed potential financial impacts from climate change on the business. The financial plan for the Group includes the best estimate of the impacts of climate change on financial performance, including material cost inflation, an increase in climate related regulatory costs, and a change to consumer behaviour. None of the physical and transition risks which are considered material to our business would present a risk to viability over the planning period. These risks are detailed on pages 46 to 48.

Credit facilities

The outputs of these scenario tests were reviewed against the Group's current and projected future net cash/debt and liquidity position. The Group closed the financial year with net cash at bank* of £41.6m and two credit facilities in place: 1) A revolving credit facility of £40m with a term date which ends on 8 May 2026; and 2) an open-ended overdraft agreement of £15m. The revolving credit facility was fully drawn at 31 January 2026 to support funding of the Fenimans acquisition, before £20m was repaid in mid-February. The Group is currently working to secure a new revolving credit facility beyond 8 May 2026. We have received strong indications of continued support from our banking partners and are currently in advanced discussions with them to secure a new facility. Based on this positive engagement, alongside our robust operational cash flows and strong balance sheet, the Board has a high degree of confidence that the new facility will be finalised well ahead of the current maturity date.

Should there be any delay in securing a new facility, we have other options to ensure good short-term liquidity. For the purposes of this exercise it has been assumed that a £40m revolving credit facility is in place across the five year horizon.

Result of stress tests

Under the most severe but plausible combined scenarios above, and with no cost mitigation, the Group's liquidity requirements would be satisfied within existing credit facilities. Should the financial loss be worse than this scenario assumes, sizable cost mitigation opportunities, such as a reduction in brand investment, a reduction in capital investment, a reduction in discretionary overhead spend, reduced dividend payments, and business reorganisation, would be available to the Group to further preserve viability.

The reverse stress test showed that a revenue drop significantly beyond our severe but plausible scenarios, both in depth and duration, would be required in order to render the business model unviable. These circumstances are therefore considered implausible.

The results of these tests were reviewed taking into account the Group's current position, the Group's experience of managing adverse conditions in the past and mitigating actions available to the Group. Based on this assessment, the directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the five year period to January 2031.

The Strategic Report set out on pages 1 to 69 of this annual report has been approved by the Board.

By order of the Board



Julie A. Barr
Chief Legal and Sustainability Officer
31 March 2026

BOARD OF DIRECTORS

Key

- A** Audit & Risk Committee **E** Environment, Social and Governance Committee
N Nomination Committee **R** Remuneration Committee

Susan Barratt Non-Executive Chair (Interim)

E **N** Chair **R**

Term of Office

Susan was appointed Non-Executive Director in January 2018 and became Senior Independent Non-Executive Director in May 2020 and was appointed as Interim Chair in January 2026.

Skills, competence and experience:

Susan spent the early part of her career in senior finance roles at Geest plc, Whitbread plc and Laurel Pub Company.

Subsequently Susan was CEO at Eldridge Pope plc, Natures Way Foods Limited and the IGD and was also Non-Executive Chair of Higgidy Limited.

Susan is a Chartered Accountant with considerable operational and commercial experience within the FMCG industry.

Euan Sutherland Chief Executive Officer

E

Term of Office

Euan joined AG Barr on 1 May 2024 as the Group's Chief Executive.

Skills, competence and experience:

Euan was most recently Group CEO of Saga plc, having previously been CEO of Superdry plc, The Co-op Group and Group COO of Kingfisher plc.

He has a background in global FMCG brands, including Mars and Coca-Cola, plus eight years on the board of Britvic plc as a non-executive director.

A graduate of Aston Business School, Euan also holds an Honorary Doctorate in Business Management.

Euan has a wealth of consumer goods experience, having led major consumer-facing businesses both in the UK and internationally.

Stuart Lorimer Chief Finance and Operating Officer

Term of Office

Stuart joined AG Barr in January 2015 as Finance Director.

Skills, competence and experience:

Prior to joining AG Barr Stuart spent 22 years with Diageo in a range of roles and countries, culminating as the Finance Director for Diageo's Global Supply Operation.

A qualified Chartered Accountant, Stuart has significant FMCG experience in both the alcoholic and soft drinks sectors as well as a strong background in governance and performance management.

Nick Wharton Non-Executive Director

A Chair **E** **N** **R**

Term of Office

Nick was appointed Non-Executive Director in November 2018.

Skills, competence and experience:

Nick has held a number of senior executive roles across retail and FMCG businesses during his career. He was formerly Chief Financial Officer of Pepco NV, Superdry plc and Halfords Group plc and was also Chief Executive Officer at Dunelm plc.

A qualified Chartered Accountant with extensive finance and retail experience, both in the UK and internationally, Nick also has substantial plc and governance knowledge gained from a variety of executive and non-executive roles.

External Appointments

Non-Executive Chair of Plant-Ex Ingredients Ltd

External Appointments

Director and member of the Executive Council of the British Soft Drinks Association
Non-Executive Director of B&M European Value Retail S.A.

External Appointments

Non-Executive Director of Fevara plc

External Appointments

Non-Executive Director of Mears Group plc
Non-Executive Director of TheWorks.co.uk plc

Key

A Audit & Risk Committee
N Nomination Committee

E Environment, Social and Governance Committee
R Remuneration Committee

Zoe Howorth
Non-Executive Director
A E N R

Term of Office

Zoe was appointed Non-Executive Director in July 2021.

Skills, competence and experience:

Zoe has had a successful career spanning a range of roles at Procter and Gamble, United Biscuits and The Coca-Cola Company where she spent 16 years, culminating in her role as UK Marketing Director. Zoe has also held a number of non-executive director roles with private companies. An economics graduate, Zoe has extensive FMCG experience, specifically across the food and beverage sector, as well as consumer brand marketing capability and direct to consumer digital understanding.

External Appointments

Non-Executive Director of International Schools Partnership Limited

Julie Barr
Non-Executive Director
E N

Term of Office

Julie was appointed as a Non-Executive Director in May 2023 having joined AG Barr in 2004.

Skills, competence and experience:

Julie's early career was spent in corporate law. She is currently the Group's Chief Legal and Sustainability Officer, heading up AG Barr's sustainability, risk and legal teams. Julie is a member of the Executive Committee and is a Trustee of the Company's pension scheme. A qualified lawyer with an international M.B.A., Julie has extensive legal, governance and business knowledge.

External Appointments

Non-Executive Director of Scottish Ballet
 Non-Executive Director of Gabriel Precision Oncology Limited

Louise Smalley
Senior Non-Executive Director
A E N R Chair

Term of Office

Louise was appointed Non-Executive Director in May 2023 and became Senior Independent Non-Executive Director in January 2026.

Skills, competence and experience:

Louise was Group Human Resources Director of Whitbread plc for 14 years and was an Executive Director of Whitbread plc for 9 years during a period of significant growth for the Costa Coffee and Premier Inn businesses. She previously held HR roles at BP, Esso Petroleum and PepsiCo Restaurants. Louise is an experienced non-executive director serving on the board of DS Smith for 10 years. Louise has extensive experience of branded consumer propositions and a deep understanding of talent management and remuneration within large UK and international companies.

External Appointments

Senior Independent Non-Executive Director of Informa plc

Rohit Dhawan
Non-Executive Director
A E N R

Term of Office

Rohit was appointed Non-Executive Director in July 2025.

Skills, competence and experience:

Rohit is a senior executive with extensive experience in data, AI, and digital transformation. He is currently Director and Group Head of Artificial Intelligence & Advanced Analytics at Lloyds Banking Group and serves as the UK Government's AI Champion for Financial Services, advising HM Treasury and regulators on digital policy and AI adoption. Rohit previously led AI strategy for Amazon Web Services in Asia Pacific and has also held senior roles at Accenture, Deloitte, SAS, and IBM. Rohit holds a PhD in Artificial Intelligence from the University of Sydney.

External Appointments

CORPORATE GOVERNANCE REPORT

I am pleased to present our Corporate Governance Report for the year ended 31 January 2026.

Susan Barratt
Interim Chair

Dear shareholder,

On behalf of the Board, I am pleased to present the Corporate Governance Report for the year ended 31 January 2026. This report outlines our approach to governance and details how the Company has applied and complied with the principles of the 2024 UK Corporate Governance Code (the 'Code') during the year. It also provides insight into the operation of the Board and its committees, our engagement with stakeholders, and an overview of the Company's system of internal controls.

The past year has been a period of evolution for our Board leadership. On 15 January 2026, Mark Allen OBE stepped down from his roles as Non-Executive Chair and Director of the Company. We are immensely grateful to Mark for his many years of dedicated service, during which time he built a high-quality Board and strengthened our governance framework and strategic direction. Following Mark's departure, the Nomination Committee initiated an independent process to identify a new Non-Executive Chair. I have assumed the role of Interim Chair until a successor has been appointed, and I am pleased that Louise Smalley has succeeded me as Senior Independent Director as of 15 January 2026. Since her appointment as Chair of the Remuneration Committee on 31 May 2024, we have seen the positive impact of Louise's deep expertise in leadership and human resources. Her significant contribution to our people strategy and her proven effectiveness in leading a principal Board committee made her the ideal candidate to take on the responsibilities of Senior Independent Director.

We were delighted to welcome Dr Rohit Dhawan to the Board as an independent non-executive director on 29 July 2025. His appointment was the result of a formal and rigorous search process, ensuring that our selection was based on merit and objective criteria while promoting our ambitions for a more diverse and inclusive Board. Rohit brings a wealth of experience in digital transformation and Artificial Intelligence, expertise that will be invaluable as we navigate an increasingly technology-driven world. His appointment also marks a significant milestone in our

commitment to Board diversity, ensuring that the Company now meets the recommendations of the Parker Review. Rohit's background provides the Board with different perspectives and directly addresses our previously identified objective to enhance ethnic diversity within our leadership.

From a governance perspective, the Board has provided rigorous oversight of our accelerated M&A strategy, ensuring that the Company's acquisitions of the Frobishers and Fentimans drinks businesses, alongside a majority shareholding in Innate-Essence, were executed within a robust framework of due diligence and risk management. These transactions fulfil our strategic ambitions to diversify our portfolio and were approved in accordance with our formal schedule of matters reserved for the Board.

A key governance priority this year was the Board's oversight of the new Directors' Remuneration Policy, led by the Remuneration Committee under Louise Smalley's leadership. In line with our commitment to high standards of stewardship, we initiated an extensive shareholder consultation process in October 2025. This proactive engagement ensured that our final proposals, which will be put to shareholders for a binding vote at the 2026 AGM, are robustly aligned with stakeholder interests and the sustainable long-term strategy of the Group.

Regarding our commitment to Code compliance, I am pleased to confirm that with effect from 1 April 2025, we have aligned executive pension contributions with the wider workforce, ensuring the Company is now in full compliance with Provision 39 of the Code. Furthermore, in accordance with the current requirements of Provision 29 of the Code, the Board has conducted its annual review of the Group's risk management and internal control systems and confirmed that no significant failings or weaknesses were identified. Looking ahead, the Audit and Risk Committee is overseeing a comprehensive programme of work to ensure the Group is prepared for the new, enhanced reporting requirements under Provision 29 of the Code. This oversight involves monitoring management's development of an

evidence-based framework, which will support the Board's first annual declaration of control effectiveness in the 2026/27 Annual Report.

The Board remains focused on delivering sustainable value through leadership, accountability, and effectiveness. We have seen the continued positive impact of Euan Sutherland since he joined as Chief Executive Officer in May 2024; he has brought a significant step change in pace and fresh perspective to the Executive Committee, ensuring that management's execution remains tightly aligned with the Board's governance, risk, and strategic frameworks.

We are confident that the Board's collective experience, bolstered by our recent appointments and strategic progress, ensures the Company continues to create value for our shareholders, employees, and other stakeholders, ensuring the Company remains well-positioned for future success. These leadership transitions reflect our ongoing commitment to building a robust governance structure that supports our strategic objectives.

There were no other changes to the Board during this period.

Further details of the Board's composition are provided on pages 70 to 71.



Susan Barratt
Interim Chair
31 March 2026

THE BOARD

The Company is led by a strong and experienced Board of Directors (the 'Board') that brings a breadth of expertise and diverse perspectives to the leadership of the Company. The Board is committed to ensuring that it has an appropriate balance of skills, experience, and deep knowledge of the Group to enable it to fulfil its duties and responsibilities effectively. The Nomination Committee report, detailed below, describes how the Board achieves this objective. The Board currently comprises eight members: two executive directors, the non-executive Chair, four independent non-executive directors, and one non-independent non-executive director. Biographical details of the directors are set out on pages 70 to 71.

The roles of Chair and Chief Executive Officer are separate and there is a clear division of responsibilities between those roles. The Chair leads the Board and ensures the effective engagement and contribution of all non-executive and executive directors. The Chair facilitates constructive Board relations and ensures that Board meetings are underpinned by a culture of openness and challenge, with sufficient time made available to discuss key strategic matters and debate any issues arising. The Chair ensures that the Board receives accurate, timely, and clear information. The annual Board performance evaluation referred to below evaluates the Chair's performance in these areas. The Chief Executive Officer has responsibility for all Group businesses and acts in accordance with the authority delegated from the Board. The non-executive directors support the development of the Group's strategy and provide constructive challenge to the executive directors. Susan Barratt served as the Senior Independent Director during the year to 15 January 2026, when she was succeeded by Louise Smalley for the remainder of the financial year to 31 January 2026. During their respective tenures, both were available to shareholders should any concerns be raised, which could not be resolved via the normal channels of Chair, Chief Executive Officer, or Chief Finance and Operating Officer or where communication through such channels would be inappropriate.

The Board considers that Susan Barratt, Zoe Howorth, Louise Smalley, Nick Wharton and Rohit Dhawan are independent for the purposes of Provision 10 of the Code, and that the relationships and circumstances set out in that provision which may appear relevant to the determination of independence do not apply. The Board considers that Susan Barratt was independent for the purposes of Provision 9 of the Code prior to being appointed as Interim Chair of the Board on 15 January 2026. Susan Barratt does not hold any significant appointments in addition to her role as Interim Chair of the Company.

The Company's Articles of Association provide that the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board. The Articles of Association require directors to retire and submit themselves for election at the first annual general meeting following appointment and to retire no later than the third annual general meeting after

the annual general meeting at which they were last elected or re-elected. However, in order to comply with the Code, all directors will submit themselves for re-election at the 2026 AGM.

Biographical details of the directors are set out on pages 70 to 71. Details of directors' remuneration and interests in shares of the Company are given in the Directors' Remuneration Report on pages 93 to 123.

CORPORATE GOVERNANCE REPORT CONTINUED

Role of the Board

The Board is responsible for the long-term success of the Group. It determines the Group's strategic direction and reviews its operating, financial, and risk performance. A formal schedule of matters is reserved for the Board, which is reviewed annually. This schedule includes the approval of the following:

- The Group's annual business plan;
- The Group's strategy, capital allocation policy, acquisitions, disposals and capital expenditure projects above certain thresholds;
- The Group's financial statements and results announcements;
- The Group's tax strategy and tax risk management policy;
- Material contracts, in accordance with the Group's Statement of Delegated Authorities;
- The Group's diversity and inclusion policy for the Board and Executive Committee;
- The Group's dividend policy;
- The Group's speaking up policy;
- The Workforce Engagement terms of reference;
- The Group's ESG strategy;
- Transactions involving the issuing or purchase of Company shares;
- The Group's borrowing powers;
- Appointments to, dismissals and resignations from, the Board;
- Alterations to the Memorandum and Articles of Association;
- Legal actions brought by or against the Group above certain thresholds;
- The scope of delegations to Board committees, subsidiary boards, and the Executive Committee; and
- The Group's Corporate Governance Frameworks.

Responsibility for the development of policy, strategy, and operational management is delegated to the executive directors and the Executive Committee. As at the date of this report, the Executive Committee includes the executive directors and five Chief Officers.

The Board's governance supports the delivery of its strategy to generate long-term sustainable value through:

- **Leadership:** The Board is collectively responsible for the long-term sustainable success of the Group. The composition of the Board, together with an explanation of each member's skills, experience, and contributions, is set out on pages 70 to 71. Further information on the Board's leadership, its division of responsibilities, and the role of the non-executive directors in providing constructive challenge and supporting the development of strategy is set out above. The Board approves the Group's strategy and annual budget, monitors performance, and makes decisions related to matters reserved for the Board to support the delivery of the Group's strategy.

- **Effectiveness:** The Board's governance framework ensures its effectiveness in overseeing the Group's performance. Please see below for details on induction, training, and development for directors, as well as the Board's annual performance evaluations. The Board regularly assesses its composition to ensure it possesses the appropriate balance of skills, experience, and independence to deliver on its strategy. In addition, it maintains a culture of continuous improvement and regularly reviews its governance practices to ensure they remain fit for purpose.
- **Accountability:** The Audit and Risk Committee Report (pages 87 to 92) and the report on Risk Management (pages 63 to 69) describe how the Board ensures a fair, balanced, and understandable assessment of the Company's performance and prospects, and how it assesses, mitigates and monitors the principal risks facing the Company. The Audit and Risk Committee Report outlines how the Company maintains an appropriate relationship with its external auditor, consistent with the Code and statutory requirements. The Board takes responsibility for overseeing compliance with all relevant legal and regulatory requirements and ensures that the Company has effective internal controls and systems in place to prevent fraud and mismanagement.

- **Remuneration:** The Directors' Remuneration Policy (pages 113 to 123) and the detailed Directors' Remuneration Report (pages 93 to 112) describe how the Remuneration Committee ensures that the executive directors' remuneration is designed to promote the long-term success of the Group. Remuneration is aligned with prevailing market conditions and corporate performance, ensuring both competitiveness and alignment with shareholders' interests. The policy is regularly reviewed to ensure it remains effective and appropriate and, accordingly, a new Directors' Remuneration Policy will be put to a binding shareholder vote at the 2026 AGM.
- **Shareholder Relations and Engagement:** The section 172(1) statement set out below describes how the Company engages with shareholders, ensuring transparency and fostering long-term relationships with key stakeholders. The Board encourages open dialogue with its shareholders, providing them with regular updates on financial performance and governance, and actively considers their views in its strategic decision-making.

SECTION 172(1) STATEMENT

Stakeholder Engagement

Effective engagement with our key stakeholders is fundamental to the long-term success of the Group. By understanding and considering the diverse perspectives of our stakeholders, we ensure that their views are integrated into Board and Committee discussions and inform decision-making. This approach helps us to achieve sustainable growth and align our operations with the needs of both the business and its broader community.

The Board remains committed to enhancing its engagement with key stakeholders. The Board identifies these groups by evaluating those whose interests are most intrinsically linked to our business model, our purpose, and our ability to deliver long-term sustainable value. We define our stakeholders as those who either significantly influence our strategic progress or are directly impacted by our operational decisions and corporate conduct. This identification is an ongoing process, inherently linked to the Board's regular review of the Group's strategic direction and principal risks, ensuring that our engagement remains relevant as the business evolves. The table below sets out the key stakeholder groups identified through this process. For each stakeholder group, we outline the nature of our engagement over the past year, how this engagement influenced and impacted the Group's strategy and the principal decisions taken during the year. Further information on how we engage with our key stakeholders is set out in the Strategic Report (pages 34 to 57) and the Directors' Report (pages 124 to 129), where we expand on how we incorporate stakeholder feedback into our decision-making and governance processes.

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Shareholders	We have regular discussions with, and briefings for, investors. The Company endeavours to ensure senior management is available to interact with existing and potential shareholders and analysts on as flexible a basis as possible. The Chief Executive Officer and Chief Finance and Operating Officer offer meetings to institutional shareholders twice annually as a minimum in order to communicate business updates and to develop an understanding of their views on performance against strategy, environmental, social and governance ('ESG') related matters, and other matters of interest. All directors have the opportunity to attend these meetings. The Board recognises that our private and minority shareholders form an important and highly valued segment of our shareholder register. We ensure they have equal access to Company information through our website and regulatory news services. While we do not hold individual meetings with all minority investors, the AGM remains a vital forum for direct engagement, allowing all shareholders to hear from the Board and participate in a formal Q&A session. Furthermore, we maintain open lines of two-way communication throughout the year via our dedicated investor relations channels (IR@agbarr.co.uk) and consumer care channels (consumercare@agbarr.co.uk). These channels ensure that private shareholder views are accessible to the Company and the Board, and can be appropriately considered alongside those of institutional shareholders during strategic planning and decision-making processes. Board committee chairs seek engagement with shareholders on significant matters related to their areas of responsibility. The Chair ensures at each Board meeting that the Board as a whole has a clear understanding of the views of shareholders. An investor relations update is provided at each Board meeting.	The Chief Executive Officer and Chief Finance and Operating Officer regularly brief the Board on discussions with investors, institutional shareholders and analysts following meetings and investor roadshows. Independent feedback following key meetings is coordinated and provided to the Board by the Company's brokers and financial PR agencies on a regular basis. To facilitate deeper engagement and to present the Group's long-term strategic plan directly to the market, the Company successfully hosted a Capital Markets Day in June 2025 and invited major investors to the Group's manufacturing sites. Board members actively listen and respond to the views of investors and institutional shareholders and feedback to the business as necessary.

CORPORATE GOVERNANCE
REPORT CONTINUED

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Shareholders continued	Shareholders were invited to attend the 2025 AGM in person. All shareholders, including private shareholders, had the opportunity to submit questions in advance of the AGM and to participate in questions and answers with the Board at the AGM on matters relating to the Group's operation and performance. The Board assesses the effectiveness of engagement with the investment community through measurement of the number of analysts following the Company and the number of meetings held with investors and analysts. Following the 2025 AGM, specific engagement was undertaken with shareholders who voted against the re-election of Mark Allen. Additionally, the Chair of the Remuneration Committee led an extensive consultation with major shareholders regarding the proposed new Directors' Remuneration Policy ahead of the 2026 AGM.	Governance and remuneration were key areas of shareholder influence this year. Following the 2025 AGM, where Mark Allen received less than 80% (specifically 79.5%) of the votes in favour of his re-election, the Board initiated targeted engagement to fully understand dissenting shareholder concerns. This feedback was discussed extensively by the Board and Nomination Committee, directly influencing our ongoing approach to board composition and succession planning disclosures. Furthermore, the Remuneration Committee's major consultation exercise regarding the new Directors' Remuneration Policy directly influenced the final policy design. Shareholder feedback also informed and shaped the Board's strategic and capital allocation decisions. Discussions concerning key financial metrics, including Return on Capital Employed (ROCE), influenced significant Board debates on the Group's long-term manufacturing strategy. To ensure that capital allocation prioritises strategic resilience and long-term value creation, the Board approved significant investments during the year. This included further phases of the multi-year asset line replacement and expansion programmes at our Cumbernauld and Milton Keynes sites, aimed at enhancing operational efficiency and future-proofing our manufacturing capabilities. In parallel, to ensure shareholder interests are fully taken into account, the Board rigorously stress-tested the Group's long-term strategic plan during dedicated Strategy Days and Board meetings. This ongoing review ensures that the Group's standalone strategy remains robustly positioned to drive sustainable growth and maximise long-term shareholder value. The Board's review of distributable reserves and the decision to approve the interim and final dividends were directly influenced by the need to maintain consistent shareholder returns while funding the Group's long-term strategic plans.

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Customers	We have regular engagement with our customers through virtual or face-to-face meetings, conferences and events. Regular reviews of joint business plans take place to ensure that we are aligned on our shared goals. During the year we engaged with customers in relation to key product launches. We also continued to engage with customers on their views and attitudes towards packaging and the planned UK DRS. During the year, we engaged with our customers in relation to a planned price increase, with the aim of mitigating the impact of significant inflationary cost pressures on the Group. Members of the Board conducted a market visit to the Republic of Ireland. Together with the Group's regional distributor and senior leaders of the Group's commercial team, the Board visited a range of the Group's customers, including supermarkets, wholesalers and independent stores.	The Board receives a commercial update at every Board meeting. A formal review of customers and channels is presented to and discussed by the Board annually. Information on customer service levels, including performance against customer service level KPIs, is included in the Board papers for every meeting. Customer Case Fill (CCF) and customer satisfaction remain a key focus of the Group, and the Group has worked hard during the year to maintain good customer service levels. The Board also received updates regarding customers' data on their respective suppliers' performance, which indicated good customer service performance from the Group. Throughout the year, the Chief Executive Officer and Chief Finance and Operating Officer provided the Board with updates after holding in-person meetings with the executive teams of key retail partners and senior management from other key accounts. Additionally, the Board enhances its understanding by conducting annual customer store visits, which offer valuable insights into customer operations and inform its decision-making on the Group's customer strategies. Engagement with key customers during the year influenced the Board's discussions and decisions regarding the Group's annual budget process and long-term strategic planning processes. This directly influenced the Board in its consideration of the Group's strategies across grocery, wholesale, discounters, and value retail, as well as its strategic decisions in respect of the Group's field sales model. Customer feedback also influenced the Board's key decision to continue to support the Group's environmental sustainability strategy, which is being delivered through the 'No Time To Waste' programme, including the delivery of a number of initiatives under the packaging workstream. During the year, the Board also reviewed customer feedback on product performance, packaging sustainability, and approved decisions related to the Group's packaging strategies. This year, detailed engagement with key retail partners indicated a strong desire for suppliers to act as true strategic partners. This feedback influenced the Board to endorse a commercial shift towards becoming a strategic category partner for key retailer partners, leveraging our market insights to drive growth across the broader soft drinks sector. Specifically, this dialogue informed the Board's endorsement of the Group's strategic category growth plan, which aligns the Group's innovation pipeline with specific category goals of major retailers to target significant market share growth. Furthermore, the Board's market visit to the Republic of Ireland and engagement with the Group's regional distributor fundamentally influenced the Board's understanding of specific market dynamics in the Republic of Ireland. This on-the-ground insight led to a refined route-to-market strategy that better supports retailers in that market. Operational feedback from customers regarding supply chain reliability and service levels influenced the Board's ongoing review of the Group's operational capabilities. The Board ensured that capital investment decisions prioritised the agility necessary to consistently meet evolving customer demand. Furthermore, reviews of seasonal trading data and broader channel performance informed the Board's approach to commercial resource allocation, ensuring balanced support across our diverse customer base.

CORPORATE GOVERNANCE REPORT CONTINUED

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Consumers continued	We are committed to engaging with our consumers through a variety of channels regarding any questions, concerns or feedback, which they may have. Our consumer care team aims to respond efficiently and effectively to all matters raised by consumers, whether by email, telephone, social media or post. Consumer research is conducted prior to the launch of key products and in relation to key marketing campaigns, as appropriate. The Board gains insight into consumer needs, behaviours and motivations through regular detailed brand reviews at Board meetings throughout the year. The Board also reviews market and consumer insight data at every Board meeting. The Board receives presentations from senior members of management on consumer trends, brands and key marketing initiatives	The Board receives a marketing update at every Board meeting. A formal review of brands and innovation is presented to and discussed by the Board annually. During the year, the Board received presentations on the performance of key brands, innovation and marketing campaigns, including in relation to the collection and reporting of consumer data. These presentations were supplemented by innovation presentations delivered for the Board during Strategy Days hosted by the Group in September 2025. The sharing of the Group's comprehensive innovation pipeline enabled the Board to assess upcoming product developments and their alignment with emerging consumer needs. The Board discussed and endorsed the brand and innovation strategy and key brand plans for the upcoming year. A structured research programme of consumer usage and attitudes is carried out on a regular basis, which informs the Board's risk review process and its discussions regarding its appetite for risks and opportunities in this area. To further strengthen the Group's understanding of rapidly changing consumer preferences, the Board supported the utilisation of AI-driven consumer research tools to more accurately track and predict consumer preferences, enabling faster, data-backed strategic decisions. This research helped the Board assess opportunities and risks related to consumer expectations, which influenced decisions on innovation and brand strategy. Consumer feedback around packaging and sustainability was central to the Board's decision to continue to support the Group's environmental sustainability strategy, which is being delivered through the 'No Time To Waste' programme of activity, which includes initiatives focused on increasing recyclability and reducing environmental impact, and advancing the packaging workstream. Consideration of consumers' attitudes, behaviours and feedback towards environmental sustainability, particularly regarding packaging and the use of rPET also influenced the Board's key decision to approve further phases of the multi-year asset replacement and expansion programme at our Cumbernauld factory and the initial phases of the multi-year asset replacement and expansion programme at our Milton Keynes factory, including considerations related to implementing renewable energy and energy-efficient technologies. Expanding on this, current insights from consumer research regarding evolving category trends influenced the Board's strategic approach to portfolio development and R&D investment. Specifically, our research into shifting consumer lifestyles and the growing demand for a wider variety of high-quality, great-tasting drinks provided vital context that directly informed our recent M&A strategy and the strategic acquisitions completed during the year. Positive consumer feedback on recent product formulations validated the Board's decision to formally approve the Group's future innovation pipeline, ensuring it delivers the functional benefits consumers increasingly seek. The Board also reviewed brand health metrics to validate the effectiveness of recent campaigns on various demographics.

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Suppliers	We ensure that we source raw materials in a responsible manner and require our suppliers to commit to our Supplier Code of Conduct and to comply with the provisions of our Modern Slavery Statement, Human Rights Policy and Anti-bribery and Corruption policy. We seek to mitigate risks in relation to the continuity of supply of key raw materials and ingredients by developing strong commercial relationships with our key suppliers. We have regular engagement with our suppliers through virtual and face-to-face meetings, conferences and events. In April 2025, the Company hosted its inaugural Group Supplier Conference, bringing together over 60 key suppliers to engage directly with senior leadership on the Group's long-term strategy, operational plans and direction. This has now been established as an annual event within our supplier engagement cycle. During the year we engaged with key suppliers on matters related to climate change, including innovation in sustainable packaging. The Company complies with the Prompt Payment Code guidelines, paying in excess of 93.2% of its supplier invoices on time. Monthly cross-functional supplier performance scoring is conducted; the results are shared with suppliers and discussed at review meetings. Regular review meetings are held with key suppliers to review various KPIs, including performance, risk management and ESG objectives. An annual cross-functional supplier review meeting is held, which informs our sourcing strategy for the upcoming year. Quarterly credit checks are carried out on suppliers to assess their financial health.	Updates on supply chain activities, including key suppliers, are provided to every Board meeting and are considered and discussed by the Board. These include consideration of supply chain performance, stock availability and commodity purchasing. A review of the Group's supply chain strategy, including procurement, is presented to and discussed by the Board annually. The Board approves all key supplier contracts above certain thresholds in accordance with the Group's Statement of Delegated Authorities. During the year, we continued to work closely with our suppliers in relation to our commitment to become net-zero across our own operations by 2035 and across our full supply chain by 2050, if not sooner. During the year, the Board reviewed and approved the Group's Modern Slavery Statement, cognisant of the need to ensure that adequate processes are in place to prevent modern slavery in the Group's supply chain and to maintain its reputation for high standards of business conduct. The insights and feedback gained from the Supplier Conference, alongside other ongoing supplier engagement, informed the Board's discussions regarding the annual budgeting and long-term strategic planning processes. Specifically, the presentation of our strategic roadmap during this forum ensured that our partners are positioned to support our core operational requirements and long-term growth plans, including our innovation pipeline and sustainability objectives. To support operational agility, the Board approved several important supplier contracts during the year, ensuring these agreements met the operational and strategic needs of the Group while adhering to its standards and values, including those related to capital projects, packaging, warehousing and raw materials. The Group also continued to enhance its partnerships with third-party co-manufacturers, discussing ways to expand co-packing capabilities in order to meet growing customer demand. Furthermore, engagement with strategic partners to improve collaboration influenced the Board's decision to rationalise the supplier base, focusing on deeper, strategic partnerships with fewer suppliers to drive innovation and align with the Group's new growth strategy. Risk mitigation remained a critical area of Board focus this year. The identification of concentration risk regarding certain higher risk ingredients influenced the Board to support R&D validation of alternative suppliers, prioritising business continuity and supply chain resilience. Additionally, to protect the broader ecosystem, the Board held two dedicated sessions with external advisors to review the cybersecurity threat landscape throughout the year. These sessions focused extensively on organisational preparedness and effective incident response strategies and directly influenced the decision to implement stricter vendor access protocols to mitigate the specific risks of ransomware attacks entering the Group's systems via the supply chain.

CORPORATE GOVERNANCE
REPORT CONTINUED

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Employees	The Group is committed to engaging employees at all levels regarding matters which affect them and the performance of the Group. This is achieved in a number of ways, including the use of regular briefing procedures, which twice yearly include a report on trading results. Regular communication meetings, including "town halls", are held to keep employees up to date with Group performance. Leadership team "hangouts" take place on a monthly basis to keep this group updated and to provide the opportunity for them to ask questions on business related matters. Consultation meetings also take place when the Company is making decisions that are likely to affect employees' interests, at which employee representatives' views are taken into account. The Group's intranet site provides up to date information regarding the Group's activities. In addition, an employee engagement survey "Everyone Barr None" is carried out on an annual basis, which seeks feedback from all employees on a range of areas; action plans are created in response to the results of each survey. Employees' opinions are also sought on various specific topics throughout the year by means of frequent pulse surveys. In addition to the Company's existing employee engagement mechanisms, and as required by the Code, during the year the ESG Committee reviewed and approved the Board's current mechanism for workforce engagement, being a designated non-executive director, as an appropriate mechanism for workforce engagement. Zoe Howorth was the designated workforce engagement director during the year. A structured plan for workforce engagement is developed for each year. During the year, this included face-to-face engagement sessions led by Zoe Howorth, who was supported by the Chair and the other non-executive directors. Held across various Group sites, these sessions engaged employees from all levels and functions to ensure a broad understanding of the matters affecting them. The Group has a speaking up policy in place, which complies with the Code, together with associated procedures, including employee awareness and training, to ensure that employees are encouraged to raise any matters of concern in a timely manner. The speaking up policy is communicated to all employees through a variety of channels. A designated email address is available to employees to enable them to raise any matters of concern. A communications campaign continued during the year to help raise employee awareness of the speaking up policy and to encourage employees to come forward if they want to raise any matters of concern.	The continued appointment of a designated non-executive director as a mechanism for workforce engagement strengthens the link between employees and the Board, helps to build an open and transparent culture and to ensure that all employees have a voice in the Group's future success. It also helps the Board to make better informed decisions based on the broad perspectives of the workforce. During the year, the Board evaluated the Company's approach to workforce engagement in light of industry best practice and agreed to have all independent non-executive directors participate in the workforce engagement programme. The Board is also briefed and considers the output of the routine employee feedback pulse surveys, Executive Committee led roadshows, and CEO employee engagement forums, across all UK sites. Updates on progress regarding workforce engagement are provided at Board meetings throughout the year. It was reported that, overall, the good level of workforce engagement had continued during the year and feedback from the employee engagement sessions was generally positive, with a high level of employee engagement and commitment to the business. Discussion areas during these sessions were broad-ranging, covering health, safety, and mental wellbeing; flexible and hybrid working arrangements; and employee communications. The sessions also addressed IT systems and data; employee pay and benefits, including how executive remuneration aligns with wider Group pay policy; and Company purpose and values, alongside career opportunities and leadership development. The results of the "Everyone Barr None" employee engagement survey carried out during the year were presented to and discussed by the Board. These results were the strongest in the Company's history, with year-on-year improvements in both engagement and participation. The Board was particularly pleased to see that scores exceeded industry benchmarks, specifically regarding colleagues' clarity on the Group's long-term strategic goals and its deeply embedded safety culture. Furthermore, the feedback highlighted a high degree of psychological safety across the business. These results confirm a level of cultural maturity that is well-positioned to support the Group's growth ambitions. The Board endorsed the local action planning activities being implemented across the business in response to the survey findings. Members of the Board completed site tours during the year, including tours of both factories in Cumbernauld and Milton Keynes. The Board, accompanied by members of the Group's commercial teams, completed customer site visits, and the Group's commercial teams also attended Board Strategy Days in September 2025, both of which gave the Board valuable exposure to senior and mid management across the Group. Additionally, the Board attended meetings at each of the Group's UK sites, giving the Board further exposure to employees across the Group.

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Employees continued	The Board assesses the effectiveness of engagement with employees through a number of metrics, including the results of the "Everyone Barr None" employee engagement survey, pulse surveys, turnover and absenteeism data, exit interview data and employee 'speaking up' data.	The Board regularly reviews various employee metrics throughout the year, including turnover and absenteeism data. Employee feedback influences the Company's approach to diversity, equity, and inclusion (DE&I). Employee feedback also influenced the Board's decision to approve the launch of a new Save As You Earn ('SAYE') scheme over a three or five-year period, which further supports long-term employee ownership and engagement. During the year, the Board considered and showed its continued support of the Group's people strategy "Being Your Best Barr None". The strategy continues to be developed following ongoing engagement with and input from employees across the Group. During the year, the Board reviewed employee 'speaking up' data and reviewed and approved the Group's speaking up policy and associated procedures, and approved the Company's 2025 Gender Pay Report. Throughout the year, the Nomination Committee regularly discussed and considered succession planning for senior management. The Remuneration Committee reviewed and discussed wider workforce remuneration as part of its review and approval of executive director remuneration, and also as part of its consultation on the new Directors' Remuneration Policy, which will be put to a binding shareholder vote at the 2026 AGM. Building on this foundation, feedback from the workforce regarding current cost-of-living pressures influenced the Remuneration Committee to confirm the Company's commitment to Real Living Wage accreditation, alongside the Board's approval of a Group-wide salary increase. To further align culture with employee expectations, the Board approved the inclusion of "Be Honest" as a new Company core value. The Board faced difficult decisions regarding the Group's manufacturing footprint, specifically in considering the potential closure of and subsequent sale of the Strathmore business operating from Forfar, Scotland. The Board ensured that a robust employee consultation process was prioritised to support affected colleagues. The health, safety, and wellbeing of our workforce remains a primary focus for the Board. In response to minor incident trends within the field sales team, the Board endorsed the rollout of targeted dynamic risk assessment training to better protect colleagues operating in trade environments. Recognising the importance of the Group's people strategy, the Board's approval of the significant capital investment in the Group's new London office was informed in part by how a modern hub location enhances the Group's ability to attract and retain a high-calibre and diverse workforce.

CORPORATE GOVERNANCE REPORT CONTINUED

Key Stakeholder	Form of Engagement	How This Stakeholder Group Influenced Board/Committee Discussions and Decisions
Government	We engage with governments and political bodies in an open and constructive manner on issues which affect our business, both directly and through relevant trade associations such as the British Soft Drinks Association ('BSDA'). During the year much of our government engagement continued to be related to the introduction of a UK-wide DRS. 'We took steps to communicate our position on key implementation matters to ensure our views were understood and where possible taken into account in decision-making. Additionally, during the Board's market visit to the Republic of Ireland, direct engagement was undertaken with Re-turn, the operator of the Republic of Ireland Deposit Return Scheme.	Updates on engagement with UK and devolved governments and political bodies, provided by the Chief Executive Officer, regularly inform the Board's discussions. These insights, alongside formal reviews of the broader regulatory framework, are directly factored into the Group's annual budgeting, long-term strategic planning, and areas of business development. This year, the Board's strategic planning specifically accounted for government changes to Employer National Insurance Contributions and evolving environmental sustainability policies, including the Group's net-zero plans. Furthermore, engagement on climate reporting (TCFD) and Scope 3 emissions influenced the Board's decision to approve significant investment in new packaging technologies. The complex regulatory landscape surrounding environmental frameworks, specifically Extended Producer Responsibility (EPR) and Deposit Return Schemes (DRS), was a central focus. Engagement with DEFRA and other authorities regarding demand planning and regulatory frameworks directly guided the Board's decision-making. Recognising the operational challenges of divergent regional policies, particularly following engagement regarding the Welsh DRS framework, the Board reaffirmed its strategy to advocate primarily through our active participation in the BSDA for a harmonised, interoperable UK-wide approach to reduce complexity and fraud risk. To gain practical foresight, the Board undertook a market visit to the Republic of Ireland, which included a meeting with the Republic of Ireland DRS administrators, Re-turn. This provided critical insights into the operational realities of a live scheme, directly shaping our internal forward planning for the anticipated October 2027 UK-wide rollout, building on previous preparations for the deferred Scottish DRS. To ensure operational readiness for these evolving frameworks, the Board approved further phases of the multi-year asset line replacement and expansion programmes at our Cumbernauld and Milton Keynes facilities, a decision informed by the critical need to future-proof our manufacturing capabilities. The Board actively monitored government public health policy, including the ongoing focus on the Soft Drinks Industry Levy (SDIL). Anticipating future regulatory trajectories, the Board directed capital and R&D allocation accordingly, to ensure the Group's product portfolio remains highly aligned with evolving public health guidelines. This strategic approach ensures long-term portfolio resilience while continuing to meet changing consumer needs.

Corporate culture and reputation

The Board and the Executive Committee play a critical role in creating and embedding the right corporate culture for the business. The Board aims to maintain the Company's reputation for the highest standards of business conduct and to create a culture that is responsible, diverse and inclusive. The Company's workforce is critical to its future success. The Company's focus on employee engagement will continue in order to create a culture that enables and supports a highly motivated and diverse workforce, to ensure that its workforce do the right thing for its stakeholders and deliver long-term sustainable success for the business.

The Board regularly assesses and monitors the Company's culture and, where appropriate, seeks assurance from management that it has taken or requests that it takes appropriate action to ensure that policy, practices and behaviour throughout the business are aligned with the Company's purpose, values and strategy. The Board achieves this primarily through reviewing employee feedback derived from the annual workforce engagement survey "Everyone Barr None" and frequent pulse surveys, and ensuring that appropriate actions are taken to address any areas of concern or to make improvements. In response to the feedback received this year, the Board oversaw the modernisation of the Company's reward and benefits frameworks, specifically through enhanced holiday entitlement, a new benefits platform, and increased flexible benefit allowances, together with sustained investment in the Company's office and site environments.

To further amplify the employee voice, the Board expanded the Business Involvement Groups during the year, ensuring further channels for feedback to reach the Board. Furthermore, recognising that tone is set at the top, the Board has actively championed initiatives that empower senior management to act as the primary guardians of Company culture. This includes the provision of executive coaching for senior leaders and the integration of dedicated development interventions at each of the Company's quarterly in-person leadership meetings.

The Board receives regular updates on workforce engagement from the Board's designated non-executive director, which helps the Board to assess and monitor the Company's culture. The Board regularly reviews certain health and safety (H&S) KPIs, including the number of lost time accidents during the year and performance against the Group's lost time accident incident rate target. During the year, the Board reviewed the overall health and safety performance of the Group, which showed year-on-year improvements in health and safety performance across the business. A significant focus this year was the re-assessment of the Company's organisational H&S culture maturity through the Keil Centre. Following workshops involving more than 250 supply chain employees, the Board noted that the Company has progressed from Level 3 to Level 4 maturity, with improvements shown in seven out of ten key H&S aspects. To gain first-hand insight into this culture, members of the Board and Executive Committee, including the Chief Executive Officer, Chief Finance and Operating Officer, Chief Commercial Officer, Chief Supply Chain Officer and Chief Legal and Sustainability Officer conducted management safety tours at the Company's Cumbernauld and Milton Keynes sites, engaging directly with the workforce to identify further opportunities for continuous improvement.

To provide further robustness to this oversight, the Board also reviewed the results of external audits against ISO 45001. This external assurance confirms the strength of the Company's management systems and the active support of senior leadership in maintaining a mature H&S culture. The Board noted the positive results from the workforce engagement survey "Everyone Barr None" during the year in relation to the H&S culture. The Board regularly reviews employee turnover and absence data, and noted the appropriateness of action plans put in place to engage employees and reduce turnover. The Board also assesses and monitors the Company's culture through its annual review of the Group's speaking up policy, procedures and any concerns raised; during the year the Board was satisfied that the procedures in place were working effectively and

reapproved the Group's speaking up policy. Further information on the Company's culture and workforce engagement is included in the preceding Section 172(1) Statement and in the Directors' Report on pages 124 to 129 and in the Strategic Report on pages 34 to 37.

Community and environment

Information regarding the impact of the Company's operations on the community and the environment is included in the Responsibility Report on pages 30 to 57.

Acting fairly as between members of the Company

The Board recognises its legal and regulatory duties to act fairly as between members of the Company and has put appropriate structures and processes in place to ensure it complies with all relevant legal requirements, for example in relation to the disclosure of inside information to shareholders.

Conflicts of interest

The Company's Articles of Association allow the Board to authorise potential conflicts of interest that may arise from time to time, subject to certain conditions. The Company has established appropriate conflicts authorisation procedures, whereby actual or potential conflicts are regularly reviewed and authorisations sought as appropriate. During the year, no such conflicts arose and no such authorisations were sought.

Professional advice

All directors have access to the advice of the Company Secretary, who is responsible for advising the Board on all governance matters. The non-executive directors have access to senior management of the business.

Induction, training and development

On appointment to the Board, directors are provided with a full, formal and tailored programme of induction, to familiarise them with the Group's businesses, the risks and strategic challenges the Group faces, and the economic, competitive, legal and regulatory environment in which the Group

operates. The induction includes, amongst other activities, meetings with Board members, the Company Secretary, senior management and other employees, site visits, market visits and the provision of information relating to the Group, including briefings on key business activities. The Company Secretary provides information to new directors regarding Board policies and procedures, and corporate governance matters.

The Board maintains a dynamic skills matrix, coordinated by the Company Secretary in conjunction with the Chair, to evaluate the Board's collective competencies and identify areas for further development. This evaluation is carried out through a detailed, written survey questionnaire completed by all Board members and the Company Secretary. While a comprehensive refresh of this matrix was last conducted in 2024, the insights gained from that process were instrumental in shaping the Company's governance activity throughout the year.

A primary finding of the 2024 assessment was the opportunity to further deepen the Board's expertise in digital transformation and Artificial Intelligence (AI) - areas critical to the Group's long-term market competitiveness and strategic evolution. In a direct application of the Board's governance processes, this identified requirement was the primary driver behind the Board's recruitment strategy during the year. This resulted in the successful appointment of Dr Rohit Dhawan as an independent non-executive director on 29 July 2025. This demonstrates how the Board's governance processes are effective tools for ensuring the Board possesses the necessary expertise to drive the Group's long-term strategy.

The outcome of this skills matrix evaluation contributes to the Board's ongoing programme of strategic and other reviews, ensuring that directors continually refresh their skills, knowledge, and familiarity with the Group's businesses, and their awareness of sectoral, risk, regulatory, legal, financial and other developments. This enables the directors to effectively fulfil their roles on the Board and its committees.

CORPORATE GOVERNANCE REPORT CONTINUED

Board performance evaluation

Every year the performance and effectiveness of the Board, its committees and individual directors are evaluated. In line with the Code, this year the evaluation was externally facilitated, having last been externally facilitated during the year to January 2023.

During the year Clare Chalmers Limited ("Clare Chalmers") conducted a formal, externally facilitated evaluation of the performance and effectiveness of the Board and its principal committees. Clare Chalmers is an independent adviser with no other connection to the Company or any of the individual directors. The evaluation was conducted by the completion of detailed and comprehensive written survey questionnaires by all Board members and the Company Secretary. The questionnaires were agreed with the Company Secretary and the Chair of the Board. The Board questionnaire covered such themes as strategy, leadership and accountability, Board composition, diversity, culture and risk management, and how effectively Board members work together to achieve objectives, with similar coverage for each of the committees. Clare Chalmers provided a full, written report based on the responses to the survey, which they discussed with the Chair. The full report was shared with and discussed by the Board and each of the committees. Overall, the review found that the Board and its committees were functioning with a high degree of proficiency and rigour, with no major issues identified.

A significant outcome of the evaluation was the Board's desire to further accelerate its understanding and adoption of AI and digital transformation. While the 2024 internal skills matrix evaluation first identified this as a development area, the 2025 evaluation emphasised that the rapid pace of technological change necessitates a sustained focus. To address this, the Board will establish a roadmap for upskilling and leveraging the deep technical

expertise of Dr Rohit Dhawan and Usman Hamid, the Company's recently appointed Chief Digital and Technology Officer. Their leadership will be pivotal in guiding the Board's oversight of AI integration across the Group's operations and ensuring the Company's digital strategy remains a competitive advantage. This ongoing journey demonstrates the Board's commitment to evolving its collective capabilities in line with the Group's strategic ambitions.

Following the resignation of Mark Allen on 15 January 2026, the Board held a series of meetings to determine the most appropriate leadership structure for the interim period while a permanent successor is identified. Led by Susan Barratt, in her capacity as the then Senior Independent Director, and taking into account the views of all members of the Board, the Board conducted a thorough assessment of Susan's suitability to assume the role of Interim Chair. The Board concluded that Susan possesses the deep institutional knowledge, strategic clarity, and proven leadership necessary to ensure a seamless transition during this period. The Board is confident that her appointment provides strong and effective leadership and maintains the highest standards of governance while the formal search for a permanent successor is conducted. Accordingly, the non-executive directors concluded that the Board remains effectively led and that Susan is well-positioned to oversee the Board's activities and the Group's strategic progress during this period.

The Chair is pleased to confirm that, following performance evaluation of the directors, all of the directors' performances continue to be effective and all of the directors continue to demonstrate commitment to the role of director, including commitment of time for Board meetings and committee meetings and any other relevant duties.

	Board Maximum 7	Audit & Risk Committee Maximum 4	Remuneration Committee Maximum 3	Nomination Committee Maximum 3	ESG Committee Maximum 4
Executive					
Euan Sutherland	7/7	4/4 [^]	3/3 [^]	3/3 [^]	4/4
Stuart Lorimer	7/7	4/4 [^]	–	–	–
Non-Executive					
Mark Allen	6/6	3/3 [^]	2/2	2/2	3/3 ^{^^}
Julie Barr	7/7	4/4 [^]	3/3 [^]	3/3	4/4
Susan Barratt	7/7	4/4 ^{**}	3/3	3/3	4/4
Rohit Dhawan	5/5	2/3 [*]	1/2 [*]	2/3 [*]	2/2
Zoe Howorth	7/7	4/4	3/3	3/3	4/4
Louise Smalley	7/7	4/4	3/3	3/3	4/4
Nick Wharton	7/7	4/4	3/3	3/3	4/4 ^{^^}

^{*} Rohit Dhawan was appointed to the Board on 29 July 2025. While his appointment coincided with meetings of the Audit and Risk Committee, Remuneration Committee, and Nomination Committee, the Board agreed that his attendance would commence with the full Board meeting on 30 July 2025. This deliberate approach allowed his initial focus to be directed toward the Board's broader strategic business as part of his formal induction, prior to his phased integration into the committee cycles. Consequently, Rohit Dhawan attended all meetings he was scheduled or expected to attend following his appointment.

^{**} Susan Barratt attended all meetings of the Audit & Risk Committee, three as a formal member and one by invitation following her appointment as Interim Chair on 15 January 2026.

[^] Attended by invitation only; not a formal member of the relevant committee.

^{^^} Mark Allen and Nick Wharton attended two meetings of the ESG Committee by invitation prior to their appointment as members of the ESG Committee on 19 September 2025.

Meetings and attendance

Board meetings are scheduled to be held six times each year. Between these meetings, as required, additional Board meetings (and/or committee meetings) may be held to progress the Company's business. Each Board meeting includes time dedicated for discussion on key strategic matters.

In advance of all Board meetings the directors are supplied with detailed and comprehensive papers covering the Group's operating functions. Members of the Executive Committee and senior management across the Group attend and make presentations as appropriate at meetings of the Board and its committees. The Company Secretary is responsible to the Board for the timeliness and quality of information provided to it. The Chair holds meetings with the non-executive directors during the year without the executive directors being present.

The attendance of directors at Board and committee meetings in the year to 31 January 2026 is set out in the above table. On 19 September 2025, following a recommendation from the Nomination Committee, the Board approved a decision for Mark Allen, Nick Wharton and Rohit Dhawan to be appointed to the ESG Committee.

During the year, in addition to scheduled meetings, the Board convened an additional Board meeting on 14 January 2026 to conclude matters relating to Board succession and the transition of the Chair and Senior Independent Director roles, effective from 15 January 2026.

Committees of the Board

The terms of reference of the principal committees of the Board – the Audit and Risk Committee, Remuneration Committee, Nomination Committee and ESG Committee – have been approved by the Board and are available on the Company's website, www.agbarr.co.uk.

Those terms of reference have been reviewed in the current year and are reviewed at least annually. The work carried out by the Nomination Committee in discharging its responsibilities is summarised below. The work carried out by the Audit and Risk Committee is described within the Audit and Risk Committee's Report on pages 87 to 92. The work carried out by the Remuneration Committee is described within the Directors' Remuneration Report on pages 93 to 97 and 109 to 110. The work carried out by the ESG Committee is described within the Responsible Business Report on page 45.

The Board has a Market Disclosure Committee which, as at the date of this report, comprises Louise Smalley, Euan Sutherland, Stuart Lorimer and the Company Secretary. The Market Disclosure Committee meets only when required and is responsible for overseeing the disclosure of information by the Company to meet its obligations under the Market Abuse Regulation and the Financial Conduct Authority's UK Listing Rules and Disclosure Guidance and Transparency Rules. There was one meeting of the Market Disclosure Committee held during the year.

The Board has an Equity Investment Committee, which as at the date of this report, comprises Susan Barratt, Euan Sutherland, Stuart Lorimer and the Company Secretary. The Equity Investment Committee meets only when required and is responsible for overseeing the Company's equity investments in investee companies. There were no meetings of the Equity Investment Committee held during the year.

Nomination Committee

The Nomination Committee comprises Susan Barratt, Louise Smalley, Zoe Howarth, Nick Wharton, Rohit

Dhawan and Julie Barr. The Nomination Committee is chaired by Susan Barratt. The Nomination Committee leads the process for making appointments to the Board and ensures that there is a formal, rigorous and transparent procedure for the appointment of new directors to the Board. The remit of the Nomination Committee also includes reviewing the composition of the Board through a full evaluation of the skills, knowledge and experience of directors and ensuring plans are in place for orderly succession for appointments to the Board. When identifying potential new directors for appointment to the Board, the Nomination Committee utilises the services of appropriately skilled and expert external search consultants. During the year, in support of the search for a new independent non-executive director, the Committee conducted a robust assessment of several appropriately expert search providers and subsequently appointed Sam Allen Associates ("Sam Allen"). This search focused on identifying a candidate with specific expertise in digital transformation and technology. Following a rigorous selection process, this led to the appointment of Dr Rohit Dhawan to the Board on 29 July 2025. Sam Allen has no other connection with the Company or its individual directors, apart from the provision of these recruitment services.

The Nomination Committee is required, in accordance with its terms of reference, to meet at least three times per year. The Nomination Committee met three times during the year and, amongst other matters, considered the structure, size and composition of the Board and its committees, cognisant of the need to ensure that they have the right combination of skills, experience and knowledge, and bearing in mind the length of service of the Board as a whole and the need to regularly refresh its membership. The Nomination Committee considered a corporate succession plan for the Board and senior management, based on merit and objective criteria and cognisant of the need to build a diverse and inclusive culture. Following the transition of the role of Chair effective from 15 January 2026, a key priority for the Nomination Committee was the commencement of a formal and

rigorous recruitment process for a permanent successor Chair of the Board. This process is being conducted in alignment with the Group's long-term succession strategy to ensure the Board continues to possess the leadership necessary to drive the Group's strategic evolution. In support of this process, the Committee conducted a robust assessment of several appropriately expert search providers and subsequently appointed The MBS Group Limited ("MBS") to assist in the search for a new independent Non-Executive Chair. MBS has no other connection with the Company or its individual directors, apart from the provision of these recruitment services.

The Board believes that building a diverse and inclusive culture is integral to the success of the Company. Diversity includes aspects such as diversity of skills, perspectives, industry experience, educational and professional background, gender, ethnicity and age. The Company's Board and Executive Committee Diversity policy ("Diversity Policy") provides that these aspects will be considered in determining the optimum composition of the Board, its committees and the Executive Committee, with the aim of achieving an appropriate balance. All appointments to the Board, its committees and the Executive Committee are made on merit, against objective criteria, and with due regard for the benefits of diversity and inclusion. The Nomination Committee is responsible for overseeing the implementation of the Diversity Policy. The Nomination Committee reviews the Diversity Policy at least annually to ensure its effectiveness, with any amendments recommended to the Board for approval.

As at 31 January 2026, the Company is pleased to confirm that it met all three board diversity targets set out in the UK Listing Rules (UKLR 6.6.6R(9)). Specifically, female representation stood at 50% on the Board, satisfying the requirement for at least 40% women. The target for at least one woman to hold a senior board position was met through the roles of Interim Chair and Senior Independent Director being held by Susan Barratt and Louise Smalley respectively.

Furthermore, following the appointment of Dr Rohit Dhawan as a non-executive director during the year, the Board includes representation from a minority ethnic background, satisfying the ethnic diversity target.

At the Executive Committee level, female representation stood at 33.3% as at 31 January 2026, at which date 100% of the Executive Committee self-disclosed as being of White European ethnicity. Following the post-year end appointment of Usman Hamid (Chief Digital and Technology Officer) to the Executive Committee on 2 February 2026, the Group has further increased its senior leadership diversity with 14.3% of the Committee now self-disclosing as being from a minority ethnic background. The Board remains committed to fostering an inclusive culture and ensuring diversity of perspective at all levels of leadership to drive the sustained success of the Group. Full disclosure relating to gender and ethnic diversity within the Company is included in the Directors' Report on page 125.

Treasury and Commodity Committee

The Treasury and Commodity Committee consists of Euan Sutherland, Stuart Lorimer and senior members of the finance, legal and procurement departments. The Treasury and Commodity Committee's terms of reference are reviewed and approved annually by the Audit and Risk Committee. The Treasury and Commodity Committee reviews purchase requirements in foreign currencies and implements strategies, including the use of foreign exchange hedges, in order to reduce the risk of foreign exchange exposure and to provide certainty over the value of non-domestic purchases in the short to medium term. The Treasury and Commodity Committee's remit includes the ability to utilise certain financial instruments in order to hedge the Group's exposure to interest rate fluctuations. The Treasury and Commodity Committee also monitors the Group's short and medium term funding requirements, provides oversight of hedge accounting and adherence to hedge accounting standards, monitors the ongoing requirements of the Company's various employee share schemes, monitors cash flow and

CORPORATE GOVERNANCE REPORT CONTINUED

any capital restructure programmes, oversees the Group's dividend policy and proposals for the payment of dividends and annually reviews the Group's Statement of Delegated Authorities.

Internal control

The Board has overall responsibility for the Group's internal control systems and annually reviews their effectiveness, including a review of financial, operational, compliance and risk management controls. The implementation and maintenance of the risk management and internal control systems are the responsibility of the executive directors and senior management. The systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss.

The Board has reviewed the effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls, in accordance with the Code for the period from 26 January 2025 to the date of approval of this Annual Report. No significant failings or weaknesses were identified from this review during the year. Had any failings or weaknesses been identified then the Board would have taken the action required to remedy them.

During the year, the Board and the Audit and Risk Committee have monitored developments regarding the Code, specifically the enhanced requirements under Provision 29 of the Code relating to the Board's declaration on the effectiveness of material internal controls. The Board has overseen the Audit and Risk Committee's work in reviewing the Group's existing control framework and assurance mapping to ensure readiness for these future reporting requirements. Further details of the steps taken by the Audit and Risk Committee during the year in anticipation of Provision 29 of the Code can be found in the Audit and Risk Committee Report on pages 89 to 92.

The Board confirms that there is an ongoing process, embedded in the Group's integrated internal control systems, allowing for the identification, evaluation and management of significant risks, as well as a reporting process to the Board. This risk management process has been in place throughout the year ended 31 January 2026 and up to the date of the approval of this Annual Report. The Board has carried out a robust, systematic assessment of the principal and emerging risks facing the Group during the period, including those, which would threaten its business model, future performance, solvency or liquidity. Information on the Group's risk management framework, including the operation of the Group's Risk Committee, is set out in the Strategic Report on pages 63 to 69.

The three main elements of the Group's internal control system are as follows:

The Board

The Board has overall responsibility for the Group's internal control systems and exercises this through an organisational structure with clearly defined levels of responsibility and authority as well as appropriate reporting procedures.

The Board has a schedule of matters that are brought to it, or its duly authorised committees, for decision, aimed at maintaining effective control over strategic, financial, operational and compliance issues.

This structure includes the Audit and Risk Committee which, with the Chief Finance and Operating Officer, reviews the effectiveness of the internal financial and operating control environment.

Financial reporting

There is a comprehensive strategic planning, budgeting and forecasting system with an annual operating plan approved by the Board. Monthly financial information, including trading results, cash flow statement, statement of financial position and indebtedness is reported.

The Board and the Executive Committee review the business and financial performance against the prior year and against annual plans approved by the Board.

Audits and reviews

The key internal risks identified in the Group are subject to regular audits or reviews by the internal auditors. This role is fulfilled by an external professional services firm, which is independent from the Board and the Group.

The review of the internal auditor's work by the Audit and Risk Committee and monitoring procedures in place ensure that the findings of the audits are acted upon and subsequent reviews confirm compliance with any agreed action plans.

The Board confirms that there has been an independent internal audit function in place for the year.

Share capital structure

The share capital structure of the Company is set out in the Directors' Report (pages 127 to 128).

UK Corporate Governance Code compliance

The Company is committed to the principles of corporate governance contained in the Code. A copy of the Code is available on the Financial Reporting Council's website, www.frc.org.uk.

Each of the provisions of the Code has been reviewed and the directors consider that the Company has complied with the provisions of the Code throughout the year ended 31 January 2026, save for a temporary non-compliance with Provision 39 between 26 January 2025 and 1 April 2025, as set out in the section below. As at the date of this report, the Company is in full compliance with all provisions of the Code.

Provision 39 of the Code states that pension contribution rates for executive directors, or payments in lieu, should be aligned to those available to the

workforce. As disclosed in our 2024/25 Annual Report, Stuart Lorimer previously received a cash allowance equal to his contractual pension provision of 24% of salary. The Board is pleased to confirm that, effective from 1 April 2025, Stuart Lorimer's maximum company pension contribution, or payment in lieu, was aligned to the rate available to the wider workforce, which is currently 8% of salary, thereby bringing the Company into compliance with Provision 39 of the Code.

A copy of the financial statements has been placed on the Company's website, www.agbarr.co.uk. The maintenance and integrity of this website is the responsibility of the directors. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board



Christopher K. O'Donnell
Company Secretary
31 March 2026

AUDIT AND RISK COMMITTEE REPORT

On behalf of the Audit and Risk Committee, I am pleased to present its report for the year ended 31 January 2026. The report describes the key activities undertaken by the Committee during the year and how it has discharged its role and responsibilities.

Nick Wharton
Chair of the Audit and Risk Committee

Composition

The Audit and Risk Committee (the 'ARC') currently comprises four non-executive directors: Nick Wharton (Chair), Louise Smalley, Zoe Howorth and Dr Rohit Dhawan.

Membership of the ARC changed during the year to reflect Board succession planning. Dr Rohit Dhawan was appointed to the ARC upon joining the Board on 29 July 2025, bringing significant experience in digital transformation and Artificial Intelligence. Susan Barratt served as a member of the ARC for the majority of the year but stepped down on 15 January 2026 following her appointment as Interim Chair of the Board.

The ARC is chaired by Nick Wharton. The Board is satisfied that Nick Wharton has recent and relevant financial experience as required by Provision 24 of the 2024 UK Corporate Governance Code (the 'Code'). Biographical details of the Chair and other members of the ARC are shown on pages 70 to 71. The Board has determined that the current composition of the ARC as a whole has competence relevant to the sector in which the Company operates, to enable it to deal effectively with the matters it is required to address and to challenge management when necessary.

Meetings

The ARC is required, in accordance with its terms of reference, to meet at least four times per year. The ARC met four times during the year.

The meetings are attended by the ARC members and, by invitation, the Chair of the Board, Chief Executive Officer, Chief Finance and Operating Officer, the Corporate Finance Director, the Chief Legal and Sustainability Officer, and representatives from the external and internal auditors. To ensure independent oversight, the ARC Chair customarily meets with the Chief Finance and Operating Officer, Corporate Finance Director and other members of management, as well as privately with the external and internal auditors. Furthermore, the ARC holds private sessions with both the external and internal auditors without management present as required throughout the year.

Role and responsibilities

The terms of reference of the ARC were updated in January 2026 and can be accessed on the Company's website, www.agbarr.co.uk.

The primary role of the ARC is to assist the Board in fulfilling its oversight responsibilities, which include certain delegated responsibilities. This involves providing independent challenge and oversight of the Group's financial reporting process, the internal and external audit functions, and the effectiveness of the Group's internal control and risk management systems. The Committee's primary areas of focus are as follows:

- **Financial reporting:**

- monitoring the integrity of the annual and interim financial statements and formal announcements relating to the Group's financial performance and reviewing any significant financial reporting judgements and disclosures, which they contain;
- if requested by the Board, providing advice on whether the Annual Report and Accounts are fair, balanced and understandable; and
- reporting to the Board on the appropriateness of the Group's accounting policies and practices.

- **Internal control and risk management:**

- reviewing and monitoring the effectiveness of the Group's internal control and risk management systems;
- reviewing and monitoring the effectiveness of the internal audit function, which is resourced externally, and management's responsiveness to any findings and recommendations; and
- reviewing the identification and mitigation of the Group's existing corporate risks and emerging risks.

- **Policies and procedures:**

- reviewing and approving the terms of reference for the Group's Treasury and Commodity Committee;
- reviewing and making recommendations to the Board regarding the Group's delegated authority limits;

AUDIT AND RISK COMMITTEE REPORT CONTINUED

- reviewing, monitoring and making recommendations to the Board regarding the Group's tax risk management policy;
- reviewing, monitoring and approving the Group's expanded anti-facilitation of financial crime policy, which replaces the former anti-facilitation of tax evasion policy;
- reviewing, monitoring and approving the Group's anti-bribery policy and procedures;
- approving the appointment and removal of the internal auditor;
- reviewing and making recommendations to the Board in relation to the appointment and removal of the external auditor and approving its remuneration and terms of engagement;
- reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process;
- reviewing and approving the policy on the engagement of the external auditor to supply non-audit services and on the employment of former employees of the Group's external auditor; and
- reporting to the Board on how it has discharged its responsibilities.

Activities of the Audit and Risk Committee

In respect of the year to 31 January 2026 (the 'period under review'), the ARC has discharged its responsibilities by undertaking the following actions across its primary areas of focus:

Financial Reporting

Area of Focus	Action Taken by the ARC
Financial Statements & Accounting Judgements	- Reviewed and discussed with the external auditor the key accounting considerations and judgements reflected in the Group's unaudited results for the six month period ended 26 July 2025 and the full year ended 31 January 2026. - Reviewed the half year and full year financial statements. - Received and reviewed reports from management regarding their approach to key accounting considerations and judgements in the half year and full year financial statements, specifically including the accounting treatment for the Company's acquisition of a majority shareholding in Innate-Essence Limited.
External Audit Strategy & Scope	- Reviewed and agreed the external auditor's audit strategy memorandum in advance of its audit for the year ended 31 January 2026. - Discussed and agreed the nature and scope of the work to be performed by the external auditor.
Audit Findings & Independence	- Discussed the report received from the external auditor regarding its audit in respect of the year ended 31 January 2026, which included comments on its findings on internal control and key audit risks and a statement on its independence and objectivity. - Reviewed the results of this audit work and the response of management to matters raised.
Internal Control and Risk Management	
Internal Audit Oversight	- Discussed and agreed the nature and scope of the work to be performed by the internal auditor. - Received reports from internal audit covering various aspects of the Group's operations, controls and processes. - Reviewed the results of this audit work and the response of management to matters raised. - Documenting and maintaining the audit universe to ensure that all corporate risks are covered by audit activities at an acceptable frequency.
Risk Management Framework	- Continued to oversee the Company's approach to risk management and the risk framework. - Received reports on the operation of the Group's Risk Committee. - Reviewed the Group's risk register and the Group's principal risks in light of the Board's risk appetite for key risk areas, together with the systems and processes for mitigating those risks. - Received reports from management in relation to the identification and management of emerging risks for the Group. - Reviewed and recommended the Group's enterprise risk management framework, including the Group's risk appetite statement, to the Board.
Management Presentations	As part of a rolling programme, the ARC received Management Presentations. Key presentations focussed on pension and tax governance, treasury and cash management, and various risk frameworks, specifically those concerning field sales operations and raw material management.

Internal Control and Risk Management continued

Area of Focus	Action Taken by the ARC
Strategic Projects & Governance	- Oversaw and supported the Company in its preparation for the new requirements of Provision 29 of the Code. - Oversaw the successful integration of financial controls following the Company's acquisition of a majority shareholding in Innate-Essence Limited.
Cyber Security & Fraud Risk	- Received reports from management on the actions taken by the business to mitigate cyber risks, including the risk of a ransomware attack. - Oversaw the Group's fraud defence strategy and risk assessment processes, specifically regarding preparedness for the 'failure to prevent fraud' offence introduced by the Economic Crime and Corporate Transparency Act 2023.
Control Effectiveness & Viability	- Reviewed the effectiveness of the Group's risk management and internal control systems (including financial, operational, compliance and risk management controls) for the full year. This review was conducted through: - Assessing detailed reports from the internal and external auditors, the Group's Risk Committee and routinely reviewing the Group's principal and emerging risks. - Receiving management presentations and progress updates from the Chief Finance and Operating Officer, Chief Legal and Sustainability Officer, Corporate Finance Director, and other members of senior management across the Group at each ARC meeting. - Using written survey questionnaires completed by executive directors and senior management to capture a comprehensive view of the Group's risk and control environment. - Considering the results of the internal audit plan and management's responsiveness to any findings. - Reporting the ARC's findings to the Board to support the Board's annual review of the effectiveness of the Group's internal control and risk management systems. - Following up on internal control related actions. - Reviewed and approved the Company's viability and going concern statements.
Policies and Procedures	
Area of Focus	Action Taken by the ARC
Committee Governance	- Reviewed and recommended to the Board updated terms of reference for the ARC to reflect the new requirements of Provision 29 of the Code and the adoption of the FRC's 'Audit Committees and the External Audit: Minimum Standard' recommendations (noting that the ARC already adhered to these principles). - Reviewed the performance and effectiveness of the ARC, including the results of an externally facilitated performance evaluation conducted by James Littlefair of Clare Chalmers Ltd.
Financial & Operational Policies	- Reviewed and approved the Group's Treasury policy, commodities management policy and the terms of reference for the Group's Treasury and Commodity Committee. - Reviewed and recommended the Group's statement of delegated authorities to the Board. - Reviewed and recommended the Group's banking facilities to the Board. - Reviewed and recommended the Group's tax risk management policy to the Board.
Compliance & Financial Crime	- Reviewed and approved the Group's anti-facilitation of financial crime policy (which replaced the Group's former anti-facilitation of tax evasion policy and aligns with the Group's expanded fraud defence strategy). - Reviewed the effectiveness of the Group's anti-bribery systems and controls and reviewed and approved the Group's anti-bribery and corruption policy.
Auditor Appointment & Independence	- Approved the reappointment of the internal auditor. - Reviewed the performance of the incumbent internal auditor and the effectiveness of the Group's internal audit activities. - Made recommendations to the Board on the appointment and remuneration of the external auditor and reviewed and monitored the performance, independence and objectivity of the auditor and the effectiveness of the external audit process. - Reviewed the ARC's policies on the supply of non-audit services by the external auditor and on the employment of former employees of the Group's external auditor. - Reviewed the non-audit services provided to the Group by the external auditor and monitored and assessed the independence of both the external and internal auditors.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Fair, Balanced and Understandable

At the request of the Board, the ARC considered whether the Annual Report and Accounts for the year ended 31 January 2026, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

To support this assessment, the ARC reviewed the draft Annual Report and Accounts and the financial reporting processes that underpin its preparation. Key activities in this review included:

- **Consistency:** Ensuring that the narrative sections of the Strategic Report on pages 1 to 69 are consistent with the financial statements and that alternative performance measures (APMs) are clearly defined, relevant, and reconciled to statutory measures.
- **Balance:** Confirming that both positive and negative aspects of performance are presented with equal prominence, ensuring an honest reflection of the challenges as well as the successes during the year.
- **Clarity:** Ensuring that the report is written in clear, straightforward language, avoiding unnecessary jargon, and that key messages are accessible to shareholders.
- **Verification:** Receiving confirmation that a robust verification process had been undertaken by management, with input from external advisers where appropriate.

Following this detailed review of management's processes and consideration of the draft Annual Report and Accounts, the ARC was satisfied that the report met these criteria and recommended to the Board that it could make the required disclosure as set out in the Statement of Directors' Responsibilities on page 130.

Significant Areas

The significant matters and key accounting judgements independently assessed and considered by the ARC in respect of the period under review were:

Area of Focus	Action Taken by the ARC
Revenue recognition – brand support accruals Judgement is required by management when determining the level of brand support accruals at the year end.	During the year, the ARC received and considered reports from management on the internal processes and controls in place with regard to brand support accruals, and the level of accruals at the half year and at the year end. It also received and considered reports from the external auditor following their review of net revenue and brand support accruals during the period. The ARC considered these reports and was satisfied that the estimates and judgements made by management are appropriate. The ARC reviewed management's application of the Group's revenue recognition policy, specifically assessing the expected value method used to estimate variable consideration for promotional discounts where settlement had not been fully agreed at year end.
Management override of controls There is a risk of fraud associated with the potential override of internal controls by management in any organisation.	During the year, the ARC assessed this risk and received and considered a report from the external auditor which stated that its procedures, which included the use of data analytics to test journal entries and other adjustments, did not identify any errors or significant deficiencies in internal controls. The ARC was content that there were no issues arising.
Other Areas Other matters independently assessed and considered by the ARC in respect of the period under review were:	
Area of Focus	Action Taken by the ARC
Impairment of intangible assets Judgement is required in the valuation of intangible assets and whether any intangible assets should be impaired.	The ARC considered a report from management and the external auditors in relation to their impairment reviews of the intangible asset base (including goodwill and brands arising from recent acquisitions) and was satisfied with management's conclusion that, following impairment assessments carried out as part of the interim and full year reporting processes, no impairment was required. The ARC concluded that the carrying values of intangible assets on the balance sheet remained supportable. The external auditor concurred with management's assessment.
Assumptions used in the defined benefit pension scheme There is a risk related to judgements made by management in valuing the defined benefit pension scheme liability, including the appropriateness of the discount rate and inflation rate assumptions.	The Company operates the A.G. BARR p.l.c. (2008) Pension and Life Assurance Scheme, which includes a defined benefit section. The Company engages a third party, Hymans Robertson, to assist in the IAS 19 valuation of the defined benefit pension scheme liability. The ARC was satisfied that management had considered and was comfortable with the assumptions used by the actuary. The ARC received and considered a report from the external auditor which stated that it had carried out a review and benchmarking exercise of the assumptions and concluded that they were within an acceptable range. After discussion and challenge the ARC was satisfied that the assumptions proposed were reasonable and these were approved.
Accounting for Acquisitions The acquisition of a majority shareholding in Innate-Essence Limited required judgement in the allocation of purchase price and the valuation of acquired intangible assets and goodwill.	The ARC received and considered reports from management regarding the fair value of assets and liabilities acquired, and the valuation models used for intangible assets. The ARC challenged the key assumptions and was satisfied that the acquisition had been accounted for in accordance with IFRS 3. The external auditor reviewed the acquisition accounting and concurred with management's assessment. The ARC reviewed management's application of IFRS 3 Business Combinations regarding the acquisition of Innate-Essence Limited. The Committee received and considered reports regarding the fair value of assets and liabilities acquired, and specifically challenged the key assumptions and the valuation models used for identifying and valuing the acquired intangible assets (brands) and residual goodwill.

Other Areas continued

Area of Focus	Action Taken by the ARC
Going concern Assessment of the going concern assumption involves judgement regarding future trading performance and available liquidity.	The ARC considered and challenged reports from management regarding the going concern assumption and the key environmental and trading sensitivities applied, and was satisfied that this assumption was appropriate. The external auditor supported the ARC's conclusion.
Viability Assessment of the Company's long term viability involves judgement regarding the appropriate look-forward period and the Group's ability to remain solvent under severe but plausible scenarios.	The ARC considered and challenged reports from management regarding the viability statement, including information on the Group's financing facilities, and approved the viability statement. The external auditor supported the ARC's conclusion.
Alternative Performance Measures (APMs) Judgement is required to ensure APMs are presented fairly and do not obscure statutory figures.	The ARC considered a report from the external auditor on management's presentation of APMs in the Annual Report and Accounts for the year ended 31 January 2026, including a report on whether the use of APMs and statutory figures was generally well balanced and APMs were appropriately labelled and defined, and was satisfied that APMs were appropriately presented.
Adjusting item(s) Judgement is required in relation to the classification and presentation of certain items as adjusting items.	The ARC considered and challenged a report from management in relation to the classification and presentation of certain items as adjusting items (specifically regarding transaction and integration costs related to recent acquisitions and the business reorganisation), and was satisfied with the treatment and presentation of the items which arose during the period under review as adjusting. The external auditor concurred with the ARC's assessment. The ARC reviewed the application of the Group's accounting policy for non-GAAP measures. The Committee challenged whether the transaction and integration costs related to recent acquisitions, and costs of business reorganisation, met the criteria of being material by their size or incidence to warrant classification as adjusting items. The ARC was satisfied with the treatment and presentation of the items which arose during the period under review as adjusting.

Throughout the year, the ARC received regular presentations from senior management, providing valuable insights into key aspects of the Group's operations and strategy. These presentations covered a range of topics. Key presentations focused on pension and tax governance, treasury and cash management, and various risk frameworks, specifically those concerning field sales and raw materials. Specific focus was given to the Company's preparedness for the Economic Crime and Corporate Transparency Act 2023 and the Group's fraud defence strategy, alongside the development of the "material controls" assurance framework to support the future declaration required by Provision 29 of the Code. These discussions allowed the ARC to assess the effectiveness of the Group's approach in each of these critical areas and to ensure alignment with overall business objectives and risk management protocol.

External Audit

The Group's external auditor is Deloitte LLP ('**Deloitte**'). The current audit partner is David Mitchell. The ARC reviews the external auditor's performance, independence and objectivity annually. The ARC ensures that procedures are in place to safeguard the external auditor's independence and objectivity. The external auditor reports regularly to the ARC on the actions that it has taken to comply with its professional and regulatory requirements and current best practice in order to maintain its independence and objectivity.

The Group has a policy in place, which ensures that the provision of non-audit services by the external auditor does not impair the auditor's independence or objectivity. This policy reflects the Financial Reporting Council's Ethical Standard 2024, such that the external auditor may only provide non-audit services, which are closely linked to the audit itself or are required by law or regulation. In addition, the default position of the ARC is to award non-audit

contracts to independent firms, utilising the external auditor only when a clear justification exists. The policy was complied with during the year.

Details of the amounts paid to the external auditor during the year for audit and non-audit services are set out in Note 3 to the financial statements. The ratio of fees for non-audit services to those for audit services for the year was 8.5%, within the 70% cap in the Financial Reporting Council's guidance. The ARC considered the nature and level of non-audit services provided and was satisfied that the objectivity and independence of the external auditor were not affected by the non-audit work undertaken. The non-audit fees during the year related to the performance of the half year review. The nature of and level of fees for the non-audit services provided were considered by Deloitte who concluded that they did not present a threat to Deloitte's independence. Deloitte was appointed as the Group's external auditor in May 2017 following a competitive tender process. There are no contractual obligations which

restrict the ARC's choice of external auditor. The senior statutory auditor rotates every five years to ensure independence.

The ARC acknowledges the requirement to tender the external audit contract at least every ten years. The Company confirms that it has complied with the provisions of the Competition and Markets Authority's Statutory Audit Services Order in respect of the financial year. In line with regulation, during the year ending January 2027, the ARC will initiate a tender of the external audit contract beginning with the 2027/28 financial year.

During the year, the ARC reviewed and monitored the external auditor's independence and objectivity and the effectiveness of the external audit process. The ARC reviewed and approved the external auditor's plan for undertaking the half year review and the year end audit, including the scope of its work and its proposed approach to the key risk areas identified. The ARC reviewed the detailed reports prepared by

AUDIT AND RISK COMMITTEE REPORT CONTINUED

the external auditor setting out its findings from the half year review and the year end audit, with a particular focus on the areas of audit risk identified. The ARC also received comprehensive papers from management in relation to the half year review and the year end audit. The ARC held meetings with the external auditor in the absence of management to discuss the interim review and the year end audit findings and processes. The ARC was satisfied with the internal processes run by management and its response to challenge from the external auditor.

The ARC carried out a review of the effectiveness of the external auditor and the external audit process during the year, led by the Chair of the ARC. This review included an internally facilitated detailed and comprehensive evaluation of the Group's external auditor and the external audit process using written survey questionnaires, which were completed by the executive directors and relevant members of senior management. Members of the ARC carried out an externally facilitated review of the Group's external auditor and the external audit process during the year using written survey questionnaires. The results of the evaluation were shared with the ARC and the external auditor. Overall, the evaluation was positive, with a small number of improvement opportunities identified and discussed with the external auditor.

Following these reviews and meetings, and after debate and discussion, the ARC was satisfied with Deloitte's performance during the year, that it was objective and independent, and that the external audit process remains effective, with no major issues identified. The ARC has recommended to the Board that a resolution proposing the appointment of Deloitte be put to shareholders at the 2026 AGM.

Internal Audit

At the beginning of each year, an internal audit plan is developed by the internal auditor following meetings with directors and senior managers within the business and with reference to the significant risks and identified controls contained within the Group's risk register and wider control topics highlighted in the Group's Internal Audit Universe. The ARC approves the internal audit plan for the first half of the year at the beginning of the year and the plan for the second half of the year at the July ARC meeting.

The ARC receives updates on progress against the plan and the recommendations arising from the internal audits throughout the year, together with updates on management's progress against outstanding actions. The ARC noted that internal audit work during the year did not identify any significant control weaknesses in the areas reviewed.

The ARC held meetings with the internal auditor in the absence of management to discuss the internal audit findings and processes.

The ARC carried out a review of the effectiveness of the internal audit function and the Company's risk management and internal control systems during the year, led by the Chair of the ARC. This review included an internally facilitated detailed and comprehensive evaluation of these matters using written survey questionnaires, which were completed by the executive directors and relevant members of senior management. Members of the ARC carried out an externally facilitated review of the Group's internal audit function and the Company's risk management and internal control systems during the year using written survey questionnaires. The results of the evaluation were shared with the ARC and the internal auditor. Overall, the evaluation was positive, with a small number of improvement opportunities identified.

Following these reviews and meetings, the ARC was satisfied that the internal audit function was performing in an effective manner and that the Company's risk management and internal control systems were effective, with no major issues identified.

Looking Ahead

The ARC continues to keep its activities under review in light of the evolving audit and governance landscape and the Group's strategic growth plans. Key priorities for the ARC during the year ahead will be:

- **Material Controls Declaration:** Finalising the assurance framework to enable the Board to meet the specific requirements of Provision 29 of the Code. This will involve overseeing the testing and validation of the Group's material controls to support the first annual declaration on the effectiveness of the risk management and internal control framework in the 2026/27 Annual Report & Accounts.
- **Cyber Security:** Overseeing the delivery of the Group's cyber risk action plan to ensure that the controls implemented remain appropriate for the evolving threat landscape. The ARC will focus on monitoring the operational effectiveness of these measures and the Group's ability to maintain resilience.
- **Acquisitions & Financial Control:** Reviewing the accounting and reporting judgements related to Group acquisitions. The ARC will ensure that the financial control environment across the Group continues to be robust, including those related to recently acquired and other future acquisitions.

Audit and Risk Committee Performance Evaluation

In accordance with the Code, an externally facilitated review of the performance and effectiveness of the ARC was carried out during the year. The performance evaluation was facilitated by James Littlefair of Clare Chalmers Ltd as part of the triennial external performance review of the Board and its sub-committees.

This review included a detailed and comprehensive evaluation of the performance and effectiveness of the ARC using written survey questionnaires, which involved members of the ARC, Chair of the Board, Chief Executive Officer, Chief Finance and Operating Officer, Chief Legal and Sustainability Officer and the Company Secretary. The results of the performance evaluation were shared with the ARC. Overall, the review found that the ARC was functioning in an effective manner and performing well, with a strong mix of skills, perspectives and appropriate focus on business processes and their inherent risks and the most significant risk and accounting topics impacting the audit.



Nick Wharton
Chair of the Audit and Risk Committee
31 March 2026

DIRECTORS' REMUNERATION REPORT

On behalf of the Remuneration Committee, I am pleased to present the Directors' Remuneration Report for the year ended 31 January 2026.

Louise Smalley
Chair of the Remuneration Committee

Introduction

This Directors' Remuneration Report is made up of three key sections: my annual Chair's statement, our Annual Report on Remuneration on pages 98 to 112; and a new Directors' Remuneration Policy (the 'Policy') on pages 113 to 123. In line with best practice and our commitment to transparency, this report aims to be clear and easy to read, explaining not just what we paid, but why, in the context of our Company culture, performance, and the pay arrangements for the wider workforce. This Annual Report on Remuneration, along with this Chair's statement, will be subject to an advisory shareholder vote at the 2026 AGM.

New Directors' Remuneration Policy

A significant focus of the Remuneration Committee (the 'Committee') during 2025 has been the comprehensive review of our remuneration framework. The current Policy was approved by shareholders at the 2023 AGM and has governed our decisions for the past three years. Following our review, we will be presenting a proposed new Policy for a binding vote at the 2026 AGM. Should this new Policy be approved, it is intended to operate for the three years commencing from the date of the 2026 AGM. We believe the existing Policy has served the Company well, and therefore the proposed framework represents an updating of the current Policy rather than a total restructure. We are comfortable that the new Policy continues to ensure that management is incentivised appropriately whilst allowing a level of flexibility over the coming three years. Accordingly, there are minimal changes to the proposed Policy. We will also be seeking shareholder approval for the adoption of updated Annual Bonus Plan rules to cover changes that will simplify the operation of the deferred bonus, details of which are set out below.

The Committee is proposing the following changes to the Policy and its implementation:

Annual bonus opportunity

The Committee has reviewed carefully the bonus opportunity for executive directors to ensure it will continue to enable us to offer a competitive and appropriate package over the next Policy cycle as we continue to make progress with our strategy. Following this review, the Committee has concluded it is appropriate to increase the maximum bonus opportunity under the policy to 150% of salary from the current maximum of 125% of salary. This is supported by market data from the FTSE 250 (excluding financial services and investment trusts), which shows that both the lower quartile and median bonus opportunity for the Chief Executive Officer role is 150% of salary.

It is intended that this new maximum will be implemented for the Chief Executive Officer from 2026 to more appropriately reflect the capabilities of our experienced FTSE Chief Executive Officer, his performance in the role to date, whilst remaining aligned with market norm levels of opportunity in the FTSE 250. The Chief Finance and Operating Officer will continue to participate in a maximum bonus of 125% of salary for 2026 (in line with the current maximum opportunity).

Threshold for bonus payout

In order to reflect our approach of setting stretching targets under the performance measures for the annual bonus, it is proposed that the payout for threshold performance will be changed to 20% of the bonus maximum opportunity (currently set at 0% at threshold) for 2026 onwards. This will align the level of threshold payout for the executive directors with general market practice.

It also ensures a consistent approach to threshold across our incentives and brings it in line with the LTIP, which currently delivers 20% of max for threshold performance. The Committee is confident that under the strategic growth plan to 2030, the performance ranges will incorporate a level of stretch such that a payout for threshold performance of 20% of max would be appropriate. Target and max bonus will remain at 50% and 100% of the maximum bonus opportunity.

DIRECTORS' REMUNERATION REPORT CONTINUED

Approach to bonus deferral

It is proposed to simplify the current bonus deferral mechanism so that 50% of any bonus earned is deferred into company shares for a period of two years. The required level of deferral would reduce to 25% of any bonus earned when an executive director has met their shareholding requirement.

The current bonus deferral requirement is complex and is split between the bonus part of the policy and the shareholding requirement. Under the current approach, 25% of any bonus earned is deferred into shares for two years, with an executive director having to buy additional shares to the value of 25% of the bonus where they have not met their shareholding requirement.

The proposed approach therefore simplifies the policy by setting a higher level of headline bonus deferral. The approach is also aligned with the guidance provided by the Investment Association that permits an easing of bonus deferral where shareholding requirements have been met. In making this change, the Committee considered it important to retain a level of 25% deferral of any bonus earned even if the shareholding requirement has been met to continue to drive long term shareholder alignment and to provide for the enforcement of malus and clawback, should the need arise at a later point.

The new Policy will also formalise that executive directors will normally forfeit deferred bonus shares if they leave before vesting unless they are considered good leavers (good leaver reasons would include for example death, disability, ill-health, injury, departure with the agreement of the Committee in line with standard market practice).

Subject to the approval of the new Policy, the Committee intends to apply the new enhanced approach to bonus deferral to the outcomes of the 2025/26 Annual Bonus.

Bonus performance measures

In order to align with the goals of the strategic growth plan shared with investors at the Company's Capital Markets day held in June 2025, the Committee has determined Return on Capital Employed (ROCE) and Net Revenue will be introduced to the annual bonus alongside the current measures of Adjusted PBT and individual strategic objectives for 2026.

This ensures that the annual bonus will better reflect the strategic priorities and drivers of long term shareholder value. The weightings for the 2026/27 bonus are set to ensure that the bonus remains focused on core financial metrics, which represent 80% of the total opportunity.

For 2026/27, the bonus measures and weightings will be Adjusted PBT* (40% of max), Net Revenue (20% of max), ROCE (20% of max), Individual Objectives (20% of max).

Long Term Incentive Plan (LTIP) quantum

The overall maximum under the LTIP policy will remain at 200% of salary. However, for 2026 onwards, the Policy will remove the wording that points to this maximum only being used in exceptional circumstances such as for the purposes of recruitment and the retention of a senior employee.

The implemented maximum LTIP for 2026 will remain at the current 150% of salary for the executive directors, however the change in Policy wording provides the Committee with appropriate flexibility to consider higher award levels up to the maximum of 200% of salary if deemed appropriate at a later point in the context of the performance of the business and the individual. The maximum opportunity under the Policy also remains in line with market norms for the FTSE 250, where the median LTIP maximum opportunity is 200% of salary.

Shareholding guidelines

To reflect the increase in headline bonus deferral to 50% of any bonus earned, the requirement to purchase additional shares from bonus to meet the shareholding guidelines will be removed.

Shareholder consultation

I am pleased to report a successful period of consultation regarding these updates. In October 2025, supported by our Company Secretary and Chief People Officer, I wrote to our top 26 shareholders and all major proxy advisors including ISS, IVIS, Glass Lewis, and PIRC to gather views on our proposals for the new Policy. We received responses from the majority of those consulted and met with those who requested meetings, as well as the four major proxy advisors.

Overall, the feedback was positive and productive. Shareholders expressed strong support for our desire to retain simplicity and our focus on transparency in relation to our decision making, particularly noting the helpful context provided by the Company's Capital Markets Day. There was specific endorsement for aligning the annual bonus with Company strategy through the introduction of Net Revenue and ROCE as bonus performance measures.

We also engaged in constructive dialogue regarding our approach on disclosure of commercially sensitive performance metrics. Investors were largely supportive of our approach, agreeing that where forward-looking targets cannot be disclosed due to commercial sensitivity, a full retrospective disclosure with a clear rationale is the appropriate mechanism. As part of this discussion we have also committed to shareholders to enhance the level of retrospective disclosure in respect of the outcomes against the executive directors' individual objectives within the Annual Bonus.

We carefully considered the feedback received from shareholders as we finalised the new Policy, ensuring that our framework motivates, engages, and retains the senior leadership talent essential for our next phase of growth.

The details of the proposed Policy, which is subject to a binding shareholder vote at the 2026 AGM, are set out on pages 113 to 123.

Committee changes and performance evaluation

There were changes to the composition of the Committee during the year. We welcomed Dr Rohit Dhawan as an additional non-executive director to the Board and Committee on 29 July 2025, and Mark Allen OBE stepped down from the Committee on 15 January 2026 following his resignation as Chair of the Board and director of the Company.

During the year, the Committee participated in an externally facilitated performance review undertaken by James Littlefair of Clare Chalmers Ltd, as part of the wider triennial external performance review of the Board and its sub-committees. The results were shared with and considered by the Committee. Overall, the review found that the Committee was functioning in an effective manner and performing well, with no major issues identified.

Consideration of the wider workforce and fairness

Our people are at the heart of our business and are central to our continued financial success. Supporting our colleagues and nurturing our culture remains a priority for the Committee. To ensure our decisions are fully informed, we benefit from the regular attendance of the Chief People Officer at Committee meetings and this also formed part of our considerations for the new Policy. This ensures we have comprehensive context and insight into the remuneration, sentiment, and engagement of the wider workforce before any executive pay decisions are made.

A key principle of our approach this year has been fairness and alignment:

- **Pension alignment:** Effective 1 April 2025, the Chief Finance and Operating Officer's pension contribution was reduced from 24% to 8%, fully aligning it with the rate available to the wider workforce. This ensures that all executive directors

receive pension benefits on the same basis as our wider employee population.

- **Pay review context:** In determining salary increases for the executive directors, the Committee reviews the increases awarded to the wider workforce to ensure consistency. We are mindful of the lived experience of our colleagues and strive to ensure executive reward remains proportionate.
- **Engagement:** We go beyond simply reviewing data; we actively listen. The topic regarding how executive directors' remuneration aligns with wider Company pay policy in terms of governance, structure and quantum is included as a specific discussion item at workforce engagement sessions at least once per year. I personally attended several of these workforce engagement sessions to discuss this topic directly with colleagues. This direct dialogue allows the Committee to test the fairness of our decisions in the context of the views of our colleagues.

Further information on employee engagement is included in the Corporate Governance Report on pages 80 to 81.

Remuneration in context

Performance during the year has remained resilient and strategically significant despite continued economic volatility and an evolving regulatory landscape affecting the UK soft drinks sector. As the Company celebrated its 150th anniversary, the Group successfully launched its new Growth strategy (set out in the Strategic Report on pages 1 to 69) and significantly diversified the portfolio through three strategic acquisitions, delivering robust financial results and margin improvement. In this context, the Committee has considered the experiences of key stakeholders over the year, as well as overall Group performance, when making executive remuneration decisions in respect of 2025/26 and the forthcoming financial year.

Below is a summary of the key performance and stakeholder factors that drove the Committee's remuneration outcomes this year:

Financial resilience and performance

- **Profitable growth:** Revenue increased by 4% to £437.3m, demonstrating the continued strength of our core brands.
- **Target delivery:** Profit before tax was on target for the purposes of the annual bonus assessment.
- **Balance sheet strength:** Ending the year with a strong net cash position provided financial flexibility to support both our dividend policy and continued investment in the business.

Shareholder alignment and value creation

- **Returns to shareholders:** We maintained our commitment to returns with a proposed final dividend of 15.27p, which would bring the total dividend for the year* to 18.71p.
- **Long-term value:** The share price increased by c.10% over the year. This sustained growth, alongside cumulative EPS of 117.89p (significantly exceeding our maximum three-year target of 107.88p), was the primary driver behind the 93.1% vesting level of the 2023 LTIP awards.

Employee experience and fairness

- **Pay alignment:** A key driver for the Committee was ensuring executive remuneration remained proportionate to the wider workforce. Accordingly, we aligned the Chief Executive Officer's salary increase with the average employee award of 3% and successfully completed the transition of all executive director pension contributions to the 8% rate available to all employees.
- **Engagement and wellbeing:** Employee engagement scores increased to 81%, exceeding the industry average. The Committee noted that 2024/25 bonuses were paid across the Group, ensuring that the rewards for a successful year were felt at every level of the organisation.
- **Supporting our People:** We continued to evolve our flexible working and mental wellbeing frameworks, ensuring our remuneration and benefits packages remain competitive and supportive in a challenging cost-of-living environment.

Strategic Execution and Customer Focus

- **Market-Leading Brand Growth:** We delivered significant momentum across the portfolio, notably with Rubicon Sparkling growing 71% in value over the last five years and Boost establishing itself as the #2 and fastest-growing sports drink brand in the market (Source: Circana 52 weeks to 10 Jan 2026).
- **Operational Excellence:** Management's ability to maintain high product availability and service levels amidst market volatility and while simultaneously delivering major asset replacement and expansion programmes at both manufacturing sites was a key driver in the Committee's assessment of individual strategic objectives, which paid out at c.85% of maximum.

Pay for performance in 2025/26

As we reflect on the past financial year, we remain committed to ongoing dialogue with shareholders regarding executive remuneration, ensuring that decisions are aligned with the long-term interests of the Company and its stakeholders. The Committee remains committed to a responsible approach to executive remuneration and believes that variable pay should only be earned for achievement against stretching targets.

Achievement against annual bonus targets – on-target payout in respect of PBT

The Executive Directors were set a stretching Adjusted PBT* target, which accounts for 80% of bonus opportunity for each Executive Director.

The Adjusted PBT* target range of £65.0m to £73.3m reflected the ambitions for growth of the business. The executive directors delivered steady growth in revenue and achieved PBT for bonus purposes of £69.2m, which means that the executive directors will receive 50% of the PBT portion of the bonus. The PBT for bonus purposes outturn includes £3.4m of adjustments made from Adjusted PBT* related to (a) the unbudgeted profit or loss from businesses acquired during the year (Innate-Essence & Frobishers) and (b) unbudgeted costs related to a change to the expected operation of the Extended

Producer Responsibility (EPR) scheme. These adjustments were made to ensure that the bonus scheme operated as intended in line with the original targets set.

Each of the executive directors were set stretching individual strategic objectives tailored to their role and responsibilities, which account for 20% of bonus opportunity for each director. The Committee reviewed each of the executive director's individual strategic objectives in turn, to fully understand the extent to which each strategic objective had been achieved.

The Committee was satisfied that strong progress had been achieved by each of the executive directors towards their individual strategic objectives and agreed to award the executive directors between 85% and 86% of the maximum of 20% available for this part of the bonus, reflective of individual performance.

As a result, the bonuses awarded to individual directors ranged from 71.3% to 71.5% of the maximum bonus available of 125% of salary.

Further details of bonus awards can be found on pages 100 to 101.

Achievement against LTIP targets – 2023 LTIP awards vest in part

The 2023 LTIP awards were assessed cumulatively over the following three financial years based on stretching targets set across three performance measures: Earnings Per Share ('EPS'), Total Shareholder Return ('TSR') and Environmental Sustainability, with relative proportions of 60%, 30% and 10%.

- **EPS:** The cumulative EPS over the three financial years ended 31 January 2026 was 117.89p, compared to the EPS target range set in April 2023 of 97.7p to 107.88p. As a result, the EPS element of the LTIP will vest in full at 100% of the total opportunity in April 2026.
- **TSR:** In respect of TSR, the Company delivered a TSR over the assessed period which was in the

DIRECTORS' REMUNERATION REPORT CONTINUED

67.9 percentile rank of the agreed peer set of companies in the FTSE 250. As a result, the TSR element of the LTIP will vest at 77.1% of the total opportunity in April 2026.

- **Environmental Sustainability:** In respect of the environmental sustainability target (carbon tonnes), the Company produced 4,266 carbon tonnes over the performance period, relative to a target range of 4,793 to 4,337. As a result, the environmental sustainability element of the LTIP will vest at 100% of the total opportunity in April 2026.

Overall, 93.1% of the 2023 LTIP award will vest on the three-year anniversary of the award in April 2026. Further details can be found on pages 101 to 102.

The Committee has reviewed the outcomes arising from the application of the Policy during the year and considers these outcomes to be fair and appropriate, and therefore no discretion has been applied to the outcomes. The performance of the Group has been resilient with robust leadership from the executive management and this is reflected in the Committee's decisions in respect of variable pay for the year. The Committee is confident that the Policy has operated as intended during the year.

Other pay decisions in respect of 2025/26

Set out below are the other decisions made during the year in respect of remuneration.

2025/26 Base salary increases

The Committee reviewed the executive director salaries during the year. As disclosed in last year's Annual Report on Remuneration:

- **Euan Sutherland:** Awarded a 3% salary increase effective from 1 April 2025, which was in line with the average increase granted to the wider workforce.
- **Stuart Lorimer:** Awarded a 3% annual pay award plus a further 13.3% exceptional salary increase effective from 1 April 2025. As detailed in last year's Annual Report on Remuneration, following consultation with shareholders this

increase reflected his expanded role and responsibilities as Chief Finance and Operating Officer, closing a significant gap to the market.

2025/26 Pension alignment

Effective 1 April 2025, the Chief Finance and Operating Officer's pension contribution was reduced from 24% to 8%, aligning fully with the rate available to the wider workforce and the rate received by the Chief Executive Officer.

2025/26 LTIP awards – awards granted using three performance metrics of EPS, TSR and Environmental Sustainability

The Committee concluded that it was appropriate to grant LTIP awards in April 2025 at a value equal to 150% of base salary to both executive directors, consistent with the normal maximum opportunity under the existing Policy. These awards will be assessed over the three-year vesting period using the performance metrics of EPS (60%), TSR (30%) and Environmental Sustainability (10%). Further details on the performance ranges can be found on page 102.

Looking forward – implementation of new Policy for 2026/27

Set out below are the decisions anticipated to be made during 2026/27 in implementing the new Policy (subject to shareholder approval).

2026/27 Base salary increases

Effective from 1 April 2026, the executive directors will receive a salary increase of 3%, in line with the average salary increases for the wider workforce. Further details can be found on page 99.

2026/27 Pension contributions

Pension contributions for all executive directors will continue to be aligned with the contribution available to the wider workforce (currently 8% of salary). Further details can be found on page 103.

2026/27 Annual bonus

The Committee intends to operate the bonus scheme for the 2026/27 financial year in line with the new

Policy and the updated Annual Bonus Plan rules (both subject to shareholder approval at the 2026 AGM).

- **Quantum:** In line with the new Policy, the maximum award for the Chief Executive Officer will increase to 150% of salary. The maximum award for the Chief Finance and Operating Officer will remain at 125% of salary for 2026/27.
- **Metrics:** In line with the new Policy, awards will be subject to a combination of Adjusted PBT*, Net Revenue, Return on Capital Employed (ROCE) and individual strategic objectives.
- **Deferral:** In line with the new Policy, 50% of any bonus earned will be deferred into shares for two years (reduced to 25% if the director's shareholding guideline is met). Subject to the approval of the new Annual Bonus Plan rules, these deferred awards may be granted as nil-cost options or conditional shares.

Details of bonus and performance measure weightings are provided on page 101. As a primarily UK-centric business operating in a highly concentrated and competitive drinks sector, disclosing our specific forward-looking financial and strategic targets would provide our direct UK competitors with undue insight into the Company's forecasts, pricing, and other strategies, which the Board considers confidential. They will therefore be disclosed retrospectively in the next Annual Report on Remuneration for the 2026/27 financial year.

2026/27 LTIP

In line with the previous year, the Committee intends to grant LTIP awards at a maximum opportunity of 150% of base salary in April 2026. These LTIP awards will be assessed cumulatively over the following three years based on stretching targets set across three performance measures: EPS, TSR and Environmental Sustainability.

EPS is a key performance indicator for the Company and shareholders, and remains a highly relevant measure of long term performance. In setting the EPS targets, the Committee noted that the overall impact of the future UK Deposit Return Scheme (DRS) remains challenging to accurately assess and

incorporate within the targets at this stage. As such, the EPS targets have been set specifically excluding any future impact of the introduction of any UK DRS. The Committee has resolved to monitor the impact of any UK DRS post its implementation with the expectation that the EPS targets set in 2026 will be considered ahead of the vesting period. This will enable any tangible UK DRS impact to be considered and potentially included in the targets prior to the vesting date or taken into consideration at the point of final assessment. Taking this into account, the Committee is confident that the target range selected is appropriately stretching and will actively incentivise management to drive growth in shareholder earnings.

Details of the EPS targets set for the 2026 LTIP awards are considered commercially sensitive. Given our focus on the UK market and the competitive nature of the manufacturing landscape, the Board believes that disclosing these longer-term targets at this time would provide competitors with confidential insight into our strategic growth forecasts and commercial priorities. They will therefore be disclosed next year in the Annual Report on Remuneration for the 2026/27 financial year. TSR is a relative performance measure which creates strong alignment between the executive directors and shareholders. As for the LTIP awards granted in 2025, the TSR performance of the Company will be compared over the three years to the TSR of the FTSE 250 index (excluding investment trusts and financial services companies).

The Committee continues to believe that Environmental Sustainability is important to the long term success of the business and the executive directors' remuneration should be directly linked to their performance in this area. Consistent with the LTIP awards granted in 2025, the Environmental Sustainability performance of the Company will feature as a performance metric for the 2026 LTIP awards based on environmental sustainability targets.

Details of the 2026 LTIP awards are provided on pages 102 to 103.

2026/27 Chair of the Board and non-executive directors' fees

Looking ahead, the Company is ambitious for future growth and there is a renewed energy and enthusiasm across the business to seize the many opportunities available to us under our new long term growth strategy. The Committee looks forward to continuing to support the incentivisation and recognition of success delivered by the leadership team and colleagues across the Company.

The Chair's fees are determined by the Committee, while the fees for non-executive directors are determined by the Board, excluding any non-executive directors who would be directly affected by the decision, to ensure impartiality in the decision-making process.

As disclosed in last year's Annual Report on Remuneration, the Board commenced a process to narrow the significant gap between the fees for the Chair, non-executive directors, and additional fees for chairing sub-committees with fee levels in the market for businesses of similar size and complexity. The Board and Committee determined, following shareholder consultation, that the respective increases should be phased over a number of years to moderate the size of the increase in any one year.

Effective 1 April 2026, the interim Chair's fee and the base fees for non-executive directors will be increased by 4.8% and 8.2%, respectively. Whilst this increase is above the average increase awarded to the wider workforce, it positions the Company's fees more in line with a level appropriate for the size and complexity of the business and the expectations of the roles of our interim Chair and non-executive directors. As the Board progresses its search for a permanent Chair, the fee for this role will be kept under review.

I look forward to your support at the upcoming AGM.



Louise Smalley
Chair of the Remuneration Committee
31 March 2026

* Items marked with an asterisk are non-GAAP measures. Definitions and relevant reconciliations are provided in the Glossary on pages 191 to 194.

DIRECTORS' REMUNERATION REPORT CONTINUED

Annual report on remuneration

Single figure table – audited information

The aggregate remuneration provided to directors who have served as directors in the financial year 2025/26 is set out below, along with the aggregate remuneration provided to such directors for the financial year 2024/25. No malus or clawback provisions were applied during financial year 2025/26.

Director	Jan 26 Salary/ fees £'000	Jan 25 Salary/ fees £'000	Jan 26 Benefits £'000	Jan 25 Benefits £'000	Jan 26 Bonus* £'000	Jan 25 Bonus* £'000	Jan 26 Long term incentives £'000	Jan 25 Long term incentives £'000	Jan 26 Pension £'000	Jan 25 Pension £'000	Jan 26 Total fixed remuneration £'000	Jan 25 Total fixed remuneration £'000	Jan 26 Total variable remuneration £'000	Jan 25 Total variable remuneration £'000	Jan 26 Total remuneration £'000	Jan 25 Total remuneration £'000
Executive																
Euan Sutherland*	666	488	32	163	476	611	–	–	47	34	745	685	476	611	1,221	1,296
Stuart Lorimer**	420	367	16	20	299	346	678	662	38	77	474	464	977	1,008	1,451	1,472
Non-executive																
Mark Allen OBE***	196	172	–	–	–	–	–	–	–	–	196	172	–	–	196	172
Julie Barr	57	55	–	–	–	–	–	–	–	–	57	55	–	–	57	55
Susan Barratt****	73	57	–	–	–	–	–	–	–	–	73	57	–	–	73	57
Zoe Howorth	62	57	–	–	–	–	–	–	–	–	62	57	–	–	62	57
Louise Smalley^^	68	61	–	–	–	–	–	–	–	–	68	61	–	–	68	61
Nick Wharton	67	63	–	–	–	–	–	–	–	–	67	63	–	–	67	63
Dr Rohit Dhawan^^^	29	–	–	–	–	–	–	–	–	–	29	–	–	–	29	–
Total	1,638	1,320	48	183	775	957	678	662	85	111	1,771	1,614	1,453	1,619	3,224	3,233

* Euan Sutherland was appointed to the Board on 1 May 2024. The quantum change primarily reflects the comparison between his part-year remuneration in 2024/25 and his full-year remuneration in 2025/26.

** Stuart Lorimer's increase in salary reflects the annual pay award plus the exceptional adjustment for his expanded role as Chief Finance and Operating Officer effective 1 April 2025.

*** Mark Allen OBE resigned as Chair on 15 January 2026. The remuneration above was paid in respect of his services to that date.

**** Susan Barratt was appointed Interim Chair of the Board and Chair of the Nomination Committee on 15 January 2026. Her fees for 2026 include the additional fees for these responsibilities for the final portion of the year.

^ The bonus figure includes the deferred portion of bonus in shares, earned for the 2024/25 and 2025/26 financial years.

^^ Louise Smalley was appointed Senior Independent Director (SID) on 15 January 2026. Her fees for 2026 include the additional SID fee for the final portion of the year.

^^^ Dr Rohit Dhawan was appointed to the Board on 29 July 2025. The remuneration above was paid in respect of his services from that date. No prior year comparison is available.

The figures in the single figure table on the above are derived from the following:

- Salary and fees:** The amount of salary/fees received in the year.
- Benefits:** The value of benefits received in the year. These include travel costs paid, car allowances, fuel benefits, private medical insurance, healthcare cash plan, flex-cash, the value of SAYE options vesting in the year, AESOP free and matching shares awarded in the year, and a one-off lump sum relocation allowance.
SAYE: option shares are valued at the market price at the date of vesting less the option exercise price.
AESOP: free and matching shares are valued at market value at the date of award. Details of the executive directors' interests in the SAYE are set out on page 112.
- Bonus:** A description of the annual bonus in respect of the year, and the Group and personal performance against which the bonus payout was determined is provided on pages 100 to 101.
- Long term incentives:** The value of LTIP awards that vest in respect of the year. Details of the executive directors' interests in the LTIP are set out on page 112.
- Pension:** The pension figure includes pension cash alternatives equal to the executive directors' contractual pension provision.

Further details of pension benefits are set out on page 103.

Individual elements of remuneration

Base salary and fees

Base salaries for individual executive directors for the year and for the following year are set out in the table below:

Executive director	Base salary effective as at 1 April 2025 £'000	Base salary effective as at 1 April 2026 £'000	Increase %
Euan Sutherland	670	690	3.0%
Stuart Lorimer	430	443	3.0%

As disclosed in the 2024/25 Annual Report on Remuneration, the Board commenced a process to narrow the significant gap between the fees for the Chair, non-executive directors, and additional fees for chairing sub-committees with fee levels in the market for businesses of similar size and complexity. The Board and Committee determined, following shareholder consultation, that the respective increases should be phased over a number of years to moderate the size of the increase in any one year.

Effective 1 April 2026, the interim Chair's fee and the base fees for non-executive directors will be increased by 4.8% and 8.2%, respectively. Whilst this increase is above the average increase awarded to the wider workforce, it positions the Company's fees more in line with a level appropriate for the size and complexity of the business and the expectations of the roles of our interim Chair and non-executive directors. As the Board progresses its search for a permanent Chair, the fee for this role will be kept under review.

Non-executive director Fee	Fees effective as at 1 April 2025 £'000	Fees effective as at 1 April 2026 £'000	Increase %
Chair of the Company	210	220	4.8%
Basic fee	57	62	8.2%
Additional fee for chairing Audit and Risk Committee	10	13	30.0%
Additional fee for chairing Remuneration Committee	10	13	30.0%
Additional fee for chairing ESG Committee	5	7	40.0%
Additional fee for Senior Independent Director	10	11	10.0%

Benefits – audited information

The benefits figure for each of the Executive Directors is detailed as follows:

Year ended 31 January 2026

Executive director	Travel costs £'000	Car and fuel benefit £'000	Other [*] £'000	AESOP Awards £'000	Total £'000
Euan Sutherland*	4	24	3	1	32
Stuart Lorimer	—	13	2	1	16
Total	4	37	5	2	48

* The Company will meet the cost of Euan Sutherland's travel expenses from Scotland to the south of England up to 30 April 2026.

[^] Other costs include private medical insurance ("PMI"), healthcare cash plan and flex-cash as they are below £1,000 separately, except for Euan Sutherland's PMI which was £2,264 for the period.

Annual Bonus – audited information

The maximum annual bonus award opportunity for each executive director in respect of the 2025/26 financial year was 125% of salary, with 80% of the bonus assessed against the achievement of Adjusted PBT*, compared against a set of profit targets and 20% based on strategic objectives. In assessing the bonuses to be awarded, the Committee decided to adjust the profit outturn for the year by £3.4m in relation to (a) the unbudgeted profit or loss from businesses acquired during the year (Innate-Essence & Frobishers) and (b) unbudgeted costs related to a change to the expected operation of the Extended Producer Responsibility (EPR) scheme. These adjustments were made to ensure that the bonus scheme operated as intended in line with the original targets set.

The executive directors earned a total of £0.78m as annual bonus for the year, representing 71.5% of Euan Sutherland's salary and 71.3% of Stuart Lorimer's salary.

It is intended that the new enhanced approach to bonus deferral will apply to those outcomes. As such, 50% of the bonus will be deferred for Euan Sutherland, and 25% of the bonus will be deferred for Stuart Lorimer, into shares for two years and subject to malus and clawback provisions.

The outcome for the annual bonus against target is set out in the table below. 50% of this element of the bonus could be earned for on-target performance with zero paid for threshold performance and a linear scale through to full payment for performance at or above the maximum target.

	Threshold Target	On Target	Maximum Target	Actual Performance	Weighting as percentage of total bonus opportunity	Actual outcome of total bonus opportunity
PBT for bonus purposes	£65.0m	£69.2m	£73.3m	£69.2m	80%	50%

Individual strategic objectives for the 2025/26 financial year account for 20% of the bonus and targets. These were set around the Company's key areas of strategic focus at the start of the financial year. Details of the strategic objectives for the 2025/26 financial year and the Committee's determination of performance against them is set out in the table below.

The Committee debated each of the directors' strategic objectives in turn, having an in-depth discussion on an objective by objective basis to fully understand the extent to which each strategic objective had been achieved and which elements of any objectives remained outstanding. The Committee then attributed an individual score to each objective. Given the commercial sensitivity surrounding the objectives, these individual scores have not been disclosed. The cumulative totals are set out below with a summary of the objectives set.

Measure	Weighting	Payout
Euan Sutherland	20%	17%
Successful Leadership and Executive Committee Transition – Achieved		
Performance Focused Culture Transformation – Partially Achieved		
Successful Integration of FUNKIN and MOMA – Partially Achieved		
Major Project Delivery – Partially Achieved		
Deliver Value Enhancing M&A and Innovation Programmes – Achieved		
No Time To Waste Deliverable – Achieved		
Stuart Lorimer	20%	17%
Protect the Business – Governance and Risk Framework – Achieved		
Performance Focused Culture Transformation – Partially Achieved		
Continual Improvement of Finance Functional Support – Achieved		
Personal Leadership – Achieved		
Major Project Delivery – Partially Achieved		
Enhance Organisational Productivity – Partially Achieved		
No Time To Waste Deliverable – Achieved		

Annual bonus for 2026/27

For the 2026/27 financial year, the Committee intends to operate the annual bonus under the new Policy and Annual Bonus Plan rules, subject to their approval at the 2026 AGM. Under this new framework, the bonus will be assessed against a broadened scorecard of metrics designed to support the Company's long-term growth strategy. Performance will be measured against a combination of Adjusted PBT* (40% weighting), Net Revenue (20% weighting), and Return on Capital Employed (ROCE) (20% weighting), alongside individual strategic objectives (20% weighting). Performance targets will be set at stretching levels. The actual performance targets are not disclosed as they are considered to be commercially sensitive at this time. In a mature and geographically focused market like the UK soft drinks industry, the Board considers that such disclosure would result in a clear commercial disadvantage by giving our closest competitors insight into the Company's forecasts and strategic priorities. The Committee remains committed to transparency and will continue to disclose how the bonus earned relates to performance against the targets on a retrospective basis in next year's Annual Report on Remuneration for the 2026/27 financial year. 20% of the maximum opportunity may be earned for threshold performance, 50% of the maximum opportunity may be earned for target performance, and 100% of the maximum opportunity may be earned for maximum performance, with a linear scale between each of these points.

Long term incentives – audited information

Awards vesting in respect of the financial period

LTIP awards granted in April 2023 were subject to the following EPS, TSR and Environmental Sustainability performance measures:

	% of maximum opportunity	Threshold vesting at 20% of the maximum award	Maximum vesting at 100% of the maximum award	Actual performance for period	Actual vesting (as a % of maximum for each measure)
Cumulative EPS for the period including 2023/24, 2024/25 and 2025/26	60%	86.6p	95.7p	117.89p	100%
TSR* for the period including 2023/24, 2024/25 and 2025/26	30%	Median	Upper quartile	68th percentile	77%
Science Based Target (carbon tonnes) for the period including 2023/24, 2024/25 and 2025/26	10%	4,793	4,337	4,266	100%

* Ranked TSR performance measured against the constituents of the FTSE 250 index (excluding investment trusts and financial services companies)

The salary used in the calculation of the award is the individual director's salary as at 1 April 2023.

Details of LTIP awards vesting in respect of the financial period are set out below:

Year ended 31 January 2026

Executive director	Total shares Number	Vesting %	Shares awarded* Number	Share price** £	LTIP Value £'000
Stuart Lorimer	106,251	93.1%	105,804	6.41	678

* Shares vesting under the LTIP for the 2025/26 financial year include dividend equivalents from the award date for the director.

** The long term incentives figure for the 2025/26 financial year has been valued using the average closing share price for the three months ended 31 January 2026 as an estimate of the value of the incentive, as the actual value of the award will not be finalised until the closing share price is known when the incentive vests in April 2026.

An estimate of the amount of LTIP awarded in April 2023 attributable to the change in share price over the vesting period is set out below:

Executive director	Share price appreciation £'000
Stuart Lorimer	147

Year ended 25 January 2025

Executive director	Total shares Number	Vesting %	Shares awarded* Number	Share price** £	LTIP Value £'000
Stuart Lorimer	95,187	100%	101,190	6.54	662

* Shares vesting under the LTIP for the 2024/25 financial year include dividend equivalents from the award date for the director.

** The long term incentives figure for the 2024/25 financial year has been restated to reflect the market value of the shares that vested on 8 April 2025 as at that date. The long term incentives figure for the 2024/25 financial year set out in the 2024/25 Annual Report on Remuneration used the average closing share price for the three months ended 25 January 2025 as an estimate of the market value of those shares.

Awards granted during the financial period – audited information

On 28 April 2025, during the 2025/26 financial year, the following LTIP awards were granted equating to 150% of salary:

Executive director	Type of award	Number of shares	Share price at grant date	Market value at grant date £'000	% of award vesting at threshold	Performance period years (ends 29 January 2028)
Euan Sutherland	LTIP awarded - nil cost option	148,557	676p	1,004	20.0%	3
Stuart Lorimer	LTIP awarded - nil cost option	95,414	676p	645	20.0%	3

The share price at grant was £6.76, which is the five day average of the middle-market closing share prices preceding 28 April 2025 rounded down.

The salary used in the calculation of the executive director's LTIP award was their respective salaries as at 1 April 2025. Vesting of the LTIP awards granted in the 2025/26 financial year will be based 60% on a cumulative EPS performance measure, 30% on a relative TSR performance measure and 10% on an Environmental Sustainability performance measure, as set out below:

	% linked to award	Threshold vesting at 20% of the maximum award	Maximum vesting at 100% of the maximum award
Cumulative EPS for the period including 2025/26, 2026/27 and 2027/28	60%	143.00p	156.86p
TSR* for the period including 2025/26, 2026/27 and 2027/28	30%	Median	Upper quartile
Science Based Target scope 1&2 (carbon tonnes) for the period including 2025/26, 2026/27 and 2027/28	10%	4,946	4,047

* Targets are an average across the three years. A market based approach has been utilised in the calculations and excludes carbon dioxide loss and use as a processing aid, and Boost scope 1 and 2 emissions.

There is straight-line vesting between these points. No award is granted for EPS and TSR performance below threshold and if the threshold Science Based Target is not met.

Long term incentives for 2026/27

In line with the new Policy (subject to shareholder approval at the 2026 AGM), LTIP awards granted in 2026 will be granted with a maximum opportunity of 150% of base salary for the executive directors, consistent with the grant levels made in 2025.

These LTIP awards will be based 60% on a cumulative EPS performance measure, 30% on a relative TSR performance measure and 10% on an Environmental Sustainability performance measure for the financial years 2026/27, 2027/28 and 2028/29.

Vesting Schedule:

20% of the maximum award will vest for achieving threshold performance.

100% of the maximum award will vest for achieving maximum performance.

There will be straight-line vesting between the points and no vesting below threshold performance.

Performance Measures:

EPS (60%): EPS is a key performance indicator for the Company and shareholders. As noted previously, the EPS targets have been set specifically not taking into account the future impact of the introduction of any UK DRS.

The Committee has resolved to monitor the impact of any UK DRS post-implementation, with the expectation that the EPS targets set in 2026 will be considered ahead of the vesting period to ensure they remain appropriate.

The EPS performance targets are considered commercially sensitive at this time. As a primarily UK-centric business, the Board considers that disclosing these targets would provide our closest competitors with undue insight into the Company's longer-term forecasts and strategic priorities. These targets will be disclosed retrospectively in next year's Annual Report on Remuneration.

TSR (30%): TSR is a relative performance measure which creates strong alignment between the executive directors and shareholders. The TSR performance of the Company will be compared over the three years to the TSR of the FTSE 250 index (excluding investment trusts and financial services companies). Threshold payout is set in line with median performance versus the peer group.

Environmental Sustainability (10%): The Environmental Sustainability performance measure will continue to be based around the Group's "No Time To Waste" programme.

Reflecting the Committee's commitment to increased transparency, and marking a change from previous years, the Committee has determined that the targets for this measure should be disclosed prospectively.

The Environmental Sustainability targets for the 2026 LTIP award are set out below*:

	% linked to award	Threshold vesting at 20% of the maximum award	Maximum vesting at 100% of the maximum award
Science Based Target scope 1&2 (carbon tonnes) for the period including 2026/27, 2027/28 and 2028/29	10%	4,115	3,367

* During 2026/27, the Company's 2023/24 baseline emissions and Science Based Targets will be recalculated to reflect corporate acquisitions made during 2025/26.

Total pension entitlements – audited information

Stuart Lorimer is a member of the AG Barr Retirement Plan. Both Executive Directors elect to take their pension contribution as a cash supplement. The Chief Executive Officer received a cash supplement of 8% of salary in line with the wider workforce over the financial year. Effective 1 April 2025, the Chief Finance and Operating Officer's pension contribution was reduced from 24% to 8%, fully aligning it with the rate available to the wider workforce.

Year ended 31 January 2026

Executive director	Pension cash equivalent £'000	Total £'000
Euan Sutherland	47	47
Stuart Lorimer	38	38
Total	85	85

DIRECTORS' REMUNERATION REPORT
CONTINUED

Payments to past directors – audited information

Roger White and Jonathan Kemp stepped down from the Board on 30 April 2024 and 31 May 2024 respectively. Details of awards that vested to them during 2025 are set out below. The number of shares vested includes dividend equivalent shares and, in respect of LTIP awards, are time prorated.

Roger White

Type of award	Number of shares vested	Date of vest	Share price at date of vest £	Value of shares at date of vest £'000
2022 LTIP	122,507	08/04/25	6.54	402

Jonathan Kemp

Type of award	Number of shares vested	Date of vest	Share price at date of vest £	Value of shares at date of vest £'000
2022 LTIP	77,086	08/04/25	6.54	252

Payments for loss of office – audited information

No payments were made to directors for loss of office in the year.

Statement of directors' shareholding and share interests – audited information

Under the Policy in place for the 2025/26 financial year the Chief Executive Officer, Euan Sutherland, is required to build and hold a shareholding equal to 200% of base salary. The Chief Finance and Operating Officer, Stuart Lorimer, is required to build and hold a shareholding equal to 150% of base salary.

Until these guidelines are met, executive directors are required to retain all vested shares from the LTIP and half of any bonus payout after tax to purchase shares in the Company. The full policy is disclosed in the Policy approved by shareholders at the 2023 AGM.

Note: Subject to shareholder approval of the new Policy and Annual Bonus Plan rules at the 2026 AGM, the mechanism for building shareholding will change. Under the new Policy, 50% of any bonus earned will be compulsorily deferred into shares. Once the shareholding guideline is met, this deferral requirement will reduce to 25%.

For the purposes of assessing the extent to which the share ownership guidelines have been met by the executive directors, the following shares are included: wholly owned shares (including those owned by a director's spouse), LTIP shares that are in the holding period, and unvested deferred bonus shares provided there are no further performance conditions. At the year end, Euan Sutherland did not meet the 200% base salary requirement applicable for the 2025/26 financial year, with a shareholding equal to 24% of base salary as at 31 January 2026. Stuart Lorimer met the 150% base salary requirement applicable for the 2025/26 financial year, with a shareholding equal to 355% of base salary as at 31 January 2026.

The interests of each executive director as at 31 January 2026 (including those held by their connected persons) are as set out below. There were no changes to these interests between 31 January 2026 and 30 March 2026 with the exception of the following changes:

- an increase in Euan Sutherland's holding of 66 shares; and
- an increase in Stuart Lorimer's holding of 66 shares.

Director	Type	Owned outright	Exercised during the year	Unvested		Total at 31 January 2026
				Subject to performance conditions	Not subject to performance condition	
Executive						
Euan Sutherland	Shares	12,741	—	—	—	12,741
	LTIP share options	—	—	320,514	—	320,514
	SAYE options	—	—	—	5,064	5,064
	Deferred bonus held in shares	—	—	—	11,990	11,990
	AESOP matching shares	—	—	—	150	150
Stuart Lorimer	Shares	223,717	—	—	—	223,717
	LTIP share options	—	(95,187)	299,498	—	299,498
	SAYE options	—	—	—	3,635	3,635
	Deferred bonus held in shares	—	—	—	15,677	15,677
	AESOP matching shares	—	—	—	1,523	1,523
	Shares – connected persons' holding*	—	—	—	—	938,503
Non-executive						
Julie Barr	Shares	1,671,964	—	—	—	1,671,964
Zoe Howorth	Shares	5,631	—	—	—	5,631
Louise Smalley	Shares	10,200	—	—	—	10,200
Nick Wharton	Shares	1,597	—	—	—	1,597

* Stuart Lorimer's connected persons' shareholding includes shares related to his position as director of Robert Barr Ltd, the trustee of various employee benefit trusts.

The 'Owned outright' shares set out in the table above are the shares owned outright by the directors. These include any AESOP free shares awarded during the year; any shares retained during the year following the exercise of LTIP awards; SAYE options; and the release of shares for deferred bonus. The number of AESOP free shares awarded and share options exercised under the LTIP and SAYE in the year are included in the 'Exercised during the year' column.

The table below shows the directors' total shareholdings split between those with and without performance conditions. The non-executive directors' shareholdings above are all shares with no performance conditions.

Executive director	Shares – no performance conditions	Deferred bonus shares – no performance conditions	Share options – performance conditions	Share options – no performance conditions	Total share/share options
Euan Sutherland	12,891	11,990	320,514	5,064	350,459
Stuart Lorimer	225,240	15,677	299,498	3,635	544,050

There were no shares vested and unexercised as at 31 January 2026.

The following sections of the Annual Report on Remuneration are not subject to audit.

DIRECTORS' REMUNERATION REPORT
CONTINUED

Performance graph and table

The graph adjacent shows the Company's Total Shareholder Return ('TSR') performance against the FTSE 250 excluding investment trusts over the past ten years. In the opinion of the Board, the FTSE 250 excluding investment trusts is the most appropriate index against which the TSR of the Company should be measured because it represents a broad equity market index of which the Company is a constituent member and reflects the Company's scale and complexity of operations.

Chief Executive Officer remuneration for previous ten years

The table below presents details of total remuneration, annual bonuses, and LTIP vesting for the Chief Executive Officer over the past ten financial years.

For the year ended 31 January 2026, the figures relate to Euan Sutherland.

For the prior year ended 25 January 2025, separate figures are provided to reflect the transition in leadership between Roger White (served until 30 April 2024) and Euan Sutherland (appointed 1 May 2024). Figures for financial years prior to 2024/25 relate to Roger White.

	Total remuneration £'000	Annual bonus as a % of maximum opportunity	LTIP as a % of maximum opportunity
Euan Sutherland			
Year ended 31 January 2026	1,221	71.5%	N/A**
From 1 May 2024 to 25 January 2025	1,296	94.0%	N/A**
Roger White			
From January 2024 to 30 April 2024	294	94.2%	100.0%
Year ended 28 January 2024	2,057	95.2%	100.0%
Year ended 29 January 2023	1,781	75.0%	71.1%
Year ended 30 January 2022	1,389	100.0%	0.0%
Year ended 24 January 2021	710	0.0%	0.0%
Year ended 25 January 2020	739	0.0%	0.0%
Year ended 26 January 2019	1,434	91.0%	39.9%
Year ended 27 January 2018	1,279	78.0%	22.8%
Year ended 28 January 2017	915	23.0%	40.0%

* This figure has been adjusted to reflect the buy-out in 2021 of Roger White's contractual entitlement in respect of a shortfall in his deferred pension revaluation as a consequence of Fixed Protection 2012.
** Euan Sutherland did not participate in the LTIP awards vested in respect of these years as they were granted prior to his appointment.

Percentage change in director remuneration

The table below sets out, in relation to salary, taxable benefits and annual bonus, the increase between the pay for the years ended 30 January 2022 through to the pay for the year ended 31 January 2026 for the executive and non-executive directors compared to the wider workforce. For these purposes, the wider workforce includes all Group employees who were continuously employed by the Group during the five years ended 31 January 2026 but excludes executive and non-executive directors.

	Salary Jan 26	Benefits Jan 26	Annual bonus Jan 26	Salary Jan 25*	Benefits Jan 25	Annual bonus Jan 25	Salary Jan 24	Benefits Jan 24	Annual bonus Jan 24	Salary Jan 23	Benefits Jan 23	Annual bonus Jan 23	Salary Jan 22	Benefits Jan 22	Annual bonus Jan 22
Euan Sutherland**	36.5%	(80.4%)	(22.1%)	100.0%	100.0%	100.0%	—%	—%	—%	—%	—%	—%	—%	—%	—%
Stuart Lorimer***	14.4%	(20.0%)	(13.6%)	4.0%	17.6%	(17.6%)	3.8%	(5.60%)	32.1%	1.5%	—%	(22.8%)	19.5%	(30.8%)	100.0%
Roger White	—%	—%	—%	(75.0%)	(60.0%)	(80.1%)	2.4%	(2.4%)	32.0%	3.3%	5.1%	(22.9%)	8.0%	21.2%	100.0%
Jonathan Kemp	—%	—%	—%	(65.7%)	(33.3%)	(73.0%)	5.5%	(5.3%)	33.5%	1.2%	(17.4%)	(22.9%)	6.5%	(4.2%)	100.0%
Mark Allen OBE****	14.0%	—%	—%	4.2%	—%	—%	16.2%	—%	—%	389.7%	—%	—%	100.0%	—%	—%
Julie Barr	3.6%	—%	—%	34.1%	—%	—%	100.0%	—%	—%	—%	—%	—%	—%	—%	—%
Susan Barratt^	28.1%	—%	—%	3.6%	—%	—%	3.8%	—%	—%	1.9%	—%	—%	7.4%	—%	—%
Zoe Howarth	8.8%	—%	—%	7.5%	—%	—%	10.4%	—%	—%	65.5%	—%	—%	100.0%	—%	—%
David Ritchie	—%	—%	—%	(65.6%)	—%	—%	3.4%	—%	—%	1.7%	—%	—%	6.6%	—%	—%
Louise Smalley^^	11.5%	—%	—%	69.4%	—%	—%	100.0%	—%	—%	—%	—%	—%	—%	—%	—%
Nick Wharton	6.3%	—%	—%	3.3%	—%	—%	3.4%	—%	—%	1.7%	—%	—%	10.4%	—%	—%
Dr Rohit Dhawan^^^	100.0%	—%	—%	—%	—%	—%	—%	—%	—%	—%	—%	—%	—%	—%	—%
Wider workforce^^^^	3.5%	—%	11.9%	4.2%	—%	(2.0%)	5.0%	—%	40.3%	3.0%	—%	(32.8%)	1.8%	—%	199.0%

* The annual percentage change in salary is calculated by reference to actual salary paid for the 2025/26 financial year compared to the 2024/25 financial year.

** Euan Sutherland was appointed to the Board on 1 May 2024. The percentage change reflects the comparison between his part-year remuneration in 2024/25 and his full-year remuneration in 2025/26.

*** Stuart Lorimer's increase in salary reflects the annual pay award plus the exceptional adjustment for his expanded role as Chief Finance and Operating Officer effective 1 April 2025.

**** Mark Allen OBE resigned as Chair on 15 January 2026. The percentage change reflects his service until that date compared to a full prior year.

^ Susan Barratt was appointed Interim Chair of the Board and Chair of the Nomination Committee on 15 January 2026. Her fees for 2026 include the additional fees for these responsibilities for the final portion of the year.

^^ Louise Smalley was appointed Senior Independent Director (SID) on 15 January 2026. Her fees for 2026 include the additional SID fee for the final portion of the year.

^^^ Dr Rohit Dhawan was appointed as non-executive director on 29 July 2025. No prior year comparison is available.

^^^^ Wider workforce salary changes are based on average % increase across the year. Bonuses are based on movement in annual bonuses accrued.

Chief Executive Officer Pay Ratio

The table below sets out the ratio of the Chief Executive Officer single total figure of remuneration for the 2025/26 financial year (as detailed on page 98) as a ratio of the equivalent single figure for the lower quartile, median and upper quartile UK employee (calculated on a full-time equivalent basis).

Total pay ratio	Method	25th percentile	Median percentile	75th percentile
Year ended 31 January 2026	B	32:1	27:1	18:1
Year ended 25 January 2025	B	44:1	36:1	26:1
Year ended 28 January 2024	B	62:1	50:1	35:1
Year ended 29 January 2023	B	56:1	45:1	32:1
Year ended 30 January 2022	B	42:1	34:1	23:1
Year ended 24 January 2021	B	25:1	21:1	16:1

The remuneration figures for the employee at each quartile were determined with reference to the 2025/26 financial year.

Option B was used to calculate these figures. The Committee believes that this approach provides a fair representation of the Chief Executive Officer to employee pay ratios and is appropriate in comparison to alternative methods, balancing the need for statistical accuracy with internal operational constraints. Under this option, the latest available gender pay gap data (i.e. from April 2025) was used to identify the best equivalent for three Group UK employees whose hourly rates of pay are at the 25th, 50th and 75th percentiles. A full time equivalent total pay and benefits figure for the 2025/26 financial year was then calculated for each of those employees. The pay ratios outlined above were then calculated as the ratio of the Chief Executive Officer's single figure to the total pay and benefits of each of these employees. Each employee's total pay and benefits were calculated on a full time and full year equivalent basis, using the single figure methodology. No adjustments were made to the total pay and benefits figures with the exception of the annual bonus, which was calculated using 2024/25 financial year bonuses (which were paid in the 2025/26 financial year) where the 2025/26 financial year data was not available at the last practical date before finalisation of this Annual Report on Remuneration. This differs from the Chief Executive Officer, which reflects what is earned in the financial year. The regulations require the total pay and benefits and the salary component of total pay and benefits to be set out as follows:

	Base salary	Total pay and benefits
Chief Executive Officer remuneration	£666,250	£1,220,924
25th percentile	£31,373	£38,508
Median percentile	£35,237	£45,203
75th percentile	£55,003	£67,779

The Committee considers that the median Chief Executive Officer pay ratio is consistent with the relative roles and responsibilities of the Chief Executive Officer and the identified employee. Due to the nature of his role, the Chief Executive Officer's remuneration package has higher weighting on performance-related pay (including the annual bonus and LTIP) compared to the majority of the workforce. This means the pay ratios are likely to fluctuate depending on the outcomes of incentive plans in each year. The ratio has reduced for 2025/26 which primarily reflects the lower annual bonus out-turn for the Chief Executive Officer in 2025/26 compared to 2024/25, the fact that the Chief Executive Officer's 2024/25 total remuneration included his one-off relocation allowance on appointment, and higher total pay and benefits for the quartile employees this year.

The Company is committed to offering its employees a competitive remuneration package. Base salaries for employees, including our Executive Directors, are determined with reference to a range of factors including market practice, experience and performance in role. The Committee also recognises that, due to the nature of the Company's business and the flexibility permitted with the regulations for identifying and calculating the total pay and benefits for employees, the ratios reported above may not be comparable to those reported by other companies.

Relative importance of spend on pay

The following table sets out the percentage change in dividends and the overall expenditure on pay (as a whole across the organisation).

Percentage change	Year ended 25 January 2025 £'000	Year ended 31 January 2026 £'000	% change
Dividends	17,238	19,155	11.1%
Overall expenditure on pay	64,300	65,100	1.2%

The Remuneration Committee

The following directors were members of the Committee during the year: Louise Smalley (Chair), Susan Barratt, Zoe Howorth, Nick Wharton, Mark Allen OBE and Dr Rohit Dhawan.

Dr Rohit Dhawan was appointed to the Committee upon his appointment to the Board on 29 July 2025. Mark Allen OBE resigned from the Board and Committee on 15 January 2026.

Euan Sutherland and Julie Barr attended specific Committee meetings by invitation only. The Committee received assistance from the Company Secretary, who acts as secretary to the Committee, and the Chief People Officer, who attended meetings regularly by invitation. Other members of management may also attend by invitation as required; however, no individual is ever present when matters relating to their own remuneration are being discussed.

The Committee is required, in accordance with its terms of reference, to meet at least three times per year. The Committee met three times during the year. The Committee is responsible for determining, within its terms of reference, all aspects of the remuneration of the executive directors, the executive committee and such other members of senior management as it is designated to consider. The Committee reviews the remuneration trends, pay levels and employment conditions across the Group. The Committee is also responsible for determining the remuneration of the Chair of the Board.

Workforce Engagement

The Committee recognises the importance of culture and effective employee engagement in the creation of a good workplace. Workforce engagement sessions are held during the year, led by the Board's designated workforce engagement director, Zoe Howorth. The topic regarding how executive director remuneration aligns with wider Company pay policy – in terms of governance, structure and quantum – is included as a specific discussion item at workforce engagement sessions at least once per year. The Board receives regular updates on workforce engagement throughout the year. Further information on employee engagement is included in the Corporate Governance Report on pages 80 to 81.

Committee Performance Evaluation

The Committee carried out an externally facilitated review of its performance and effectiveness during the year. This review was led by James Littlefair of Clare Chalmers Ltd. The review included a detailed and comprehensive evaluation of the performance and effectiveness of the Committee using written survey questionnaires with members of the Committee. The results of the evaluation were shared with the Committee. Overall, the review found that the Committee was functioning in an effective manner and performing well, with no major issues identified.

**DIRECTORS'
REMUNERATION
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Key activities in the year

Key activities of the Committee are shown below:

Policy and Consultation

- Conducted a comprehensive review of the existing Policy in preparation for its renewal at the 2026 AGM, ensuring continued alignment with the Company's strategic priorities and culture.
- Consulted extensively with major shareholders and met with each of the major proxy voting agencies to gather feedback on the proposed new Policy and Annual Bonus Plan rules.
- Continued to implement the existing Policy (approved at the 2023 AGM) for the duration of the financial year.

Fixed Pay and Broader Workforce

- Reviewed remuneration trends, pay levels and employment conditions across the Company to ensure fair and consistent reward practices.
- Reviewed and set annual salaries for the executive directors and executive committee, ensuring consistency with the increases awarded to the wider workforce.
- Reviewed and set the annual fee for the Chair of the Board.

Incentives and Target Setting

- Set stretching financial and strategic targets for the 2025/26 annual bonus for the executive directors and executive committee.
- Reviewed and approved the grant of LTIP awards to the executive directors and executive committee in April 2025.
- Considered and selected the performance measures and targets for the LTIP awards to be granted in the following financial year (2026/27).

Performance Assessment

- Reviewed achievement against targets and determined the appropriate level of payout for the 2025/26 annual bonus for the executive directors and executive committee in the context of wider business performance.
- Reviewed performance against targets for the 2023 LTIP awards (vesting in 2026) and determined the vesting levels in the context of wider business performance.
- Received and reviewed status updates on in-flight LTIP awards.

Governance and Risk

- Reviewed the executive directors' shareholdings against the Company's shareholding guidelines.
- Reviewed the Directors' Remuneration Report for the 2025/26 financial year and recommended it to the Board for approval.
- Reviewed market trends and corporate governance updates to ensure the Committee remained up to date with the evolving governance landscape and best practice.
- Reviewed and recommended updates to the Committee's terms of reference to the Board for approval.
- Reviewed the Committee's performance and effectiveness during the year, which was facilitated externally by Clare Chalmers Ltd

The terms of reference of the Remuneration Committee are available on the Company's website, www.agbarr.co.uk.

External adviser

During the year, the Committee was assisted in its work by the following external consultant:

Adviser	Details of appointment	Services provided by the Adviser	Fees paid by the Company for advice to the Remuneration Committee and basis of charge	Other services provided to the Company in the 2025/26 financial year
PricewaterhouseCoopers LLP ("PwC")	Appointed by the Committee in January 2022 following a competitive tender process	Assistance with the review of the Directors' Remuneration Policy. Assistance with the preparation of the Directors' Remuneration Report. Attendance at Committee meetings. Advice on market practice developments in executive pay.	£90,000 Charged on a retainer and time/cost basis.	Consulting services to management.

The Committee is satisfied that all advice received was objective and independent. PwC is a member of the Remuneration Consultants Group and, as such, voluntarily operates under the Code of Conduct in relation to executive remuneration consulting in the UK.

Statement of voting at last AGM

The following table sets out actual voting in respect of the resolutions to approve the 2024/25 Annual Report on Remuneration at the Company's AGM on 23 May 2025 ('2025 AGM') and the Remuneration Policy at the Company's AGM on 26 May 2023.

Resolution	Votes for	% of vote	Votes against	% of vote	Votes withheld
Approve Annual Report on Remuneration	84,371,625	95.75%	3,749,439	4.25%	249,070
Approve Remuneration Policy	52,168,970	66.47%	26,321,892	33.53%	379,499

DIRECTORS' REMUNERATION REPORT
CONTINUED

Additional information

Executive directors' interests in the LTIP

The individual interests of the Executive Directors under the LTIP are as follows:

Executive director	Date of award	At 25 January 2025 Number	Awarded Number	Vested Number	Lapsed Number	At 31 January 2026 Number	Exercisable from
Euan Sutherland	2 May 2024	171,957	—	—	—	171,957	2 May 2027
	28 April 2025	—	148,557	—	—	148,557	28 April 2028
Stuart Lorimer	8 April 2022	95,187	—	(95,187)	—	—	8 April 2025
	11 April 2023	106,251	—	—	—	106,251	10 April 2026
	2 May 2024	97,833	—	—	—	97,833	2 May 2027
	28 April 2025	—	95,414	—	—	95,414	28 April 2028
Roger White	8 April 2022	138,287	—	(115,239)	(23,048)	—	8 April 2025
	11 April 2023	154,362	—	—	—	154,362	10 April 2026
Jonathan Kemp	8 April 2022	72,513	—	(72,513)	—	—	8 April 2025
	11 April 2023	80,943	—	—	—	80,943	10 April 2026

Executive directors' interests in the SAYE

The individual interests of the Executive Directors under the SAYE scheme are as follows:

Executive director	At 25 January 2025 Number	Granted Number	Exercised Number	Lapsed Number	At 31 January 2026 Number	Option price pence	Exercisable from
Euan Sutherland	—	5,064	—	—	5,064	701	01/07/2030
Stuart Lorimer	3,635	—	—	—	3,635	510	01/07/2027

Approval

This report was approved by the Board and signed on its behalf by



Louise Smalley
Chair of the Remuneration Committee
31 March 2026

Directors' Remuneration Policy

This part of the report sets out the Company's Directors' Remuneration Policy (the "Policy") which will be put to a shareholder vote at the 2026 AGM and, subject to shareholder approval, will become effective for three years from the close of that meeting.

Whilst the Committee considers that the current remuneration structure remains broadly fit for purpose and supports the delivery of the Company's strategy, some changes to the Policy are proposed to ensure it remains competitive, in line with good governance and market practice, and supports the Company's ability to recruit and retain key talent over the next Policy period. This includes changes to levels of quantum and the operation of bonus deferral. Otherwise, the overall remuneration structure remains the same as that approved by shareholders at the 2023 AGM. The Committee consulted with a number of our largest shareholders in order to explain our rationale and seek feedback on the proposals, and were pleased that the majority of shareholders engaged were supportive of the proposals presented to them.

It is intended that the Policy remains in place for the full three-year period for which it is approved. However, the Committee reserves the right to review the Policy within that period, and if it considers appropriate, to make changes with shareholder approval to ensure it remains strategically aligned and competitive.

Key changes to existing Policy

The table below highlights the key changes proposed in the new Policy presented to shareholders for approval at the 2026 AGM vs the Policy approved by shareholders at the 2023 AGM.

Element	Proposed changes to current Policy and rationale
Annual bonus – quantum	Increase maximum opportunity level to 150% of salary. For 2026, the maximum opportunity levels for the Chief Executive Officer and Chief Finance and Operating Officer will be 150% and 125% of salary respectively. The current opportunity levels are at or, in the case of the Chief Executive Officer, below the lower quartile of the FTSE 250 (excluding Financial Services). The changes to the maximum quantum levels provide the Committee with future flexibility over the Policy period if required to recognise the performance of incumbents, their development in role, or to assist with recruitment. The proposed maximum opportunity levels remain within market norms for a FTSE 250 company and the opportunity implemented for 2026 is aligned with market median for the Chief Executive Officer and market lower quartile for the Chief Finance and Operating Officer.
Annual bonus – deferral	Increase existing deferral level from 25% to 50% of any bonus paid. This will then reduce back down to the current policy level of 25% of any bonus paid where the individual's shareholding requirement has been met. This strengthens the headline bonus deferral whilst reflecting the flexibility introduced by the Investment Association to ease bonus deferral where shareholding requirements have been met. Retaining a 25% level of deferral even if the shareholding requirement has been met ensures that the Committee is able to operate malus and clawback in the unlikely circumstances that it is required. This change also simplifies the relationship between bonus deferral and the shareholding requirement which currently includes a provision requiring executives to purchase shares in addition to the current 25% level of deferral where the shareholding requirement has not been met. Increasing the headline level of deferral to 50% of any bonus earned means that this additional requirement can be removed which helps simplify the Policy and bring it into line with common practice in the FTSE.
Deferred bonus – leaver treatment	The leaver provisions for the deferred bonus have been updated such that awards will normally lapse if a participant leaves before vesting. However, awards may vest in "good leaver" circumstances, including death, disability, ill-health, injury, sale of the participant's employer, or any other reason determined by the Remuneration Committee. Currently a leaver would retain their deferred shares under a departure in most circumstances and so this change strengthens the retentive features of the package and reflects a commitment to balancing the increased quantum set out above with enhanced protections for the Company and our shareholders.
Annual bonus – performance assessment	Introduce flexibility to pay up to 20% of maximum under the annual bonus for threshold performance (currently this is set at zero). This promotes consistency with the level of threshold payout available under the LTIP and aligns with common market practice. Targets will continue to be set with a level of stretch such that threshold payouts are only earned for an appropriate level of performance.
Long-term Incentive Plan	The LTIP maximum opportunity level will remain at 200% of salary but the wording around only using the maximum in exceptional circumstances such as the recruitment or retention of a senior employee has been removed. This provides the Committee with additional flexibility to use the headroom available over the next three-year Policy cycle noting that a maximum of 200% of salary is now aligned with the market median of the FTSE 250 (excluding financial services). The maximum award level for 2026 grants will remain at 150% of salary.
Shareholding requirements	The shareholding requirements will remain unchanged, but the requirement to buy shares using funds from the annual bonus if the shareholding requirement has not been met will be removed to reflect the increase in headline bonus deferral described above.
Chair & NED fees	The Chair and NED fees policy will introduce the flexibility to pay a portion of fees in shares and makes it explicit that additional fees may be paid for Committee membership. There is no change to the structure of Chair and NED fees for 2026.

DIRECTORS' REMUNERATION REPORT
CONTINUED

Executive directors

The table below describes each of the elements of the remuneration package for the executive directors:

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary	Core element of fixed remuneration, reflecting the size and scope of the role. Purpose is to recruit and retain directors of the calibre required for the Company.	Usually reviewed annually. Salary levels are determined by the Remuneration Committee taking into account a range of factors including: • role, experience and individual performance; • pay for other employees in the Group; • prevailing market conditions; and • external benchmarks for similar roles at comparable companies.	Although there is no overall maximum, salary increases are normally reviewed in the context of the salary increases across the wider Group. The Remuneration Committee may award salary increases above this level to take account of individual circumstances such as: • increase in scope and responsibility; • increase to reflect the executive director's development and performance in the role; or • alignment to market level.	Not applicable.
Benefits	Ensures the overall package is competitive. Purpose is to recruit and retain directors of the calibre required for the Company.	Executive directors receive benefits in line with market practice, which may include, for example, a car allowance or provision of a company car, a biennial health check, private medical insurance, life assurance and the ability to "buy" or "sell" holidays under the Company's flexible benefits plan. Other benefits may be provided based on individual circumstances. These may include, for example, relocation and travel allowances.	Whilst the Remuneration Committee has not set an absolute maximum on the levels of benefits executive directors receive, the value of the benefit is at a level which the Remuneration Committee considers appropriate against the market and provides a sufficient level of benefit based on individual circumstances.	Not applicable.
Annual bonus	Rewards performance against annual targets which support the strategic direction of the Group.	Awards based on performance against key financial and/or strategic targets and/or the delivery of personal objectives. Payout levels are determined by the Remuneration Committee after the year end based on performance against those targets. 50% of any bonus earned will be deferred into shares (normally in the form of nil-cost share options or conditional shares) for two years. Where a Director has met their shareholding requirement, 25% of any bonus will be deferred for two years. For financial metrics, for achievement of threshold performance up to 20% of the maximum opportunity will be paid out, up to 50% will be paid out for on-target performance, and the full maximum potential will pay out for maximum performance. For non-financial or individual metrics, payments for threshold performance will be up to 20% of the maximum payout, and the full maximum potential will pay out for maximum performance.	Maximum bonus opportunity is 150% of salary. For 2026, the Chief Executive Officer's maximum annual bonus opportunity will be 150% of salary. For the Chief Finance and Operating Officer the maximum annual bonus opportunity will be 125% of salary.	Targets are set annually reflecting the Company's strategy and aligned with key financial, strategic and/or individual objectives. Targets, whilst stretching, do not encourage inappropriate business risks to be taken. At least 80% of the bonus is assessed against key financial performance metrics of the business and the balance may be based on non-financial strategic measures and/or individual performance.

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Annual bonus continued		The Remuneration Committee has discretion to amend the level of bonus payout if, in its judgement, any formulaic output does not produce a fair result for either the executive director or the Company, taking into account overall business performance. The Remuneration Committee may make a dividend equivalent payment ("Dividend Equivalents") to reflect dividends that would have been paid over the period from grant to vesting on shares that vest. This payment may be in the form of additional shares or a cash payment equal to the value of those additional shares. Malus and clawback provisions apply (see section below).		
Long Term Incentive Plan ("LTIP")	Incentivises executive directors over the longer term and aligns their interests with those of shareholders.	Under the LTIP, awards of nil-cost options or conditional shares may be made with vesting dependent on the achievement of performance conditions set by the Remuneration Committee, normally over a three year performance period. Awards granted over shares may be settled in cash at the discretion of the Remuneration Committee. For achievement of threshold performance 20% of the maximum opportunity will vest. There will usually be straight line vesting between threshold and maximum performance. As described on page 94, awards may also vest in "good leaver" circumstances or on the death of a participant or on a change of control. All awards made under the LTIP will be subject to a two-year post-vesting holding period. Malus and clawback provisions apply (see section below). The Remuneration Committee has discretion to amend the level of LTIP vesting if, in its judgement, any formulaic output does not produce a fair result for either the executive director or the Company, taking into account overall business performance. The Remuneration Committee may make a dividend equivalent payment ("Dividend Equivalents") to reflect dividends that would have been paid over the period from grant to vesting on shares that vest. This payment may be in the form of additional shares or a cash payment equal to the value of those additional shares.	The maximum opportunity award level is 200% of salary. For 2026, the Executive Directors' opportunity will be 150% of salary.	The vesting of awards is subject to the satisfaction of performance targets set by the Remuneration Committee. The performance measures are reviewed regularly to ensure they remain relevant but will be based on key financial and/or strategic and/or total shareholder return related measures. The relevant metrics and the respective weightings may vary each year based upon Company strategic priorities. Performance measures and weightings will be set out in the Annual Report on Remuneration for the relevant financial year, typically including a split of key financial and/or strategic and/or total shareholder return related measures.

DIRECTORS' REMUNERATION REPORT CONTINUED

Element	Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
All employee share schemes	To encourage all employees to make a long-term investment in the Company's shares in a tax efficient way.	Executive directors are eligible to participate in a HMRC tax-advantaged All-Employee Savings Related Share Option Scheme ("SAVE") under which they make monthly savings over a period of three or five years linked to the grant of an option over the Company's shares with an option price which can be at a discount to the market value of shares on grant. Executive directors are also eligible to participate in a HMRC tax-advantaged All-Employee Share Ownership Plan ("AESOP"). The executive directors may participate in all sections of the AESOP, being the partnership and matching shares section, the free share section and the dividend share section.	Participation limits are those set by the UK tax authorities from time to time.	Not applicable.
Retirement benefits	Purpose is to recruit and retain directors of the calibre required for the Company. Provides market competitive post-employment benefits (or cash allowance equivalent).	Executive directors receive a contribution to a defined contribution pension. Executive directors may elect to take a cash allowance instead of contributions into a pension plan.	The maximum annual pension contribution is set to align with the level available to the wider workforce. The current maximum is set at 8% of salary but the Committee reserves to right to amend this in future years if there are changes to the level of contribution available to the wider workforce.	Not applicable.
Shareholding guidelines	Purpose is to further align the executive directors' long-term interests with those of shareholders.	During employment The Chief Executive Officer and new executive directors must retain all shares acquired under LTIP and deferred bonus awards until the value of their shareholding is equal to 200% of gross basic salary. The incumbent Chief Finance and Operating Officer must retain all shares acquired under LTIP and deferred bonus awards until the value of their shareholding is equal to 150% of gross basic salary. Until the relevant shareholding is acquired, the executive directors may not, without Remuneration Committee approval, sell shares other than to finance any tax liabilities arising from the vesting or release of awards. Post-employment The Chief Executive Officer and new executive directors must retain for two years post-employment any shareholding arising from shares awarded/vesting from both the deferred bonus and LTIP, up to the above shareholding guidelines. The incumbent Chief Finance and Operating Officer must retain for one year post-employment any shareholding arising from shares awarded/vesting from both the deferred bonus and LTIP after 26 January 2020, up to the above shareholding guidelines.	Not applicable.	Not applicable.

Malus and clawback

Malus provides the Committee with the right to cancel or reduce an unpaid or unvested award. Clawback provides the Committee with the right to require repayment of some or all of an award.

Annual bonus: The cash bonus will be subject to malus up to the point it is paid and will be subject to clawback for a further two year period. Any deferred bonus will be subject to malus up to the vesting date.

LTIP: The LTIP will be subject to malus up to the vesting date and will be subject to clawback for a further two years following the vesting date. The malus and clawback periods are considered appropriate considering the risk profile of the business and market practice.

The Committee may seek to enact malus and/or clawback in the following circumstances:

- Discovery of a material misstatement resulting in an adjustment to the audited accounts;
- The assessment of a performance condition or information used to determine the number of shares subject to an award was based on error, or inaccurate or misleading information;
- Action or conduct of a participant which amounts to fraud or gross misconduct;
- Events or behaviour of a participant that have led to regulatory censure or reputational damage;
- Material failure of risk management; and
- Corporate failure.

Chair and non-executive directors

The table below sets out an overview of the remuneration of non-executive directors:

Purpose and link to strategy	Approach of the Company
Fees are the sole element of remuneration provided to non-executive directors in relation to the fulfilment of this role. Fees are set at a level that reflects market conditions and is sufficient to attract individuals with appropriate knowledge and expertise.	Fees are normally reviewed annually. The remuneration of the Chair is determined by the Remuneration Committee. Fees are set at a level which reflects the skill, knowledge and experience of the individual, whilst taking into account appropriate market positioning. The Board is responsible for setting the fees of the other non-executive directors. Fees may include a basic fee and additional fees for further responsibilities (for example, chairing or being a member of Board committees and senior independent directorship). Fees are set taking into account several factors, including the size and complexity of the business, appropriate market data and the expected time commitment and contribution for the role. Fees may be paid wholly in cash or with a portion in shares. Non-executive directors, in their capacity as non-executive, do not participate in any of the Company's share schemes or bonus schemes nor do they receive any pension contributions. Non-executive directors may be eligible to receive benefits such as the use of secretarial support, travel costs (including any tax incurred on these costs) or other benefits that may be appropriate. Actual fee levels are disclosed in the Annual Report on Remuneration for the relevant financial year. Where an employee (other than an executive director) of the Company sits on the Board in an individual capacity, the fee they receive as a director shall be governed by this Remuneration Policy for non-executive director fees, but the Remuneration Policy does not apply to the pay and benefits they receive as a result of their employment.

Explanation of performance metrics chosen and the target setting process

Purpose and link to strategy	Approach of the Company
Selection	Performance measures are selected to align to the Company's strategy. The annual bonus performance measures have been selected to provide an appropriate balance between incentivising directors to meet financial targets for the year and achieving strategic and/or personal objectives. Specifically, the financial measures ensure a focus on top line growth in combination with profitability and returns generated for our shareholders. The LTIP performance measures reflect the Company's strategic objectives and therefore the financial and strategic decisions which ultimately determine the success of the Company. The LTIP performance measures may be based on key financial and/or strategic and/or total shareholder return related measures. LTIP performance will normally be based on, but not limited to, Earnings Per Share, which is a key measure of the Company's profitability, relative Total Shareholder Return to further strengthen the link between the interests of the executive directors and shareholders and a performance measure aligned with Environmental Sustainability. The Remuneration Committee retains the ability to adjust or set different performance measures and targets if events occur (such as a change in strategy, a material acquisition and/or a divestment of a Group business, a change in prevailing market conditions, or a change in the regulatory environment) which cause the Remuneration Committee to determine that the alternative or adjusted measures or targets are more suitable either for a defined period or for the foreseeable future so that they achieve their original purpose. These factors may alternatively be taken into consideration when assessing the performance outcome.
Setting targets	Stretching performance targets are set each year for the annual bonus and LTIP awards. When setting these performance targets, the Remuneration Committee will take into account a number of different reference points, which may include the Company's business plans and strategy, external consensus forecasts, and the market environment. Full payment or vesting will only occur for what the Remuneration Committee considers to be stretching performance. The Remuneration Committee also aims to make sure that targets are set in line with the Company's risk appetite so as to ensure that executive directors are not incentivised to take inappropriate risks.
Performance assessment	At the end of the period, performance against each relevant metric is assessed. Outcomes are calculated based on performance against each weighted performance metric with each metric measured on a standalone basis. Additionally, and in line with the UK Corporate Governance Code, the Remuneration Committee has discretion to change formulaic outcomes to ensure that payments made through variable incentive plans are proportionate to the Company's overall performance. Awards and options may be adjusted in the event of a variation of share capital in accordance with the Scheme rules.

Discretion

The Committee will operate all incentive plans according to the rules and discretions contained therein to ensure that the implementation of the Remuneration Policy is fair, both to the individual Director and to shareholders.

The discretions cover aspects such as:

- Selection of participants.
- Timing of grant and vesting of awards.
- Size of awards (subject to the policy limits).
- Choice of measures, weightings and targets.
- Determining level of payout or vesting based on an assessment of performance.
- Settlement of awards in cash or shares.
- Treatment of awards on termination of employment and change of control.
- Adjustment of awards in certain circumstances, e.g. changes in capital structure, demerger, special dividend, distribution or any other corporate event which may affect the current or future value of an award.
- Adjustment of performance conditions in exceptional circumstances, including changes in regulation, provided the new targets are fair and reasonable and neither materially more or less challenging than the original targets.
- Application of malus and/or clawback.

Any such use of discretion will be fully disclosed in the subsequent Annual Report on Remuneration and may, as appropriate, be the subject of consultation with the Company's major shareholders.

Policy for the remuneration of employees across the Group

Remuneration arrangements are determined throughout the Group based on the same principle that reward should be achieved for delivery of the business strategy and should be sufficient to attract and retain high calibre talent.

All employees are eligible to receive base salary, retirement benefits and other benefits based on role, seniority and location. The majority of employees are currently eligible to receive awards under an annual bonus plan, with only the most senior employees currently eligible to participate in the LTIP.

The annual bonus arrangements for the senior management team are similar to those for the executive directors in that targets are set annually dependent on financial and/or non-financial performance metrics. The key principles of the remuneration philosophy are applied consistently across the Group below this level, taking account of the seniority of employees.

Approach to recruitment remuneration

The Policy aims to facilitate the appointment of individuals of sufficient calibre to lead the business and execute the strategy effectively for the benefit of shareholders. When appointing a new director, the Remuneration Committee seeks to ensure that arrangements are in the best interests of the Company and in line with market practice.

When agreeing the level of remuneration appropriate for the individual, the Remuneration Committee will take into consideration a number of relevant factors, which may include the calibre of the individual, the candidate's existing remuneration package, and the specific circumstances of the individual including the jurisdiction from which the candidate was recruited.

Where a position is fulfilled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue according to the original terms.

The rationale for the package offered will be explained in the following Annual Report on Remuneration.

DIRECTORS' REMUNERATION REPORT
CONTINUED

Element	Proposed changes to current Policy and rationale
Salary	The base salary of newly appointed executive directors will be set at an appropriate level in line with the Policy to recruit the best candidate based on their skills, experience and current remuneration.
Benefits	Newly appointed executive directors will be eligible to receive benefits in line with the Policy. Where necessary, the Company will pay appropriate relocation, travel and subsistence costs. The Remuneration Committee will seek to ensure that no more is paid than is necessary.
Retirement benefits	Newly appointed executive directors will be eligible to receive pension contributions (or cash in lieu) in line with the Policy.
Incentives	Newly appointed executive directors will be eligible to participate in the annual bonus and LTIP as outlined in the Policy. The maximum annual opportunity under the incentives is 350% of salary in line with the maximums available under the Policy. The Committee would only use this maximum to the extent it is considered appropriate in the context of the appointment. Where an executive is appointed part way through the year they may be eligible to participate in the incentives for that year. Any awards may be prorated to reflect the remaining portion of the performance or vesting period. The performance conditions for these awards would normally align with the existing awards, but the Committee may alter these if it considers appropriate in the context of the business strategy and the appointed individual.
Buyout awards	In some circumstances, the Remuneration Committee may make payments or awards to recognise or "buy-out" remuneration arrangements forfeited on leaving a previous employer. The Remuneration Committee will normally aim to do so broadly on a like-for-like basis, taking into account a number of relevant factors regarding the forfeited arrangements, which may include the form of award, any performance conditions attached to the awards and the time at which they would have vested. These payments or awards are excluded from the maximum level of variable remuneration referred to above, however the Remuneration Committee's intention is that the value awarded would be no higher than the expected value of the forfeited arrangements. Where considered appropriate, such payments or awards will be liable to malus and clawback provisions. Any share awards referred to in this section will be granted as far as possible under the Company's existing share plans. If necessary, and subject to the limits referred to above, recruitment awards may be granted outside of these plans as currently permitted under the Listing Rules which allow for the grant of awards to facilitate, in exceptional circumstances, the recruitment of an executive director.
Chair and NED fees	Fees payable to a newly appointed Chair or non-executive director will be in line with the fee policy in place at the time of appointment.

Service contracts

Executive directors' contracts are on a rolling basis and may be terminated on 12 months' notice by the Company or on 6 months' notice by the executive director. Service contracts for new executive directors will generally be limited to 12 months' notice by the Company.

Non-executive directors are appointed for an initial period of three years, subject to annual re-election by shareholders in accordance with the UK Corporate Governance Code. Their appointments are terminable by either the Company or the directors themselves upon three months' notice without compensation.

Copies of the Directors' service contracts and letters of appointment are available for inspection at the Company's registered office.

Payments for loss of office

The principles on which the determination of payments for loss of office will be approached are set out below:

Policy	
Payment in lieu of notice	Payments to executive directors upon termination of their service contracts will be equal to up to 12 months' base salary (plus benefits in kind and pension contributions at the discretion of the Remuneration Committee). The Company will have regard to the need to mitigate the costs for the Company, such that payments may be reduced if departing executive directors secure alternative paid employment during the notice period.
Annual Bonus	This will be at the discretion of the Remuneration Committee on an individual basis and the decision as to whether or not to award a bonus in full or in part will be dependent upon a number of factors, including the circumstances of the individual's departure and their contribution to the business during the bonus period in question. Any bonus amounts paid will typically be pro-rated for time in service to termination and will, subject to performance, be paid at the usual time.
Deferred Bonus	Awards will normally lapse if the participant leaves employment before vesting. However, awards may vest in "good leaver" circumstances, including death, disability, ill-health, injury, sale of the participant's employer, or any other reason determined by the Remuneration Committee. Any "good leaver" awards will vest at the normal vesting date unless the Remuneration Committee decides they should vest at an earlier point for example on cessation of employment. In either case, the extent to which an award vests will be determined by the Remuneration Committee. The Remuneration Committee may vest the award on any other basis if it believes there are exceptional circumstances which warrant that. Options are exercisable for six months (12 months in the event of death) from leaving employment or six months (12 months in the event of death) from the normal vesting date as appropriate.
LTIP	The extent to which any award under the LTIP will vest would be determined based on the leaver provisions contained within the LTIP rules. The Remuneration Committee shall determine when awards vest in accordance with those provisions. Awards will normally lapse if the participant leaves employment before vesting. However, awards may vest in "good leaver" circumstances, including death, disability, ill-health, injury, sale of the participant's employer, or any other reason determined by the Remuneration Committee. Any "good leaver" awards will vest at the normal vesting date unless the Remuneration Committee decides they should vest at an earlier point for example on cessation of employment. In either case, the extent to which an award vests will be determined by the Remuneration Committee taking into account the extent to which the performance conditions have been satisfied and, unless the Remuneration Committee determines otherwise, the proportion of the performance period that has elapsed to the date of cessation of employment. The Remuneration Committee may vest the award on any other basis if it believes there are exceptional circumstances which warrant that. Options are exercisable for six months (12 months in the event of death) from leaving employment or six months (12 months in the event of death) from the normal vesting date as appropriate.
Change of control	Deferred bonus share awards and awards under the LTIP will generally vest early on a takeover, merger or other corporate reorganisation. The Remuneration Committee will determine the level of vesting taking account of performance conditions and, unless the Remuneration Committee determines otherwise, prorated for time, where applicable. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company. Awards under all-employee share schemes will be expected to vest on a change of control and those which have to meet specific requirements to benefit from permitted tax benefits will vest in accordance with those requirements.
Other payments	Payments may be made under the Company's all-employee share plans which are governed by HMRC tax-advantaged plan rules and which cover certain leaver provisions. There is no discretionary treatment of leavers under these plans. In appropriate circumstances, payments may also be made in respect of accrued holiday, outplacement and legal fees.

DIRECTORS' REMUNERATION REPORT
CONTINUED

Where a buy-out award is made under the Listing Rules then the leaver provisions would be determined at the time of the award.

The Remuneration Committee reserves the right to make additional exit payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a director's office or employment. In doing so, the Remuneration Committee will recognise and balance the interests of shareholders and the departing executive director, as well as the interests of the remaining directors.

Where the Remuneration Committee retains discretion it will be used to provide flexibility in certain situations, taking into account the particular circumstances of the director's departure and performance.

Illustrations of application of Remuneration Policy

The charts below set out an illustration of the Policy for 2026/27 in line with the Policy above and include base salary, pension, benefits and incentives. The charts provide an illustration of the proportion of total remuneration made up of each component of the Policy and the value of each component.

Euan Sutherland – total remuneration

Stuart Lorimer – total remuneration

Four scenarios have been illustrated for each executive director:

	Fixed pay	Annual Bonus	LTIP
Minimum performance	Fixed elements of remuneration – base salary, benefits and pension only.	No bonus.	No LTIP vesting.
Performance in line with expectations	Base salary is the forward looking salary (i.e. the salary effective from 1 April 2026 and the value for benefits has been calculated as per the single figure table on page 98 (i.e. the benefits for the 2025/26 financial year).	50% of maximum awarded for achieving target performance (i.e. 75% of salary for the Chief Executive Officer, 62.5% of salary for other Directors).	60% of maximum award vesting for target performance (i.e. 90% of salary).
Maximum performance plus 50% growth in share price		100% of maximum awarded for achieving maximum performance (i.e. 150% of salary for the Chief Executive Officer, 125% of salary for other Directors).	100% of maximum award vesting for maximum performance (i.e. 150% of salary). 100% of maximum award vesting for maximum performance plus 50% growth in share price (i.e. 225% of salary).

LTIP awards are included in the scenarios above at face value with no share price movement included (except in the “maximum plus 50%” scenario).

Statement of consideration of employment conditions elsewhere in the Company

The Remuneration Committee generally considers pay and employment conditions elsewhere in the Company when considering the executive directors’ remuneration. When considering base salary increases, the Remuneration Committee reviews overall levels of base pay increases offered to other employees. Employees are not actively consulted on directors’ remuneration. The Company has regular contact with union bodies on matters of pay and remuneration for employees covered by collective bargaining or consultation arrangements.

Existing contractual arrangements

The Remuneration Committee retains discretion to make any remuneration payments and payments for loss of office outside the Policy in this report:

- where the terms of the payment were agreed before the Policy came into effect;
- where the terms of the payment were agreed at a time when the relevant individual was not a director of the Company and, in the opinion of the Remuneration Committee, the payment was not in consideration of the individual becoming a director of the Company; or
- to satisfy contractual commitments under legacy remuneration arrangements.

For these purposes, the term “payments” includes the satisfaction of awards of variable remuneration and, in relation to an award over shares, the terms of the payment are agreed at the time the award is granted.

The Remuneration Committee may make minor changes to this Policy which do not have a material advantage to directors, to aid in its operation or implementation, taking into account the interests of shareholders but without the need to seek shareholder approval.

Statement of consideration of shareholder views

When determining the Remuneration Policy and its implementation, the Committee engaged with the company’s largest shareholders and also reviewed best practice guidelines issued by institutional investor bodies. The Committee were pleased that the majority of shareholders engaged with were supportive and aligned with the proposals that were presented to them. The Committee took on board the feedback received when finalising the proposals and are confident that the final Policy is strongly aligned with the best interests of our shareholders. The Committee continues to always be open to feedback from shareholders on our Remuneration Policy and remuneration arrangements, and commits to ensuring consultation with our largest shareholders in advance of any significant changes to the Remuneration Policy or structure. The Committee continues to monitor trends and developments in corporate governance and market practice to ensure the structure of executive remuneration remains appropriate.

DIRECTORS' REPORT

The directors present their report and the audited consolidated financial statements of the Group for the 53 weeks (2025: 52 weeks) ended 31 January 2026.

Strategic Report

The Companies Act 2006 requires the directors to present a review of the business during the year to 31 January 2026 and of the position of the Group at the end of the financial year, together with a description of the principal risks and uncertainties faced. The Strategic Report can be found on pages 1 to 69 and is incorporated by reference into this Directors' Report.

Corporate Governance Statement

The Disclosure Guidance and Transparency Rules require certain information to be included in a corporate governance statement in the Directors' Report. Information that fulfils the requirements of the corporate governance statement can be found in the Corporate Governance Report on pages 72 to 86 and is incorporated by reference into this Directors' Report.

Results and dividends

The Group's profit after tax for the financial year ended 31 January 2026 attributable to equity shareholders amounted to £47.1m (2025: £39.7m).

An interim dividend for the current year of 3.44p (2025: 3.10p) per ordinary share was paid on 7 November 2025. In line with its progressive dividend policy, the Board has proposed a final dividend of 15.27p (2025 final dividend: 13.76p) per ordinary share, which will be paid on 5 June 2026 if approved at the Company's annual general meeting ('AGM') on 22 May 2026. The directors have taken advantage of the exemption available under s408 of the Companies Act 2006 and have not presented an income statement for the Company. The Company's profit for the year was £73.1m (2025: £26.0m).

Directors

The following were directors of the Company during the financial year ended 31 January 2026 and to the date of this report:

- Susan Barratt
- Euan Sutherland
- Stuart Lorimer
- Julie Barr
- Dr Rohit Dhawan (appointed 29 July 2025)
- Zoe Howorth
- Louise Smalley
- Nick Wharton
- Mark Allen OBE (resigned 15 January 2026)

Subject to the Company's Articles of Association (the '**Articles**') and any relevant legislation, the directors may exercise all of the powers of the Company and may delegate their power and discretion to committees. The powers of the directors to issue or repurchase ordinary shares are set by resolution at a general meeting of shareholders.

The Articles provide that the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board.

Mark Allen OBE resigned from the Board on 15 January 2026. Susan Barratt, previously the Senior Independent Director, was appointed as Interim Chair of the Board with effect from 15 January 2026. The Board recognises Susan's extensive knowledge of the business and her leadership experience, which provide important continuity during the interim period while the search for a permanent successor is conducted. Louise Smalley succeeded Susan Barratt as Senior Independent Director with effect from 15 January 2026. Louise brings significant governance experience to the role to support the Board's oversight. These changes follow the appointment of Dr Rohit Dhawan as an independent non-executive director on 29 July 2025, who brings significant experience in digital innovation and data transformation to the Board.

The Articles also give the directors power to appoint and remove directors. Under the terms of reference of the Nomination Committee, any appointment must be recommended by the Nomination Committee for approval by the Board. The Articles require directors to retire and submit themselves for election at the first AGM following appointment and to retire no later than the third AGM after the AGM at which they were last elected or re-elected. However, in order to comply with the 2024 UK Corporate Governance Code, all directors as at the date of this report will submit themselves for re-election at the 2026 AGM.

Biographical details of the Board are set out on pages 70 to 71.

Data on the diversity of the Board and Executive Management as required by UK Listing Rule 6.6.6R(10) as at 31 January 2026 is set out below. Data is collected by self-disclosure directly from the individuals concerned.

Gender identity or sex

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	% of Executive Management
Men	4	50%	2	4	66.7%
Women	4	50%	2	2	33.3%
Not specified/preferred not to say	–	–	–	–	–

Ethnic background

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	% of Executive Management
White British or other White (including minority-white groups)	7	87.5%	4	6	100%
Mixed/Multiple Ethnic Groups	–	–	–	–	–
Asian/Asian British	1	12.5%	–	–	–
Black/African/Caribbean/Black British	–	–	–	–	–
Other ethnic group, including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

The Company recognises the importance of Board diversity and at all levels within the Group. The Company is committed to increasing diversity across the business and has put in place a number of initiatives to support the development and promotion of talented individuals, regardless of factors such as gender, age, ethnicity, disability, sexuality and religious belief.

More information about progress against our goals can be found in the section headed 'Diversity and inclusion' on page 36 and 37 of the Strategic Report.

As at 31 January 2026, the gender-related diversity targets set in the UK Listing Rules for the Board are met, with 50% of members being women and at least one senior Board position being held by a woman.

The Board is delighted to have welcomed Dr Rohit Hawan to the Board during the year. His appointment brings significant experience in AI and digital transformation, further strengthening the Board's skill set while also enhancing the ethnic diversity of the Board, reflecting the Group's commitment to broad representation at the highest level.

Appointments to the Board are made following a formal, rigorous and transparent process, facilitated by the Nomination Committee with the aid of external search consultancy firms.

On 2 February 2026, Usman Hamid joined the Executive Management team as Chief Digital and Technology Officer, bringing over 20 years of experience in technology strategy, data, and business transformation. His appointment further enhances the ethnic diversity of our leadership, reinforcing our commitment to diverse representation at the highest management level.

Directors' interests

Information regarding the directors' interests in ordinary shares of the Company is provided in the Directors' Remuneration Report on page 105. No director has any other interest in any shares or loan stock of any Group company.

Other than service contracts, no director had a material interest in any contract to which any Group company was a party during the year.

There have been the following changes notified in the directors' shareholdings between 31 January 2026 and 30 March 2026: an increase in Euan Sutherland's holding of 66 shares, an increase in Stuart Lorimer's holding of 66.

DIRECTORS' REPORT CONTINUED

Directors' indemnity provisions

As at the date of this report, indemnities are in force between the Company and each of its directors under which the Company has agreed to indemnify each director, to the extent permitted by law, in respect of certain liabilities incurred as a result of carrying out their role as a director of the Company. The directors are also indemnified against the costs of defending any criminal or civil proceedings or any claim in relation to the Company or brought by a regulator as they are incurred, provided that where the defence is unsuccessful the director must repay those defence costs to the Company. The Company's total liability under each indemnity is limited to £5.0m for each event giving rise to a claim under that indemnity. The indemnities are qualifying third party indemnity provisions for the purposes of the Companies Act 2006. In addition, the Company maintained a Directors' and Officers' liability insurance policy throughout the financial year and has renewed that policy.

As at the date of this report, indemnities are in force between the Company and each of the directors of the corporate trustee of the A.G. BARR p.l.c. (2008) Pension and Life Assurance Scheme under which the Company has agreed to indemnify each director, to the extent permitted by law, in respect of certain liabilities incurred in connection with the corporate trustee's activities as a trustee of such scheme.

Research and development

The Group undertakes research and development activities in order to develop its range of new and existing products. Expenditure during the year on research and development amounted to £2.2m (2025: £1.6m).

Political donations and political expenditure

No Group company made any political donations or incurred any political expenditure in the year (2025: £nil).

Post balance sheet events

Relevant post balance sheet events requiring disclosure are included in Note 32.

Employee engagement

Information on employee engagement is included in the Corporate Governance Report on pages 80 to 81 and the Strategic Report on pages 35 to 37.

All qualifying employees are entitled to join the All-Employee Savings Related Share Option Scheme ('SAYE') and the All-Employee Share Ownership Plan ('AESOP'). Details of these share schemes are provided below.

AESOP

The AESOP is HMRC approved and the executive directors participate in both sections of the scheme, which is open to all qualifying employees.

The partnership share element provides that for every two shares a participant purchases in the Company, up to a current maximum contribution of £150 per month, the Company will purchase one matching share. The matching shares purchased are held in trust in the name of the individual.

There are various rules as to the period of time that the shares must be held in trust but after five years the shares can be released tax free to the participant.

The free share element allows participants to receive shares to the value of a common percentage of their earnings, related to the performance of the Group. The maximum value of any annual award is currently £3,600 and the shares awarded are held in trust for five years. Under the terms of the AESOP rules, any award of free shares to employees is made by the Trustee of the AESOP subject to the Company's consent.

Under the terms of this scheme, unless they are a "good leaver" the matching shares will be forfeited if the participant leaves the employment of the Company within three years of the award. All partnership, matching and free shares must be removed from the trust if employment with the Company ceases.

SAYE

The SAYE is HMRC approved and is available to all qualifying employees, including executive directors. It is based on a three or five year savings contract, which provides the participant with an option to purchase shares after three years or five years (as appropriate) at a discounted price fixed at the time the contract is taken out, or earlier as provided by the scheme rules. No performance conditions require to be met by any participant in order to exercise their option under the SAYE.

Employment of disabled persons

The Company strives to build an inclusive and diverse culture where all employees have the opportunity to succeed. Applications for employment by disabled persons are always fully and fairly considered. In the event of employees becoming disabled every effort is made to ensure that their employment will continue.

The Company is committed to the fair treatment of people with disabilities regarding recruitment, training, promotion and career development.

Stakeholder engagement – section 172(1) statement

A statement on how the Company has engaged with key stakeholders, including employees, and the impact of that engagement on the Company's strategy and the principal decisions taken during the year is set out in the Corporate Governance Report on pages 75 to 82. This statement also summarises how the directors have had regard to the need to foster the Company's business relationships with suppliers, customers and others, and the effect of that regard, including on the principal decisions taken during the year. This statement is incorporated by reference into this Directors' Report.

Substantial shareholdings

As at 31 January 2026, the Company had been notified under Rule 5 of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules of the following interests in the Company's ordinary share capital:

	Number of shares	% of voting rights	Type of holding
Lindsell Train Limited	11,193,393	9.9915%	Indirect
FMR LLC	5,651,047	5.0443%	Indirect

As at 30 March 2026, the Company had been notified under Rule 5 of the Financial Conduct Authority's Disclosure Guidance and Transparency Rules of the following interest in the Company's ordinary share capital:

	Number of shares	% of voting rights	Type of holding
Lindsell Train Limited	5,588,000	4.9980%	Indirect
FMR LLC	5,651,047	5.0443%	Indirect

Share capital

As at 31 January 2026, the Company's issued share capital comprised a single class of ordinary shares of 4 1/6 pence each. All of the Company's issued ordinary shares are fully paid up and rank equally in all respects. The rights attaching to the shares are set out in the Articles. Note 28 contains details of the ordinary share capital.

On a show of hands at a general meeting of the Company every holder of ordinary shares present in person or by proxy and entitled to vote shall have one vote and, on a poll, every member present in person or by proxy and entitled to vote shall have one vote for every ordinary share held. The Notice of AGM on pages 195 to 205 gives full details of deadlines for exercising voting rights in relation to the resolutions to be considered at the AGM. All proxy votes are counted and the numbers for, against or withheld in relation to each resolution are announced at the AGM and published on the Company's website after the meeting. Subject to the relevant statutory provisions and the Articles, shareholders are entitled to a dividend where declared and paid out of profits available for such purposes.

There are no restrictions on the transfer of ordinary shares in the Company other than:

- those which may from time to time be applicable under existing laws and regulations (for example, insider trading laws); and
- pursuant to the Company's Share Dealing Codes and applicable regulations, whereby directors and certain employees of the Company require approval to deal in the Company's ordinary shares and are prohibited from dealing during closed periods.

As at 31 January 2026, the Company had authority, pursuant to the shareholders' resolution of 23 May 2025, to purchase up to 10% of its issued ordinary share capital. This authority will expire at the conclusion of the 2026 AGM. It is proposed that this authority be renewed at the 2026 AGM, as detailed in the Notice of AGM on pages 195 to 196.

As at 31 January 2026, Robert Barr Limited, as trustee of the Savings Related Benefit Trust and the All-Employee Share Ownership Plan Trust (the '**RBL Trustee**'), held 0.84% of the issued share capital of the Company in trust for the benefit of the executive directors and employees of the Group. As at 31 January 2026, Equiniti Share Plan Trustees Limited (the '**AESOP Trustee**') held 0.55% of the issued share capital of the Company in trust for participants in the AESOP.

A dividend waiver is in place in respect of the RBL Trustee's holdings under the Savings Related Benefit Trust. A dividend waiver is in place in respect of shares held by the AESOP Trustee and the RBL Trustee under the AESOP which have not been appropriated to participants.

The voting rights in relation to the RBL Trustee's shareholdings are exercised by the RBL Trustee, who may vote or abstain from voting the shares as it sees fit in respect of shares which are unvested or have not been appropriated to employees.

DIRECTORS' REPORT CONTINUED

Under the rules of the AESOP, eligible employees are entitled to acquire shares in the Company. Details of the AESOP are set out above. AESOP shares which have been appropriated to participants are held in trust for those participants by the AESOP Trustee. Voting rights in respect of shares which have been appropriated to participants are exercised by the AESOP Trustee on receipt of participants' instructions. If a participant does not submit an instruction to the AESOP Trustee, no vote is registered in respect of those shares. In addition, the AESOP Trustee does not vote any unappropriated shares held under the AESOP as surplus assets.

The Company is not aware of any agreements between shareholders that may result in restrictions on the transfer of securities or on voting rights.

Change of control

All of the Company's share incentive plans contain provisions relating to a change of control of the Company. The Company's banking facilities may, at the discretion of the lender, be repayable upon a change of control.

Articles of association

The Articles may only be amended by a special resolution at a general meeting of shareholders. No amendments are proposed to be made to the existing Articles at the 2026 AGM.

Greenhouse gas emissions

Disclosures regarding greenhouse gas emissions required by the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 are included in the Strategic Report on page 39 and pages 51 to 52. This information is incorporated by reference into this Directors' Report.

Task Force on Climate-Related Financial Disclosures ('TCFD')

Disclosures consistent with the TCFD's recommendations are included in the Strategic Report on pages 44 to 51.

Financial risk management

Information on the exposure of the Group to certain financial risks and on the Group's objectives and policies for managing each of the Group's main financial risk areas is detailed in the financial risk management disclosure in Note 26.

Contracts of significance

There were no contracts of significance as defined by UK Listing Rule 6.6 in existence during the financial year.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 1 to 69. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described in the Financial Review on pages 58 to 62.

After making the appropriate enquiries, the directors have concluded that the Group will be able to meet its financial obligations for the foreseeable future and therefore have a reasonable expectation that the Company and the Group overall have adequate resources to continue in operational existence for the foreseeable future (being at least one year following the date of approval of this annual report) and, accordingly, consider it appropriate to adopt the going concern basis in preparing the financial statements.

The Company's viability statement is set out on page 69 of the Strategic Report.

Directors' statement as to disclosure of information to auditor

So far as each director is aware, there is no relevant audit information (as defined by the Companies Act 2006) of which the Company's auditor is unaware. Each director has taken all steps that ought to be taken by a director to make themselves aware of and to establish that the auditor is aware of any relevant audit information.

Auditor

The Audit and Risk Committee has responsibility delegated from the Board for making recommendations on the appointment, reappointment, removal and remuneration of the external auditor.

The auditor, Deloitte LLP, has indicated its willingness to continue in office and a resolution to appoint Deloitte LLP as auditor of the Company and its subsidiaries, and to authorise the Audit and Risk Committee to fix their remuneration, will be proposed at the 2026 AGM.

Cautionary statement

This report is addressed to the shareholders of A.G. BARR p.l.c. and has been provided solely to provide information to them.

This report is intended to inform the shareholders of the Group's performance during the year ended 31 January 2026. This report contains forward-looking statements based on knowledge and information available to the directors as at the date the report was prepared. These statements should be treated with caution due to the inherent uncertainties underlying any forward-looking information and any statements about the future outlook may be influenced by factors that could cause actual outcomes and results to be materially different.

Annual General Meeting

The Company's 2026 AGM will be held at 12.00 p.m. on 22 May 2026 at the offices of Shepherd and Wedderburn LLP, 1 West Regent Street, Glasgow, G2 1RW. The Notice of AGM is set out on pages 195 to 205 of this report. A description and explanation of the resolutions to be considered at the 2026 AGM is set out on 197 to 205.

Recommendation to shareholders

The Board considers that all the resolutions to be considered at the 2026 AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them.

By order of the Board



Christopher K. O'Donnell
Company Secretary
31 March 2026

STATEMENTS OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors are required to prepare the group financial statements in accordance with United Kingdom adopted international accounting standards. The directors have also chosen to prepare the parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent Company and of the consolidated profit or loss for that period. In preparing the parent Company financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

In preparing the Group financial statements, International Accounting Standard 1 requires that directors:

- Properly select and apply accounting policies;
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- Make an assessment of the Company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' statement pursuant to the disclosure and transparency rules

Each of the directors, whose names and functions are set out on pages 70 to 71, confirm that, to the best of their knowledge:

- The financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position of the Group and parent Company and of the consolidated profit;
- The Annual Report and Accounts includes a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties faced by the Group; and
- They consider the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

By order of the Board



Euan Sutherland
Chief Executive Officer
31 March 2026



Stuart Lorimer
Chief Finance and Operating Officer
31 March 2026

**INDEPENDENT
AUDITOR'S
REPORT TO THE
MEMBERS OF
A.G. BARR P.L.C.**

Report on the audit of the financial statements

1. Opinion

In our opinion:

- the financial statements of A.G. Barr p.l.c. (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31 January 2026 and of the group's profit for the 53 week period then ended;
- the group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 *Reduced Disclosure Framework*; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 32.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and United Kingdom adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the group and the parent company for the period are disclosed in note 3 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the group or the parent company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current period were: • Completeness and valuation of the period-end accrual for sales related rebates and discounts; and • Valuation of goodwill and intangible assets within the Innate-Essence cash-generating unit ("CGU") at the acquisition date and period-end.
Materiality	The materiality that we used for the group financial statements was £3.37m (2025: £2.93m) which was determined on the basis of 5% (2025: 5%) of adjusted profit before tax.
Scoping	We performed audit procedures over the entire financial information for two components which accounted for 95% of revenue, 100% of profit before tax and 95% of net assets. We performed analytical review procedures on all other components.
Significant changes in our approach	We have identified a new key audit matter for the current period in relation to the valuation of goodwill and intangible assets within the Innate Essence CGU. The impairment assessment and purchase price allocation accounting involve significant management judgement in the application of valuation models and assumptions.

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Challenging underlying data and considering the impact of economic uncertainty on the assumptions, with reference to historical performance and other external data;
- Assessing the integrity of the model used to prepare the forecasts, testing the clerical accuracy of those forecasts, and considering the historical accuracy of the forecasts prepared by management;
- Assessing the headroom in the forecasts (liquidity and covenants) by evaluating the financing facilities that are in place during the forecast period including the repayment terms and covenants, and assessing whether these have been appropriately reflected in the model;
- Considering potential sources of funding available to the group and assessing reasonableness of the refinancing assumptions;
- Assessing the reasonableness of the downside scenarios and sensitivities prepared by management; and
- Assessing the appropriateness of the going concern disclosures in the financial statements.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the reporting on how the group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

The key audit matters communicated below are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Completeness and valuation of the period-end accrual for sales related rebates and discounts

Key audit matter description	Sales related rebates and discounts of £19.7m (2025: £16.7m) are included within trade and other payables and disclosed in note 23 to the financial statements. The Group incurs significant costs through agreeing sales discounts to support and develop its brands, with commercial teams agreeing joint business plans with customers. Estimation is required in determining the level of variable consideration recognised, as there are timing delays in receiving information on volumes sold; therefore when computing the amounts to be recognised in the financial statements, management are required to estimate total sales volumes. As such, in cases where sales discounts, promotions and brand support campaigns span the period-end and where settlement has not been fully agreed at period-end, or where prior period claims arise, the period-end accrual can depend on information not yet made available by the customer. Total amounts earned by the customer are deducted from revenue, and therefore the period-end accrual impacts revenue recognised in the year. Due to the estimation involved, we have determined there is a potential for fraud through possible manipulation of this balance. Sales related rebates and discounts are included within note 23 to the financial statements. The Audit and Risk Committee's consideration in respect of the risk is included on page 90.
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How the scope of our audit responded to the key audit matter	The audit procedures we performed in respect of this matter included: • Obtaining an understanding of and testing the relevant controls over the brand support discounts and cost accruals process; • Meeting with the commercial teams to understand and challenge the accounting for sales related rebates and discounts in place, by assessing the movements in the accrual; • Testing a sample of customers with characteristics of audit interest, such as customer receiving material brand support investment, customers with material open promotions at period-end, and customers with significant buying power, assessing the accuracy of current period; • Performing a retrospective assessment on judgements made in the previous period, including examining a sample of accrual releases and assessing the additional variable consideration recognised; • Examining a sample of key commercial contracts and joint business plans to assess whether the composition of the accrual is in line with the underlying commercial agreement; • Obtaining confirmations directly from customers for a sample of open accruals. In cases where no confirmation reply was received, we performed alternative procedures involving understanding the basis for the accrual and recalculating the expected accrual based on related sales information; • Selecting a sample of settlements and releases made after the period-end to determine the accuracy of the accrual value; and • Performed a stand back analysis of the judgements made, and how they compare to the financial statements as a whole.
Key observations	We concluded that completeness and valuation of brand support discounts and cost accruals were appropriate.
5.2. Valuation of goodwill and intangible assets within the Innate-Essence cash-generating unit ("CGU") at the acquisition date and at period-end	
Key audit matter description	In July 2025, A.G. Barr p.l.c. acquired Innate-Essence Limited for a maximum cash consideration of £14.7m, including an earn-out of up to £16m over two years. In line with IFRS 3 <i>Business Combinations</i>, the directors have performed a purchase price allocation exercise to allocate consideration in excess of the net assets acquired to goodwill and other intangibles. Given the judgement inherent in forecasting post-acquisition performance, we have identified a potential for error in relation to the valuation and allocation of acquired intangible assets, related to the short term growth forecasts which are a driver of the valuation and allocation of acquired intangible assets. As required by IAS 36 <i>Impairment of Assets</i>, the directors perform an impairment review for all goodwill balances on an annual basis, and for other intangible assets whenever an indication of impairment is identified. Initial recognition of goodwill and other intangible assets is included within note 15 to the financial statements and the period-end and other intangibles are included in note 10. The assessment of goodwill impairment has been included as a key source of estimation uncertainty on page 155. The Audit and Risk Committee's consideration in respect of this risk is included on page 90.
How the scope of our audit responded to the key audit matter	In response to the identified risk, we performed the following procedures: • Obtained an understanding of the process and relevant controls over the purchase price allocation and goodwill impairment assessment processes; • Reviewed share purchase agreements to assess whether the acquisition has been accounted for correctly in the financial statements; • Involved our valuation specialists to understand the inputs and methodology, notably on discount rates, and to assess the key assumptions used by the directors in valuing the split between identified intangible assets and goodwill; • Challenged the management's assessment of the completeness of intangible assets identified in the directors' assessment of the purchase price allocation; • Evaluated how the requirements of IFRS 3 have been considered by the directors in accounting for the business combination; • Tested the mechanical and arithmetical accuracy of management's acquisition model and assessed the impairment model for compliance with the requirements of IAS 36; • Assessed the likelihood of achievement of forecast revenues used in the calculations at the acquisition and balance sheet dates, which included examining the pipeline of new business; • Evaluated the disclosures in note 15 relating to business combinations, note 10 relating to the impairment review, and the appropriateness of the IAS 1 estimation uncertainty disclosure around the recoverable value.
Key observations	Based on the work performed, we concluded that the valuation of goodwill and intangible assets and the related disclosures for the Innate-Essence CGU were appropriate.

6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent company financial statements
Materiality	£3.37m (2025: £2.93m)	£3.03m (2025: £2.64m)
Basis for determining materiality	5% (2025: 5%) of adjusted profit before tax.	Parent company materiality equates to 0.7% (2025: 0.8%) of revenue.
Rationale for the benchmark applied	We have used adjusted profit before tax as the benchmark for our determination of materiality as we consider this to be the critical performance measure for the Group on the basis that it is a key metric to analysts and investors. The adjusted items in the period are summarised on page 192.	We have used revenue as the benchmark for our determination of materiality as we consider this to be the key driver of the business. We have capped materiality to be 90% of group materiality being £3.03m (2025: £2.64m).

6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent company financial statements
Performance materiality	70% (2025: 70%) of group materiality	70% (2025: 70%) of parent company materiality
Basis and rationale for determining performance materiality	In determining performance materiality, we considered the following factors: • our risk assessment, including our assessment of the group's overall control environment and the fact that we were able to rely on controls over a number of business processes, which remains consistent with the prior period; and • the level of corrected and uncorrected misstatements identified in the prior period audit.	

6.3. Error reporting threshold

We agreed with the Audit & Risk Committee that we would report to them all audit differences in excess of £168,250 (2025: £146,000), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit & Risk Committee on disclosure matters that we identify when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1. Identification and scoping of components

Our group audit was scoped by developing an audit plan for each significant account. Through discussion with IT, internal audit, and the finance teams and performing walkthroughs of processes across each of these areas, including group-wide controls, and assessing the risk of material misstatement at a group level, we assessed the qualitative and quantitative characteristics of each Financial Statement line item and considered the relative contribution of each component to these line items.

Based on this assessment, we focused our work on two (2025: four) components which represent 95% of revenue (2025: 97%), 100% of profit before tax (2025: 99%), and 95% of net assets (2025: 96%).

We performed audit procedures to performance materiality levels applicable to the components, which was lower than the group performance materiality and ranged from £1.2m to £2.1m (2025: £0.7m to £1.8m).

The components that we performed an audit of the entire financial information upon were as follows:

- A.G. Barr p.l.c.
- Rubicon Drinks Limited

The remaining components were subject to analytical review procedures to confirm our conclusion that there was no significant risk of material misstatement in the residual population. Our audit work on these components was executed at component performance materiality, capped at 90% of group performance materiality. At the group level we also tested the consolidation process.

All work was performed by the group engagement team.

7.2. Our consideration of the control environment

With the involvement of our IT specialist we obtained an understanding of the IT environment and relevant general IT controls. We tested and relied on the effectiveness of business controls for certain components within the revenue and brand support accrual business process cycles. The Group continues to invest in its internal controls as part of its ongoing control improvement activities and its preparations for the introduction of the directors' declaration over the effectiveness of material internal controls set out in the 2024 UK Corporate Governance Code.

7.3. Our consideration of climate-related risks

In planning our audit, we have considered the potential impact of climate change on the group's business and its financial statements.

The group has assessed the risk and opportunities relevant to climate change and has included this risk as a principal risk across the group. The risk has also been considered and embedded into the business as explained in the Strategic Report on pages 63 to 69.

7. An overview of the scope of our audit continued

7.3. Our consideration of climate-related risks continued

As part of our audit, we have obtained management's climate-related risk assessment and held discussions with those charged with governance to understand the process of identifying climate-related risks, the determination of mitigating actions and to evaluate the impact on the group's financial statements. While management has acknowledged that the transition and physical risks posed by climate change have the potential to impact the medium to long term success of the business, they have assessed that there is no material impact arising from climate change on the judgments and estimates made in the financial statements as at 31 January 2026 as explained in note 1 on page 147.

We have performed our own qualitative risk assessment of the potential impact of climate change on the group's financial statements. Our procedures include evaluating the appropriateness of disclosures, in conjunction with our internal environmental, social and governance specialists, included in note 1 to the financial statements and reading the disclosures included in the Strategic Report to consider whether they are materially consistent with the financial statements and our knowledge obtained in the audit.

8. Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- the group's own assessment of the risks that irregularities may occur either as a result of fraud or error;
- results of our enquiries of management, internal audit, the directors and the Audit & Risk Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the group's sector;
- any matters we identified having obtained and reviewed the group's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and relevant internal specialists, including valuations, pensions, and IT specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the completeness and valuation of period-end accrual for sales related rebates and discounts.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, UK Listing Rules, pensions legislation and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included the group's operating licence and environmental regulations.

11.2. Audit response to risks identified

As a result of performing the above, we identified the completeness and valuation of the period-end accrual for sales related rebates and discounts as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Audit & Risk Committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

13. Corporate Governance Statement

The UK Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 128;
- the directors' explanation as to its assessment of the group's prospects, the period this assessment covers and why the period is appropriate set out on page 69;
- the directors' statement on fair, balanced and understandable set out on page 130;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 65 to 68;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 86; and
- the section describing the work of the Audit & Risk Committee set out on pages 88 to 91.

14. Matters on which we are required to report by exception

14.1. Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

14.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

15. Other matters which we are required to address

15.1. Auditor tenure

Following the recommendation of the Audit & Risk Committee, we were appointed on 31 May 2017 to audit the financial statements for the period ending 27 January 2018 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is nine years, covering the periods ending 27 January 2018 to 31 January 2026.

15.2. Consistency of the audit report with the additional report to the Audit & Risk Committee

Our audit opinion is consistent with the additional report to the Audit & Risk Committee we are required to provide in accordance with ISAs (UK).

16. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.15R – DTR 4.1.18R, these financial statements will form part of the Electronic Format Annual Financial Report filed on the National Storage Mechanism of the FCA in accordance with DTR 4.1.15R – DTR 4.1.18R. This auditor's report provides no assurance over whether the Electronic Format Annual Financial Report has been prepared in compliance with DTR 4.1.15R – DTR 4.1.18R.



David Mitchell CA (Senior statutory auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
Glasgow, United Kingdom
31 March 2026

**CONSOLIDATED
INCOME
STATEMENT
FOR THE 53
WEEKS ENDED
31 JANUARY 2026**

	Note	2026* £m	2025* £m
Revenue	2	437.3	420.4
Cost of sales		(260.0)	(256.1)
Gross profit	2	177.3	164.3
Operating expenses	5	(115.7)	(112.6)
Operating profit		61.6	51.7
Finance income	6	1.7	2.0
Finance costs	6	(0.7)	(0.5)
Profit before tax		62.6	53.2
Tax on profit	7	(15.9)	(13.5)
Profit for the period		46.7	39.7
Attributable to:			
Equity shareholders of the parent Company		47.1	39.7
Non-controlling interests		(0.4)	—
Earnings per share (pence)			
Basic earnings per share	8	42.27	35.81
Diluted earnings per share	8	41.80	35.43

* 2026 was a 53 week period and 2025 was a 52 week period.

**STATEMENT OF
COMPREHENSIVE
INCOME
FOR THE
53 WEEKS ENDED
31 JANUARY 2026**

	Note	2026* £m	2025* £m
Profit for the year		46.7	39.7
Other comprehensive income			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurements on defined benefit pension plans	27	(7.8)	0.1
Deferred tax movements on pensions	25	2.0	1.5
<i>Items that will be or have been reclassified to profit or loss</i>			
Gain arising on cash flow hedges during the period	13	—	0.1
Other comprehensive (expense)/income for the year, net of tax		(5.8)	1.7
Total comprehensive income for the year		40.9	41.4
Attributable to:			
Equity shareholders of the parent Company		41.3	41.4
Non-controlling interests		(0.4)	—

* 2026 was a 53 week period and 2025 was a 52 week period.

STATEMENTS
OF FINANCIAL
POSITION
AS AT
31 JANUARY 2026

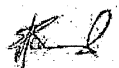
	Note	Group		Company	
		2026 £m	2025 £m	2026 £m	2025 £m
Non-current assets					
Intangible assets	10	162.3	129.2	55.3	34.5
Property, plant and equipment	11	145.6	118.0	142.5	99.5
Right-of-use assets	12	8.4	5.0	7.7	22.6
Loans and receivables	21	1.1	—	6.0	2.6
Investment in subsidiary undertakings	14	—	—	101.4	93.7
Investment in associates	16	—	—	—	—
Retirement benefit surplus	27	0.5	6.8	0.5	20.6
		317.9	259.0	313.4	273.5
Current assets					
Inventories	19	31.7	31.7	27.7	27.8
Trade and other receivables	21	82.2	76.8	80.0	69.8
Derivative financial instruments	13	—	0.2	—	0.2
Current tax asset	—	0.6	0.4	3.7	3.3
Assets classified as held for sale	20	0.2	0.9	0.2	0.9
Short-term investments	17	20.2	42.5	20.0	42.5
Cash	18	61.4	21.4	55.7	16.7
		196.3	173.9	187.3	161.2
Total assets		514.2	432.9	500.7	434.7
Current liabilities					
Trade and other payables	23	74.6	73.2	76.3	90.0
Loans and other borrowings	22	40.0	—	40.0	—
Derivative financial instruments	13	0.1	0.3	0.1	0.3
Lease liabilities	12, 22	1.8	1.8	1.7	3.7
Provisions	24	1.2	1.1	0.8	0.6
		117.7	76.4	118.9	94.6
Non-current liabilities					
Deferred tax liabilities	25	41.9	36.0	27.0	23.9
Lease liabilities	12, 22	6.2	2.8	5.7	16.1
Provisions	24	0.7	—	0.6	—
Derivative financial instruments	13	0.1	0.1	0.1	0.1
Contingent consideration	15	2.0	—	2.0	—
		50.9	38.9	35.4	40.1
Capital and reserves					
Share capital	28	4.7	4.7	4.7	4.7
Share premium account	28	0.9	0.9	0.9	0.9
Share options reserve	28	4.3	3.6	4.3	3.6
Other reserves	28	—	—	—	—
Retained earnings	28	328.1	308.4	336.5	290.8
Total shareholder equity		338.0	317.6	346.4	300.0
Non-controlling interest in equity		7.6	—	—	—
		345.6	317.6	346.4	300.0
Total equity and liabilities		514.2	432.9	500.7	434.7

The Company reported a profit for the financial year ended 31 January 2026 of £73.1m (25 January 2025: £26.0m) and has taken the exemption under s408 from disclosing the separate company only income statement.

Company Number: SC005653

The financial statements on pages 140 to 190 were approved by the Board of directors and authorised for issue on 31 March 2026 and were signed on its behalf by:

Euan Sutherland
Chief Executive Officer



Stuart Lorimer
Chief Finance and Operating Officer



STATEMENT
OF CHANGES
IN EQUITY
FOR THE
53 WEEKS ENDED
31 JANUARY 2026

		Strategic Report				Governance Report		Financial Statements	
Group	Note	Share capital £m	Share premium account £m	Share options reserve £m	Other reserves £m	Retained earnings £m	Total £m	Non-controlling interests £m	Total £m
At 25 January 2025		4.7	0.9	3.6	—	308.4	317.6	—	317.6
Profit for the year		—	—	—	—	47.1	47.1	(0.4)	46.7
Other comprehensive expense		—	—	—	—	(5.8)	(5.8)	—	(5.8)
Total comprehensive income for the year		—	—	—	—	41.3	41.3	(0.4)	40.9
Company shares purchased for use by employee benefit trusts	28	—	—	—	—	(5.0)	(5.0)	—	(5.0)
Proceeds on disposal of shares by employee benefit trusts		—	—	—	—	0.7	0.7	—	0.7
Recognition of share-based payment costs	29	—	—	2.5	—	2.5	2.5	—	2.5
Transfer of reserve on share award		—	—	(1.9)	—	1.9	—	—	—
Deferred tax on share-based payments	25	—	—	0.1	—	—	0.1	—	0.1
Recognition of non-controlling interest		—	—	—	—	—	—	8.0	8.0
Dividends paid	9	—	—	—	—	(19.2)	(19.2)	—	(19.2)
At 31 January 2026		4.7	0.9	4.3	—	328.1	338.0	7.6	345.6
Group	Note	Share capital £m	Share premium account £m	Share options reserve £m	Other reserves £m	Retained earnings £m	Total £m		Total £m
At 28 January 2024		4.7	0.9	4.0	(0.1)	283.2	292.7		292.7
Profit for the year		—	—	—	—	39.7	39.7		39.7
Other comprehensive income		—	—	—	0.1	1.6	1.7		1.7
Total comprehensive income for the year		—	—	—	0.1	41.3	41.4		41.4
Company shares purchased for use by employee benefit trusts	28	—	—	—	—	(2.7)	(2.7)		(2.7)
Proceeds on disposal of shares by employee benefit trusts		—	—	—	—	1.0	1.0		1.0
Recognition of share-based payment costs	29	—	—	2.4	—	2.8	2.4		2.4
Transfer of reserve on share award		—	—	(2.9)	—	—	(0.1)		(0.1)
Deferred tax on share-based payments	25	—	—	0.1	—	—	0.1		0.1
Dividends paid	9	—	—	—	—	(17.2)	(17.2)		(17.2)
At 25 January 2025		4.7	0.9	3.6	—	308.4	317.6		317.6

STATEMENT
OF CHANGES
IN EQUITY
FOR THE
53 WEEKS ENDED
31 JANUARY 2026

Company	Note	Share capital £m	Share premium account £m	Share options reserve £m	Other reserves £m	Retained earnings £m	Total £m
At 25 January 2025		4.7	0.9	3.6	–	290.8	300.0
Profit for the year		–	–	–	–	73.1	73.1
Other comprehensive expense		–	–	–	–	(5.8)	(5.8)
Total comprehensive income for the year		–	–	–	–	67.3	67.3
Company shares purchased for use by employee benefit trusts	28	–	–	–	–	(5.0)	(5.0)
Proceeds on disposal of shares by employee benefit trusts		–	–	–	–	0.7	0.7
Recognition of share-based payment costs	29	–	–	2.5	–	–	2.5
Transfer of reserve on share award		–	–	(1.9)	–	1.9	–
Deferred tax on share-based payments	25	–	–	0.1	–	–	0.1
Dividends paid	9	–	–	–	–	(19.2)	(19.2)
At 31 January 2026		4.7	0.9	4.3	–	336.5	346.4
Company	Note	Share capital £m	Share premium account £m	Share options reserve £m	Other reserves £m	Retained earnings £m	Total £m
At 28 January 2024		4.7	0.9	4.0	(0.1)	279.3	288.8
Profit for the year		–	–	–	–	26.0	26.0
Other comprehensive income		–	–	–	0.1	1.6	1.7
Total comprehensive income for the year		–	–	–	0.1	27.6	27.7
Company shares purchased for use by employee benefit trusts	28	–	–	–	–	(2.7)	(2.7)
Proceeds on disposal of shares by employee benefit trusts		–	–	–	–	1.0	1.0
Recognition of share-based payment costs	29	–	–	2.4	–	–	2.4
Transfer of reserve on share award		–	–	(2.9)	–	2.8	(0.1)
Deferred tax on share-based payments	25	–	–	0.1	–	–	0.1
Dividends paid	9	–	–	–	–	(17.2)	(17.2)
At 25 January 2025		4.7	0.9	3.6	–	290.8	300.0

**CONSOLIDATED
CASH FLOW
STATEMENT
FOR THE 53
WEEKS ENDED
31 JANUARY 2026**

	Note	Group	
		2026* £m	2025* £m
Operating activities			
Profit for the period before tax		62.6	53.2
Adjustments for:			
Interest receivable	6	(1.7)	(2.0)
Interest payable	6	0.7	0.5
Impairment of assets classified as held for sale	20	0.5	1.6
Depreciation of property, plant and equipment	3	10.8	11.0
Amortisation of intangible assets	3	0.5	1.2
Share-based payment costs		2.5	2.4
Lease modification		(0.5)	—
Gain on sale of property, plant and equipment		(1.2)	(0.3)
Operating cash flows before movements in working capital		74.2	67.6
Decrease in inventories		2.3	4.8
Increase in receivables		(2.1)	(13.0)
(Decrease)/increase in payables		(8.2)	1.5
Difference between employer pension contributions and amounts recognised in the income statement		(1.3)	(3.3)
Cash generated by operations		64.9	57.6
Tax paid		(13.9)	(9.3)
Net cash from operating activities		51.0	48.3
Investing activities			
Acquisition of subsidiaries	15	(27.6)	—
Cash acquired on acquisition of subsidiaries	15	8.8	—
Loans provided		(1.1)	—
Purchase of property, plant and equipment	11	(30.4)	(19.2)
Proceeds on sale of property, plant and equipment		2.7	1.0
Funds placed on fixed term deposit	17	(107.1)	(90.5)
Funds returned from fixed term deposit	17	129.6	68.0
Interest received		1.8	1.4
Net cash used in investing activities		(23.3)	(39.3)
Financing activities			
Loans drawn	22	50.0	—
Loans repaid	22	(11.6)	—
Lease payments	22	(2.3)	(2.1)
Purchase of Company shares by employee benefit trusts	28	(5.0)	(2.7)
Proceeds from disposal of Company shares by employee benefit trusts	28	0.7	1.0
Dividends paid	9	(19.2)	(17.2)
Interest paid	22	(0.3)	(0.2)
Net cash generated by/(used in) financing activities		12.3	(21.2)
Net increase/(decrease) in cash		40.0	(12.2)
Cash at beginning of year		21.4	33.6
Cash at end of year		61.4	21.4

* 2026 was a 53 week period and 2025 was a 52 week period.

NOTES TO THE ACCOUNTS

1. Accounting Policies

General information

A.G. BARR p.l.c. (the 'Company') and its subsidiaries (together the 'Group') manufacture, distribute and sell a range of beverages. The Group has manufacturing sites in the UK and sells mainly to customers in the UK with some international sales.

The Company is a public limited company, which is listed on the London Stock Exchange and incorporated and domiciled in Scotland. The address of its registered office is Westfield House, 4 Mollins Road, Cumbernauld, G68 9HD.

The financial year represents the 53 weeks ended 31 January 2026 (prior financial year 52 weeks ended 25 January 2025).

Summary of material accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The consolidated financial statements of A.G. BARR p.l.c. have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the UK. They have been prepared under the historical cost accounting rules except for the derivative financial instruments; contingent consideration; and the assets of the Group pension scheme which are stated at fair value and the liabilities of the Group pension scheme which are valued using the projected unit credit method.

The financial statements of the parent Company as at and for the year ended 31 January 2026 are presented under the Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). In previous years, the Company prepared its financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the UK. The transition from full IFRS to FRS 101 has been performed as of 31 January 2026 and has no material impact on recognition and measurements in the financial statements. The only impact is on presentation and disclosure.

The Company is a qualifying entity and a member of the Group whose consolidated financial statements are prepared in accordance with IFRS as noted above. The Company has taken the available exemptions from FRS 101 in conformity with the Companies Act 2006:

- The requirements of IAS 7, 'Statement of Cash Flows'
- The disclosure exemptions from IFRS 7, 'Financial Instruments Disclosures'
- The disclosure exemptions from IFRS 13, 'Fair Value Measurement' to the extent that they apply to financial instruments
- The disclosure exemptions from IFRS 2, related to Group-settled share-based payments
- The disclosure exemptions from paragraphs 30 and 31 of IAS 8 'Accounting Policies, changes in Accounting Estimates and Errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but not yet effective)
- The requirements of paragraphs 17 and 18A of IAS 24, 'Related party disclosures'
- The disclosure exemption of paragraph 38 of IAS 1 'Presentation of financial statements'— comparative information requirements in respect of
 - Paragraph 79(a)(iv) of IAS 1, reconciliation of number of shares outstanding at start and end of the prior period,
 - Paragraph 73(e) of IAS 16, 'Property, plant and equipment', and
 - Paragraph 118(e) of IAS 38, 'Intangible assets'
- The following paragraphs of IAS 1, 'Presentation of financial statements'
 - 10(d) (Statement of Cash Flows),
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 111 (Statement of Cash Flows information), and
 - 134-136 (capital management disclosures).

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed on page 155.

The directors have taken advantage of the exemption available under s408 of the Companies Act 2006 and have not presented a separate Income Statement or Statement of Comprehensive Income for the Company.

1. Accounting Policies continued

Going concern

The directors have adopted the going concern basis in preparing these accounts after assessing the principal risks.

The most significant potential financial impact would be due to a significant reduction in sales. The revenue and operational leverage impact of such a revenue loss would have a negative impact on Group profitability, however the scenario modelling would indicate that the Group would maintain sufficient liquidity headroom without fully utilising the existing facilities or breaching the financial covenants of the revolving credit facility over the next 12 months. We would anticipate a recovery in the following years as our experience through the Covid-19 pandemic has reinforced our confidence that the Group can remain profitable and cash-generative through prolonged disruption and fully recover after such events.

The Group currently has two credit facilities in place. A revolving credit facility of £40m with a term date ending on 8 May 2026; and an open-ended overdraft of £15m. The revolving credit facility was fully drawn at 31 January 2026 in order to fund the acquisition of Fentimans Ltd post year end on 2 February 2026 for total consideration of £40.5m, before £20m was repaid in mid-February 2026. The Group is currently working to secure a new revolving credit facility to replace the current one, which expires in May 2026. We have received strong indications of continued support from our banking partners and are currently in advanced discussions with them to secure the new, longer-term facility. The Board has a high degree of confidence that the new facility will be finalised well ahead of the current facility's maturity date. Should there be a delay in securing the new facility, we have other options to ensure good short-term liquidity.

The directors believe that the Group is well placed to manage its financing and other business risks satisfactorily, and have a reasonable expectation that the Group and parent Company will have adequate resources to continue in operation for at least 12 months from the signing date of these consolidated financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Climate change considerations

The Group continuously takes steps to reduce its environmental footprint as part of the wider transition to a low carbon, climate-resilient economy. The Group has set near and long-term science-based emission reduction targets, including net-zero by 2050.

The Group has considered the impact of these targets on its financial statements, particularly in the context of the risks identified in the TCFD disclosures on pages 44 to 51.

There has been no material impact identified on the financial reporting judgements and estimates. In particular, the Group has considered the impact of climate change in respect of the following areas:

- Share-based payments – the LTIP award is partly based on achieving environmental sustainability targets. Therefore the ability to meet the targets will impact the value of the share-based payments over the term of the scheme.
- Preparation of budgets and cash flow forecasts including those used in going concern.
- Cash flows used (including forecast depreciation in line with capital expenditure plans) in impairment assessments for the value-in-use of non-current assets including goodwill.
- Sustainability in any capital spend and does not consider this to have any impact on the estimated useful lives of existing property, plant and equipment.

The impact of climate risk on the future cash flows has also been considered for scenarios analysed in line with the climate change risk assessment. The climate change scenario analyses performed in 2025 – conducted in line with TCFD recommendations ('Transition Scenario' (RCP 2.6), a 'Moderate Warming' Scenario (RCP 4.5) and a 'Severe Warming Scenario' (RCP 8.5)) – identified no material financial impact to the current year impairment assessments.

Whilst there is currently no medium-term impact, the Group is aware of the ever-changing risks attached to climate change and continues to assess the impact on judgements and estimates and on the preparation of the consolidated financial statements.

Changes in accounting policy and disclosures

(a) New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period and the Group had to change its accounting policies as a result of adopting the following standard:

- Lack of exchangeability – Amendments to IAS 21

The amendments listed above do not have a material impact on the results for the current and prior reporting periods.

**NOTES TO THE
ACCOUNTS
CONTINUED**

1. Accounting Policies continued

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 26 January 2025 and not adopted early

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 January 2026 reporting periods and have not been adopted early by the Group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods or on foreseeable future transactions.

The assessment of the impact of IFRS 18 – Presentation and disclosure of financial statements, which will become effective in the year ending 29 January 2028, is still in progress and will change the presentation of the consolidated financial statements.

Business combinations

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date over which control commences until the date on which control ceases.

On the acquisition of a business, identifiable assets and liabilities acquired are measured at their fair value. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued. Any contingent consideration is recognised at fair value at the acquisition date and subsequently until it is settled. The cost of the acquisition in excess of the Group's interest in the net fair value of the identifiable net assets acquired is recorded as goodwill.

Non-controlling interests represent the portion of comprehensive income and equity in subsidiaries that is not attributable to the parent Company shareholders and is presented separately from the parent shareholders' equity in the consolidated statement of financial position.

Intercompany transactions, balances, income and expenses on transactions between Group companies are eliminated. Profits and losses resulting from intercompany transactions that are recognised in net assets are also eliminated. Accounting policies of subsidiaries are consistent with those adopted by the Group.

Revenue recognition

Revenue is recognised when control of the goods has passed to the buyer. All revenue is recognised on a point of time basis being primarily the point of delivery to customers' sites. The majority of goods are dispatched by the Group's own distribution network and delivery often occurs on the day of dispatch although some are a few days later therefore revenue is recognised on delivery to the customer site. None of the Group's contractual arrangements lead to revenue being recognised over time.

Revenue is the net invoiced sales value, after deducting promotional sales related discounts invoiced by customers, including: brand support costs; customer incentives; and exclusive of value added tax of goods and services supplied to external customers during the year. Brand support costs are investments in customer promotional activities. Sales are recorded based on the price specified in the sales invoices, net of any agreed discounts and rebates. Brand support accruals are included in the statement of financial position.

Sales related discounts and rebates are calculated based on the expected amounts necessary to meet the claims of the Group's customers in respect of these discounts and rebates. When the Group expects to grant a discount or rebate to a customer, this is treated as variable consideration and adjustments are made to the transaction price using the expected value method. This variable consideration is only included to the extent that it is highly probable the inclusion will not result in a significant revenue reversal in the future.

Excise tax

For the cocktail business, excise duties become payable on alcoholic products when goods are moved from bonded warehouses. This duty is effectively a production tax, borne by the Group and passed on in full to customers through pricing. Excise duty on our own-produced goods are included within cost of goods sold and net revenue as all sales are delivered duty paid.

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial information is available. Segment results that are reported to the Board and senior executives (as chief operating decision makers) include items directly attributable to a segment as well as those that can be allocated on a consistent basis.

1. Accounting Policies continued

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in £ Sterling, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement in the same line in which the transaction is recorded.

Intangible assets

Goodwill - Group

Goodwill represents the excess of the consideration of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and carried at cost less accumulated impairment charges. Impairment charges on goodwill are not reversed. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

An intangible asset acquired as part of a business combination is recognised outside of goodwill if the asset is separable or arises from contractual or other legal rights and its fair value can be measured reliably.

Goodwill - Company

Company law requires goodwill to be written off over a finite period. Non-amortisation of goodwill, in accordance with International Financial Reporting Standards, is a departure from the requirements of company law for the overriding purpose of giving a true and fair view. If this departure from company law had not been made, the profit for the financial year would have been reduced by amortisation of goodwill. However, the amount of amortisation cannot reasonably be quantified other than by reference to an arbitrary assumed period for amortisation.

Brands

Separately acquired brands are recognised at cost at the date of purchase. Brands acquired in a business combination are recognised at fair value at the acquisition date. Brands acquired separately or through a business combination are assessed at the date of acquisition as to whether they have an indefinite life. The assessment includes whether the brand name will continue to trade, and the expected lifetime of the brand. All brands acquired to date have been assessed as having an indefinite life as they are expected to continue to contribute to the long-term future of the Group. The brands are reviewed annually for impairment, being carried at cost less accumulated impairment charges.

The fair value of a brand at the date of acquisition is based on the Multiple Excess Earnings Method (MEEM), which is a valuation model based on discounted cash flows.

Customer relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The fair value of the customer relationships at the date of acquisition was based on the MEEM.

Software costs

Software expenditure is recognised as an intangible asset only after its technical feasibility and commercial viability can be demonstrated. Acquired computer software licences and software developed in-house are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. Costs include resources focused on delivery of capital projects where the choice has been made to use internal resources. These costs are amortised using the straight-line method over the expected useful life of the software, which is 10 years.

Property, plant and equipment

Land and buildings comprise mainly factories, distribution sites and offices. All property, plant and equipment is stated at historical cost less accumulated depreciation and impairments. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the assets. The purchase price of an asset will include the fair value of the consideration paid to acquire the asset. Borrowing costs directly attributable to acquisition, construction and/or production of assets that take a substantial time to complete are capitalised.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

NOTES TO THE ACCOUNTS CONTINUED

1. Accounting Policies continued

The carrying amount of any replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Land is not depreciated. Depreciation is charged from the date that assets, other than land, are available for use. It is calculated using the straight-line method to allocate the cost to the residual values of the related assets using the following rates:

Buildings — 1%
Leasehold buildings — Term of lease
Plant, equipment and vehicles — 10% to 33%

Property, plant and equipment residual values and useful lives are reviewed, and adjusted if appropriate, at each year end date. The carrying value of the property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate that the recoverable amount may be less than the carrying value. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property, plant and equipment is derecognised on disposal or where no future economic benefits are expected to arise from the continued use of the asset.

Gains and losses on disposals are determined by comparing the net proceeds with the carrying amount and are recognised within administration costs in the income statement.

Leases

The Group as lessee

The Group leases various offices, equipment and vehicles. Rental contracts are typically made for fixed periods of 12 months to 10 years, but may have extension options. For any new contracts entered into, the Group assesses where a contract is, or contains, a lease by evaluating if it conveys the right to use an explicitly or implicitly identified asset for a period of time in exchange for consideration. This includes assessing whether the Group has the right to obtain substantially all economic benefits from the asset and the right to direct how and for what purpose it is used.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, leases for real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as single lease.

The leases do not impose any covenants other than the security interest in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Measurement and recognition of leases as a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet.

Lease liabilities

Liabilities are measured at the net present value of fixed payments (less lease incentives receivable), the exercise prices of reasonably certain purchase options, penalties for terminating the lease, and payments under reasonably certain extension options. These are discounted using the Group's incremental borrowing rate which is determined:

- Where possible, using recent third party financing received by the Group as a starting point adjusted to reflect changes in financing conditions since third party financing was received
- Using a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases
- Making adjustments specific to the lease, e.g. term, country, currency and security

Subsequently, the liability is reduced for payments made and increased for interest (charged so as to produce a constant periodic rate) and is remeasured to reflect any reassessments, modifications, or changes in fixed payments.

Extension and termination options are included in a number of property and equipment leases across the Group. These are used to maximise operational flexibility in terms of managing assets used in the Group's operations. The majority of extension and termination options are exercisable only by the Group and not by the respective lessor.

Right-of-use assets

Right-of-use assets are measured at cost, which comprises the initial measurement of the lease liability, advance lease payments (net of incentives received), initial direct costs, and estimated restoration/dismantling costs. Right-of-use assets are depreciated on a straight-line basis over the shorter of the asset's useful life and the lease term.

On the statement of financial position, right-of-use assets and lease liabilities have been disclosed separately.

1. Accounting Policies continued

The Group has elected to account for short-term leases and leases of low-value assets (less than £3,000) using the practical expedients. Instead of recognising the right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in the income statement on a straight-line basis over the lease term.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Investment in associates

An associate is an entity over which the Group has significant influence that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results, assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. The investment is recognised initially in the statement of financial position at cost, and is adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. On acquisition, any excess of the cost of the investments over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in the income statement in which the investment is acquired.

Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment charge is recognised in the income statement for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that is based on current market assessments of the time value of money and risks specific to the asset for which the future cash flow estimates have not been adjusted.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the impairment loss was recognised although any reversal cannot result in a carrying amount that would exceed the carrying amount that would have been recognised, net of depreciation, had no impairment loss been recognised in prior years.

Non-derivative financial instruments

Non-derivative financial instruments comprise short-term investments, loans receivable, trade and other receivables, cash, loans and borrowings, contingent consideration and trade payables.

Trade receivables

Trade receivables are recognised initially at transaction price. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method, less an allowance for expected credit losses (ECL). The Group always recognises lifetime ECL for trade receivables. The expected credit loss on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. The carrying amount of the asset is reduced by the allowance for expected credit losses and the amount of the loss is recognised in the income statement within administration costs.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

Investments

Investments in subsidiaries are included in the statement of financial position at cost less accumulated impairment losses. Potential indicators of impairment, including the market capitalisation of the Group dropping below the net assets of A.G. BARR p.l.c., have been considered. The recoverable amounts of cash-generating units as determined for the impairment testing of goodwill also support the recoverable amounts of the Company's investments.

**NOTES TO THE
ACCOUNTS
CONTINUED**

1. Accounting Policies continued

When following an acquisition, the assets from a subsidiary are transferred to the Company statement of financial position, the Company transfers the investment value to brand intangibles, goodwill and deferred tax liability in the Company statement of financial position up to the value of the intangible assets recognised in the consolidated financial statements.

Short-term investments

Short-term investments are interest-bearing deposits. They are recognised initially at fair value plus attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method. The Group always recognises 12-months ECL for trade short-term investments as they are low credit risk.

Financial assets classification

The Group classifies its financial assets at amortised costs if both the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows; and
- The contractual terms give rise to cash flows that are solely payments of principal and interest on principal outstanding.

Recognition and derecognition of financial instruments

Purchases or sales of financial assets that require delivery of assets within a timeframe established by regulation or convention in the market-place (regular way trades) are recognised at the trade date, i.e. the date that the Group commits to purchase or sell the asset. All other financial assets and financial liabilities are recognised at trade date.

Financial assets are derecognised when the rights to receive cash flows from the contractual assets have expired or have been transferred and the Group has transferred all the risks and rewards of ownership.

Financial liabilities are derecognised when, and only when, the Group's obligations are discharged, cancelled or have expired.

Cash

Cash includes cash in hand, on demand deposits with banks and other short-term, highly liquid investments with maturities of three months or less, which are readily convertible into known amounts of cash and subject to insignificant risk of changes in value. For the purposes of the statement of cash flows, bank overdrafts repayable on demand that form an integral part of the Group's cash management are included as components of cash.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

Contingent consideration

Contingent consideration resulting from business combinations, is measured at fair value using the income approach. When the contingent consideration meets the definition of a financial liability, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value of contingent consideration is based on cash flows and is classified as a non-current liability in the statement of financial position.

Derivative financial instruments and hedging activities

The Group enters into derivative financial instruments to manage its exposure to foreign exchange rate risks using foreign exchange forward contracts. Further details of derivative financial instruments are disclosed in Note 13.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value. The gain or loss on remeasurement is recognised in the income statement immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the income statement depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has both legal right and intention to offset. The impact of hedging on the Group's financial position is disclosed in Note 13. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months. Other derivatives are presented as current assets or current liabilities.

- The effect of credit risk does not dominate the value changes that result from that economic relationship (The Group does not consider credit risk to be material but will monitor on an ongoing basis); and

1. Accounting Policies continued

- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Cash flow hedges

The Group designates certain derivatives as hedging instruments in respect of foreign currency risk in cash flow hedges, including hedges of foreign exchange risk on firm commitments.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:

There is an economic relationship between the hedged item and the hedging instrument; The Group designates the full change in the fair value of a forward contract as the hedging instruments for all of its hedging relationships.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within administration costs. Amounts accumulated in equity are recycled through the income statement in the period when the hedged item affects profit or loss.

The group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria. This includes instances when the hedging instrument expires or is sold, terminated or exercised. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completing production and selling expenses.

The cost of inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their primary distribution location and condition. This includes direct labour costs and an appropriate share of overheads based on normal operating activity.

Company shares held by employee benefit trusts

Company shares are purchased on behalf of employee benefit trusts to satisfy the liability of various employee share schemes. The amount of the consideration paid, including directly attributable costs, is recognised as a charge in equity. Purchased shares are classified as Company shares held by employee benefit trusts, and presented as a deduction from retained earnings.

Current and deferred income tax

Tax on the profit or loss for the year comprises current and deferred tax.

Current tax is charged in the income statement except where it relates to tax on items recognised directly in equity, in which case it is charged to equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the year end date and any adjustment to tax payable in respect of previous years.

Deferred tax is provided in full using the liability method, providing for temporary differences between the tax bases of assets and liabilities and their carrying amounts, in the consolidated financial statements.

The following temporary differences are not provided for:

- The initial recognition of goodwill; and
- Differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

**NOTES TO THE
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CONTINUED**

1. Accounting Policies continued

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the year end date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Employee benefits

Retirement benefit plans

The Group operates two pension schemes, as detailed in Note 27. The schemes are generally funded through payments to trustee-administered funds. The Group has both defined benefit and defined contribution plans.

Defined contribution pension plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Obligations for contributions are recognised as an expense in the income statement as they fall due. The Group has no further payment obligations once the contributions have been paid.

Defined benefit pension plans

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The surplus recognised in the statement of financial position in respect of defined benefit pension plans is the present value of plan assets less the fair value of the defined benefit obligation. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The pension rules state that the trustees shall pay any surplus, after liabilities have been satisfied, to the participating employer.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on a settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Group in connection with the settlement.

The Group's defined benefit plan was closed to future accrual on 1 May 2016.

Share-based compensation

The Group grants equity-settled share-based payments to certain employees. These are measured at fair value (excluding the effect of non market-based vesting conditions) at the grant date. The fair value of the equity-settled share-based payment determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the shares that will eventually vest and adjusted for the effect of non market-based vesting conditions. Fair value is measured using the Black-Scholes pricing model.

The Group also provides employees with the ability to purchase the Company's ordinary shares at a discount to the current market value through payroll.

The Group records as an expense the fair value of the discount on the shares purchased by the employee as a charge to the income statement and a credit to the share options reserve.

At each year end date, the entity revises its estimates of the number of options that are expected to vest based on the non market-based vesting conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to the share options reserve.

Profit-sharing and bonus plans

The Group recognises a liability and an expense for various bonuses based on formulae that take into consideration the profit attributable to the Company's shareholders after certain adjustments.

The Group recognises a provision where there is a contractual obligation or where there is a past practice that has created a constructive obligation.

1. Accounting Policies continued

Provisions

A provision is recognised if, as the result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

A restructuring provision is recognised when the Group has approved a detailed and formal restructuring plan which has been either announced or has commenced. Future operating costs are not provided for.

Dividend distributions

Dividend distributions to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

Alternative performance measures

The Group uses alternative performance measures (APMs) as a mechanism to support year-on-year business performance and cash generation comparisons, and to enhance management's planning and decision-making on the allocation of resources. The APMs are also used to provide information in line with the expectations of investors, and when setting guidance on expected future business performance. As each APM is defined by the Group, they may not be directly comparable with equivalently-named measures in other companies. Definitions of APMs and reconciliation to GAAP measures can be found in the Glossary on pages 191 to 194.

Adjusting items

Adjusting items are items of financial performance which have been determined by management as being material by their size or incidence and relevant to the understanding of the Group's underlying business performance. Adjusting items include profit or loss on business reorganisation and integration, acquisitions and asset impairments. The Group presents these measures to users to enhance their understanding of how the business had performed within the year, and does not consider them to be more important than, or superior to, their equivalent IFRS measure.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make assumptions and estimates that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. Due to the nature of estimation, the actual outcomes may well differ from these estimates.

The directors do not consider there to be any critical accounting judgements. The key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are:

Estimates

Retirement benefit obligations

The determination of any defined benefit pension scheme surplus/obligation is based on assumptions determined with independent actuarial advice. The assumptions used include discount rate, inflation, pension increases, salary increases, the expected return on scheme assets and mortality assumptions. The material estimations are those for which a sensitivity analysis is provided in Note 27. The directors consider that those sensitivities provided in Note 27 represent the range of possible outcomes that could reasonably be expected to occur in the next 12 months.

Assessment of impairment of goodwill and brands

Goodwill and brands have arisen from business combinations that have indefinite useful lives and, in accordance with IAS 36 are subject to annual impairment testing. The recoverable amount is assessed as the higher of the assets value in use or the fair value less costs of disposal. The directors consider there to be a key source of estimation uncertainty in the Innate-Essence cashflows. A reduction in the CAGR from 41.6% to 23.6% would result in a change in carrying value of £3m. The assumptions used in the cashflow projections and associated sensitivities are set out in Note 10.

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2. Segment reporting

The Board and senior executives have been identified as the Group's chief operating decision-makers (CODM), who review the Group's internal reporting in order to assess performance and allocate resources.

The reportable segments have been aggregated by nature of the product as well as having similar production and distribution processes, consistent with the internal reporting structure used by the CODM.

The Group reports on the following segments:

1. **Soft drinks** – includes carbonated and non-carbonated beverages from brands such as IRN-BRU, Boost, Barr, Rubicon, Rio and Frobishers.
2. **Cocktail solutions** – includes beverages from the FUNKIN brand for premium socialising.
3. **Other** – includes oat-based products from the MOMA brand and functional beverages from Innate-Essence business.

Segment performance is evaluated based on revenue and gross profit and is measured consistently with gross profit in the consolidated financial statements.

As the Group's operating costs are charged centrally, the performance of the segments is assessed by reference to their revenue and gross profit as reported to CODM.

	Soft drinks £m	Cocktail solutions £m	Other £m	Total £m
Year ended 31 January 2026				
Total revenue	382.0	35.8	19.5	437.3
Gross profit	157.4	13.6	6.3	177.3
Year ended 25 January 2025				
Total revenue	368.8	40.3	11.3	420.4
Gross profit	145.9	14.8	3.6	164.3

There are no material intersegment sales. All revenue is in relation to product sales, which is recognised at a point in time, upon delivery to the customer.

All of the assets and liabilities of the Group are managed on a central basis rather than at a segment level. As a result, no reconciliation of segment assets and liabilities to the statement of financial position has been disclosed for either of the periods presented.

Included across all segments are revenues arising of approximately £78.2m, which arose from sales to the Group's largest customer (2025: £75.7m). No other single customers contributed 10% or more to the Group's revenue in either 2025 or 2026.

Geographical information

The Group operates predominantly in the UK with some worldwide sales. All of the operations of the Group are based in the UK.

	Group	
	2026 £m	2025 £m
Revenue		
UK	418.8	401.4
Rest of the world	18.5	19.0
	437.3	420.4

The rest of the world revenue includes sales to the Republic of Ireland and international wholesale export houses. All of the assets of the Group are located in the UK.

3. Profit before tax

The following items have been included in arriving at profit before tax:

	Note	2026 £m	2025 £m
Depreciation of property, plant and equipment	11	8.7	9.0
Depreciation of right-of-use assets	12	2.1	2.0
Impairment of assets held for sale	20	0.5	1.6
Amortisation of intangible assets	10	0.5	1.2
Cost of inventories charged in cost of sales		260.0	256.1
Gain on sale of property, plant and equipment		(1.2)	(0.3)
Staff costs	4	72.8	71.2

R&D costs for the year totalled £2.2m (2025: £1.6m), with elements of these costs included in the table above.

During the year £3.2m of costs were incurred in relation to business change projects, business reorganisation and integration costs and acquisition related costs. Elements of these costs are included in the table above.

Included within administration costs (Note 5) is the auditor's remuneration, including expenses for audit and non-audit services.

The cost includes services from the Group's auditor:

	2026 £'000	2025 £'000
Statutory audit services		
Fees payable to the auditor of the parent Company and consolidated accounts	437	354
Audit-related assurance services	37	37

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4. Employees and directors

	2026	2025
Average monthly number of people employed by the Group (including executive directors)		
Production and distribution	623	544
Administration	368	420
	991	964
Staff costs for the Group for the year	2026 £m	2025 £m
Wages and salaries	56.9	57.2
Social security costs	7.7	6.9
Share-based payments	2.5	2.4
Pension costs – defined contribution plans	5.7	4.7
	72.8	71.2

5. Operating expenses

	2026 £m	2025 £m
Distribution costs (including selling costs)	57.2	51.1
Administration costs	58.5	61.5
	115.7	112.6

6. Net finance costs

	2026 £m	2025 £m
Finance income		
Interest on bank and short-term deposits	1.5	1.8
Finance income relating to defined benefit pension plans	0.1	0.2
Other interest	0.1	–
	1.7	2.0
Finance costs		
Interest payable	0.4	0.3
Lease interest	0.3	0.2
	0.7	0.5

7. Taxation

Group	2026 £m	2025 £m
Charge/(credit) to the income statement		
Current tax on profits for the year	13.5	9.7
Adjustments in respect of prior years	(0.3)	(1.5)
Total current tax expense	13.2	8.2
Deferred tax		
Origination and reversal of:		
Temporary differences	2.7	4.3
Adjustments in respect of prior years	—	1.0
Total deferred tax expense (Note 25)	2.7	5.3
Total tax expense	15.9	13.5

In addition to the above movements in deferred tax, a deferred tax debit of £2.0m (2025: debit of £1.5m) has been recognised in other comprehensive income and a debit of £0.1m (2025: debit of £0.1m) has been taken direct to reserves (Note 25).

The tax on the Group's profit before tax differs from the amount that would arise using the tax rate applicable to the consolidated profits of the Group as follows:

	2026 £m	2026 %	2025 £m	2025 %
Profit before tax	62.6		53.2	
Tax at 25.0% (2025: 25.0%)	15.7	25.0	13.3	25.0
Tax effects of:				
Items that are not deductible in determining taxable profit	0.5	0.9	0.7	1.3
Current tax adjustment in respect of prior years	(0.3)	(0.5)	(1.5)	(2.8)
Deferred tax adjustment in respect of prior years	—	—	1.0	1.9
Total tax expense	15.9	25.4	13.5	25.4

The weighted average tax rate was 25.4% (2025: 25.4%). The standard rate of corporation tax applied to reported profit is 25% (2025: 25%).

8. Earnings per share

Basic earnings per share has been calculated by dividing the earnings attributable to equity holders of the parent by the weighted average number of shares in issue during the year, excluding shares held by the employee share scheme trusts.

	2026	2025
Profit attributable to equity holders of the Company (£m)	47.1	39.7
Weighted average number of ordinary shares in issue	111,438,412	110,874,571
Basic earnings per share (pence)	42.27	35.81

For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all potentially dilutive ordinary shares. These represent share options granted to employees where the exercise price is less than the average market price of the Company's ordinary shares during the year. The number of shares as calculated above is compared with the number of shares that would have been issued assuming the exercise of the share options.

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8. Earnings per share continued

	2026	2025
Profit attributable to equity holders of the Company (£m)	47.1	39.7
Weighted average number of ordinary shares in issue	111,438,412	110,874,571
Adjustment for dilutive effect of share options	1,234,304	1,175,898
Diluted weighted average number of ordinary shares in issue	112,672,716	112,050,469
Diluted earnings per share (pence)	41.80	35.43

9. Dividends

Dividends paid in the financial year were as follows:

	2026 per share	2025 per share	2026 £m	2025 £m
Final dividend	13.76p	12.40p	15.3	13.8
Interim dividend	3.44p	3.10p	3.9	3.4
	17.20p	15.50p	19.2	17.2

The directors have proposed a final dividend in respect of the year ended 31 January 2026 of 15.27p per share. It will be paid on 5 June 2026 to all shareholders who are on the Register of Members on 8 May 2026.

Dividends payable in respect of the financial year were as follows:

	2026 per share	2025 per share
Final dividend	15.27p	13.76p
Interim dividend	3.44p	3.10p
Total dividend payable	18.71p	16.86p

10. Intangible assets

Group	Goodwill £m	Brands £m	Customer relationships £m	Water rights £m	Software development costs £m	Total £m
Cost						
At 28 January 2024 and 25 January 2025	45.2	94.4	3.9	0.7	11.8	156.0
Additions	—	—	—	—	0.1	0.1
Acquired on subsidiary acquisition	11.2	19.7	2.4	—	0.2	33.5
Disposals	—	—	(3.9)	—	—	(3.9)
At 31 January 2026	56.4	114.1	2.4	0.7	12.1	185.7
Amortisation						
At 28 January 2024	3.6	7.3	3.9	0.7	10.1	25.6
Amortisation for the year	—	—	—	—	1.2	1.2
At 25 January 2025	3.6	7.3	3.9	0.7	11.3	26.8
Amortisation for the year	—	—	—	—	0.5	0.5
Disposals	—	—	(3.9)	—	—	(3.9)
At 31 January 2026	3.6	7.3	—	0.7	11.8	23.4
Carrying amounts						
At 31 January 2026	52.8	106.8	2.4	—	0.3	162.3
At 25 January 2025	41.6	87.1	—	—	0.5	129.2

10. Intangible assets continued

As included in Note 14, the Company acquired the assets and liabilities of Innate-Essence Limited ('Innate') and Frobishers Juices Holdings Limited ('Frobishers') during the year. These acquisitions are included in the additions of goodwill, brands and customer lists in the table above.

The remaining goodwill and brands recognised relate primarily to the acquisition of Rio Tropical Limited, Boost Drinks Limited, MOMA Foods Ltd, Rubicon Drinks Limited and FUNKIN Limited. Others includes the software development costs from internally generated software development and third-party consultancy costs in relation to the Business Process Redesign project implemented in 2015.

The customer relationships cost represents intangible assets recognised on the acquisition of Rubicon Drinks Limited and FUNKIN Limited. No value was attributed to the customer relationships of FUNKIN when the FUNKIN assets were transferred to A.G. BARR p.l.c. in the year and have therefore been disposed of in the period. The Rubicon costs were amortised over the assets' expected useful lives and are now fully amortised.

The amortisation costs for the year to 31 January 2026 have been included in the income statement as administration costs.

Company	Goodwill £m	Brands £m	Customer relationships £m	Water rights £m	Software development costs £m	Total £m
Cost						
At 28 January 2024	1.9	7.3	1.0	0.7	11.8	22.7
Additions	5.1	29.0	—	—	—	34.1
At 25 January 2025	7.0	36.3	1.0	0.7	11.8	56.8
Additions	14.4	6.8	—	—	—	21.2
At 31 January 2026	21.4	43.1	1.0	0.7	11.8	78.0
Amortisation						
At 28 January 2024	1.9	7.3	1.0	0.7	10.2	21.1
Amortisation for the year	—	—	—	—	1.2	1.2
At 25 January 2025	1.9	7.3	1.0	0.7	11.4	22.3
Amortisation for the year	—	—	—	—	0.4	0.4
At 31 January 2026	1.9	7.3	1.0	0.7	11.8	22.7
Carrying amounts						
At 31 January 2026	19.5	35.8	—	—	—	55.3
At 25 January 2025	5.1	29.0	—	—	0.4	34.5

On 1 April 2025, the Company acquired the remaining assets of FUNKIN Limited; on 1 June 2024 the Company acquired the assets and liabilities of Rio Tropical and on 31 October 2024 acquired the assets and liabilities of Boost Drinks Limited (Boost). These acquisitions are included in the additions of brands and goodwill in the table above.

Impairment tests for goodwill and brands

For impairment testing, goodwill and brands are allocated to the cash-generating unit (CGU) representing the lowest level at which goodwill is monitored for internal management purposes. The Group tests whether there has been any impairment of intangible assets on an annual basis or when there is an indication of impairment. The recoverable amount of a CGU is based on value in use calculations. These calculations use pre-tax cash flow projections based on financial forecasts approved by management which cover a five-year period. Cash flows beyond five years are extrapolated using the growth rates and other key assumptions noted below.

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10. Intangible assets continued

The aggregate carrying amounts of intangible assets allocated to each CGU are:

At 31 January 2026	Goodwill £m	Brands £m	Customer lists	Total £m
Rubicon	21.0	43.0	—	64.0
FUNKIN	14.4	6.8	—	21.2
MOMA	1.0	8.4	—	9.4
Boost	1.9	16.9	—	18.8
Rio Tropical	3.3	12.0	—	15.3
Frobishers	2.5	6.3	2.4	11.2
Innate-Essence	8.7	13.4	—	22.1
Total	52.8	106.8	2.4	162.0

At 25 January 2025	Goodwill £m	Brands £m	Total £m
Rubicon	21.0	43.0	64.0
FUNKIN	14.4	6.8	21.2
MOMA	1.0	8.4	9.4
Boost	1.9	16.9	18.8
Rio Tropical	3.3	12.0	15.3
Total	41.6	87.1	128.7

Key assumptions for each CGU:

	2026		2025	
	Long-term growth rate	Discount rate	Long-term growth rate	Discount rate
	%	%	%	%
Rubicon	3.0	10.3	3.0	11.4
FUNKIN	3.0	10.3	3.0	11.4
MOMA	3.0	10.3	3.0	13.4
Boost	3.0	10.3	3.0	11.4
Rio Tropical	3.0	10.3	3.0	11.4
Innate-Essence	3.0	12.3	—	—
Frobishers	1.9	14.5	—	—

Key assumptions used in value in use calculations

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

- Volume growth rates – reflect management expectations of volume growth based on growth achieved to date, current strategy and expected market trends, and will vary according to each CGU.
- Marginal contribution – being revenue less material costs and all other marginal costs that management considers to be directly attributable to the sale of a given product. Marginal contribution is based on approved financial budgets. Key assumptions are made within these budgets about pricing, discounts and costs based on historical data, current strategy and expected market trends.
- Advertising and promotional spend – financial budgets approved by management are used to determine the value assigned to advertising and promotional spend. This is based on planned spend for year one and strategic intent thereafter.
- Raw material price, production and distribution costs, selling costs and other overhead inflation – based on approved financial budgets, which incorporate current material coverage, current strategy and expected market trends. These expectations explicitly consider the potential financial impact of material climate-related risks on the availability, quality, and cost of agricultural ingredients, as detailed in the physical risks section of our TCFD disclosures on page 44 to 51 and the Climate Change Considerations in Note 1.

10. Intangible assets continued

- Discount rate – the discount rate reflects management's estimate of post-tax cost of capital adjusted for the specific risks impacting on each operating unit. The estimated pre-tax cost of capital is based on guidance provided by an independent third party to the Group.
- The long-term growth rate assumption of 3% is supported by the Group's long-term historical growth rate.
- We do not consider there to be any possible changes that would result in the erosion of headroom.
- We have considered Frobishers from an impairment review perspective and consider there have been no movements since acquisition to suggest it would be impaired.

Sensitivity analysis was carried out on the above calculations to review possible levels of impairment under a range of different assumptions, e.g. adjusting discount rates. Specifically in relation to Innate-Essence, the base case scenario assumes a revenue CAGR over the forward-looking five year period of 41.6%, giving a recoverable value of £34.9m which is £12.9m higher than the carrying value. A reduction in the revenue CAGR to 28.25% would reduce this headroom to zero. Reasonably possible changes to the key assumptions applied in assessing the value in use calculations would not result in a change to the impairment conclusions in all other CGUs.

11. Property, plant and equipment

Group	Land and buildings		Plant, equipment and vehicles £m	Assets under construction £m	Total £m
	Freehold £m	Long leasehold £m			
Cost or deemed cost					
At 28 January 2024	66.4	0.4	117.3	15.7	199.8
Additions	0.4	—	2.0	19.0	21.4
Transfer from assets under construction	0.1	—	4.6	(4.7)	—
Transfer to available for sale assets (Note 20)	—	—	(5.4)	—	(5.4)
Disposals	—	—	(6.8)	—	(6.8)
At 25 January 2025	66.9	0.4	111.7	30.0	209.0
Additions	0.2	—	3.3	33.0	36.5
Transfer from assets under construction	0.8	—	19.9	(20.7)	—
Acquired on subsidiary acquisition (Note 15)	—	—	1.3	—	1.3
Disposals	(1.7)	—	(16.5)	—	(18.2)
At 31 January 2026	66.2	0.4	119.7	42.3	228.6
Depreciation					
At 28 January 2024	9.5	0.4	80.9	—	90.8
Amount charged for year	0.7	—	8.3	—	9.0
Transfer to available for sale assets (Note 20)	—	—	(2.2)	—	(2.2)
Disposals	—	—	(6.6)	—	(6.6)
At 25 January 2025	10.2	0.4	80.4	—	91.0
Amount charged for year	0.8	—	7.9	—	8.7
Disposals	(0.9)	—	(15.8)	—	(16.7)
At 31 January 2026	10.1	0.4	72.5	—	83.0
Net book value					
At 31 January 2026	56.1	—	47.2	42.3	145.6
At 25 January 2025	56.7	—	31.3	30.0	118.0

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CONTINUED

11. Property, plant and equipment continued

Company	Land and buildings		Plant, equipment and vehicles £m	Assets under construction £m	Total £m
	Freehold £m	Long leasehold £m			
Cost or deemed cost					
At 28 January 2024	43.5	0.3	116.1	15.7	175.6
Additions	0.4	—	1.9	19.0	21.3
Transfer from assets under construction	0.1	—	4.6	(4.7)	—
Transfer to available for sale assets (Note 20)	—	—	(5.4)	—	(5.4)
Disposals	—	—	(6.4)	—	(6.4)
At 25 January 2025	44.0	0.3	110.8	30.0	185.1
Additions	0.2	—	1.3	33.0	34.5
Transfer from assets under construction	0.8	—	19.9	(20.7)	—
Transfer from group undertakings	17.9	—	—	—	17.9
Disposals	(1.7)	—	(15.7)	—	(17.4)
At 31 January 2026	61.2	0.3	116.3	42.3	220.1
Depreciation					
At 28 January 2024	5.4	0.3	79.8	—	85.5
Amount charged for year	0.5	—	8.1	—	8.6
Transfer to available for sale assets (Note 20)	—	—	(2.2)	—	(2.2)
Disposals	—	—	(6.3)	—	(6.3)
At 25 January 2025	5.9	0.3	79.4	—	85.6
Amount charged for year	0.5	—	7.5	—	8.0
Disposals	(0.9)	—	(15.1)	—	(16.0)
At 31 January 2026	5.5	0.3	71.8	—	77.6
Net book value					
At 31 January 2026	55.7	—	44.5	42.3	142.5
At 25 January 2025	38.1	—	31.4	30.0	99.5

During the year the assets that were owned by the A.G. BARR Scottish Limited partnership were sold back to the Company on the cessation of the asset-backed funding arrangement (Note 27). These are included in the transfer from group undertakings in the table above.

At 31 January 2026, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £17.4m (2025: £10.2m).

At 31 January 2026, the Company had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £15.5m (2025: £10.2m).

12. Leases

This note provides information for leases where the Group is a lessee. The Group is not a lessor.

(i) Amounts recognised in the statement of financial position

The statement of financial position shows the following amounts relating to leases:

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Right-of-use assets				
Buildings	5.6	2.0	4.9	19.6
Plant, equipment and vehicles	2.8	3.0	2.8	3.0
	8.4	5.0	7.7	22.6
Lease liabilities				
Current	1.8	1.8	1.7	3.7
Non-current	6.2	2.8	5.7	16.1
	8.0	4.6	7.4	19.8

Additions to the right-of-use assets during 2026 were £5.7m (2025: £2.1m).

During the year the assets that were owned by the A.G. BARR Scottish Limited partnership and leased to the Company were sold back to the Company on the cessation of the asset-backed funding arrangement (Note 27). These right-of-use assets moved from leased assets to Company owned assets, accounting for the decrease in right-of-use-assets in the year.

(ii) Amounts recognised in the income statement

The income statement shows the following amounts relating to leases:

	2026 £m	2025 £m
Depreciation charge of right-of-use assets		
Buildings	0.3	0.5
Plant, equipment and vehicles	1.8	1.5
	2.1	2.0
Interest expense (including finance cost)	0.3	0.2
Expense related to short-term leases (included in cost of goods sold and administrative expenses)	0.3	0.2
The total cash outflow for leases	2.3	2.1

At 31 January 2026 the Group had no commitments for short-term leases.

There are no expenses in relation to variable lease payments not included in the measurement of the lease liabilities or income from sub-leasing right-of-use assets.

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13. Financial instruments

All of the derivative noted below are designated and effective as hedging instruments carried at fair value and relate to foreign exchange forward contracts:

Group	2026 £m	2025 £m
Derivative financial assets – current	–	0.2
Derivative financial liabilities – current	(0.1)	(0.3)
Derivative financial liabilities – non-current	(0.1)	(0.1)

It is the policy of the Group to enter into foreign exchange forward contracts to manage the foreign currency risk associated with anticipated purchase transactions out to 18 months. This is hedged on a sliding scale basis where the nearer the time of the purchase, the greater the amount hedged will be.

For the hedges of highly probable forecast purchases, as the critical terms (i.e. the notional amount, life and underlying contracts) of the foreign exchange forward contracts and their corresponding hedged items are the same, the Group performs a qualitative assessment of effectiveness. It is expected that the value of the forward contracts and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying exchange rates. The Group assesses the ineffectiveness by comparing past changes in the fair value of the foreign exchange forward contracts with changes in the fair value of a hypothetical derivative.

The main sources of hedge ineffectiveness in these hedging relationships are foreign currency basis spread, the effect of the counterparty and the Group's own credit risk on the fair value of the forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in foreign exchange rates, and timing. These items are not material to the Group. No other sources of ineffectiveness emerged from these hedge relationships.

The cumulative amount of gains and losses on effective hedging instruments are held within the cash flow reserve in 'Other reserves'.

The following table details the foreign currency forward contracts outstanding at the end of the reporting period, as well as information regarding their related hedged items. Foreign currency forward contract assets and liabilities are presented in the line 'Derivative financial instruments' (either as assets or as liabilities) within the statement of financial position. All of the currency forward contracts are designated as cash flow hedges.

	Average exchange rate		Notional value: Foreign currency		Notional value: Local currency		Carrying amount of the hedging instruments liabilities	
	2026	2025	2026 £m	2025 £m	2026 £m	2025 £m	2026 £m	2025 £m
Buy EUR								
Less than 3 months	1.14	1.17	6.5	12.5	5.7	10.7	(0.1)	(0.1)
3 to 6 months	1.14	1.17	4.5	5.8	3.9	5.0	–	–
6 to 12 months	1.12	1.15	9.7	7.1	8.6	6.2	(0.1)	(0.1)
over 12 months	1.12	1.13	1.8	5.2	1.6	4.6	–	(0.1)
	2026	2025	2026 \$m	2025 \$m	2026 £m	2025 £m	2026 £m	2025 £m
Buy USD								
Less than 3 months	1.34	1.27	0.2	1.2	0.1	0.9	–	–
3 to 6 months	1.34	1.29	0.3	3.6	0.3	2.8	–	0.1
6 to 12 months	–	1.26	–	2.4	–	1.9	–	–
							(0.2)	(0.2)

Group

Fair value hierarchies 1 to 3 are based on the degree to which fair value is observable:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data.

13. Financial instruments continued

The fair value of financial instruments that are not traded in an active market (e.g. over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. The fair value of the forward foreign exchange contracts is determined using forward exchange rates at the date of the statement of financial position, with the resulting value discounted accordingly as relevant. These are classified as Level 2 in the fair value hierarchy.

As disclosed in Note 15, the Group acquired Innate-Essence Ltd ('Innate') during the period and has agreed to pay the former owners a contingent consideration based on achievement of certain financial targets in the period from 1 April 2026 to 31 March 2028. The value of this Level 3 input is determined by assessing the expected growth of Innate over the two-year period. No discount rate has been applied to the fair value estimate of the contingent consideration as due to the short time period the effect of discounting has a negligible effect on the fair value. Significant unobservable inputs are based on revenue and profits achieved by Innate over the two-year period. A reconciliation of contingent consideration is shown in the table below.

	Group	
	2026 £m	2025 £m
Opening contingent consideration	—	—
Arising on acquisition of subsidiary	2.0	—
Closing contingent consideration	2.0	—

The following tables show the carrying amounts and fair values of financial assets and financial liabilities. With the exception of foreign currency forward contracts and contingent consideration the carrying amount of the financial assets and financial liabilities approximates to the fair value as they are short term in nature.

Group At 31 January 2026	Carrying amount				Total £m
	Fair value – hedging instruments £m	Other financial assets at amortised cost £m	Other financial liabilities at fair value £m	Other financial liabilities at amortised cost £m	
Financial assets – Non-current					
Loans and receivables	—	1.1	—	—	1.1
	—	1.1	—	—	1.1
Financial assets – Current					
Trade receivables	—	77.3	—	—	77.3
Short-term investments	—	20.2	—	—	20.2
Cash	—	61.4	—	—	61.4
	—	158.9	—	—	158.9
Financial liabilities – Non-current					
Contingent consideration	—	—	2.0	—	2.0
Foreign exchange contracts used for hedging	0.1	—	—	—	0.1
Lease liabilities	—	—	—	6.2	6.2
	0.1	—	2.0	6.2	8.3
Financial liabilities – Current					
Loans and borrowings	—	—	—	40.0	40.0
Foreign exchange contracts used for hedging	0.1	—	—	—	0.1
Lease liabilities	—	—	—	1.8	1.8
Accruals*	—	—	—	30.0	30.0
Trade payables	—	—	—	33.8	33.8
	0.1	—	—	105.6	105.7

NOTES TO THE
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13. Financial instruments continued

Group
At 25 January 2025

Financial assets – Current

	Fair value – hedging instruments £m	Other financial assets at amortised cost £m	Other financial liabilities at amortised cost £m	Total £m
Foreign exchange contracts used for hedging	0.2	–	–	0.2
Trade receivables	–	73.3	–	73.3
Short-term investments	–	42.5	–	42.5
Cash	–	21.4	–	21.4
	0.2	137.2	–	137.4

Financial liabilities – Non-current

Foreign exchange contracts used for hedging	0.1	–	–	0.1
Lease liabilities	–	–	2.8	2.8

	0.1	–	2.8	2.9
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Financial liabilities – Current

Foreign exchange contracts used for hedging	0.3	–	–	0.3
Lease liabilities	–	–	1.8	1.8
Accruals*	–	–	29.0	29.0
Trade payables	–	–	32.4	32.4

	0.3	–	63.2	63.5
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* Employee liabilities have been excluded from the accruals balance above.

All financial instruments at fair value sit within Level 2 of the fair value hierarchy with the exception of contingent consideration which is measured at Level 3.

The carrying amount of the other financial assets and liabilities approximates to the fair value due to the short-term to maturity and/or not bearing interest.

The cumulative amount of gains and losses on effective hedging instruments are held within the cash flow hedge reserve in 'Other reserves'.

14. Investment in subsidiaries

	Company	
	2026 £m	2025 £m
Opening investment in subsidiaries	93.7	125.9
Investments made in the year	29.7	—
Transfer to goodwill, brand intangible and deferred tax liability	(22.0)	(25.7)
Impairment	—	(6.5)
Closing investment in subsidiaries	101.4	93.7

In July 2025, the Company acquired 50.1% of the share capital of Innate-Essence Limited ('Innate'), a functional drinks business. The strategic intent for this acquisition was diversification into the high growth functional drinks segment.

In November 2025, the Company acquired 100% of the share capital of Frobishers Juices Limited, a premium fruit based drinks business. The acquisition aligns with the Group's strategy to diversify into higher growth segments, in this case premium fruit-based beverages.

On the first day of the accounting period, the majority of the assets and liabilities of FUNKIN Limited ('FUNKIN') were purchased by the Company at net book value with the remainder transferred on 1 April 2025. The effect of this was to eliminate the investment in the subsidiary and bring all of FUNKIN's tangible and intangible fixed assets onto the Company statement of financial position. Goodwill of £14.4m, brand of £6.8m and deferred tax liability of £1.4m were recognised on the Company statement of financial position.

On 31 October 2024, the assets and liabilities of Boost Drinks Limited were purchased by the Company at net book value. The effect of this was to eliminate the investment in subsidiary and bring all of Boost Drinks' tangible and intangible assets onto the Company statement of financial position. Goodwill of £1.9m, brand of £16.9m and deferred tax liability of £4.2m were recognised on the Company statement of financial position. Following the transfer of these assets to the Company, the remaining equity in the Boost Drinks Limited subsidiary was impaired by £6.5m. Subsequent to the year ended 25 January 2025 Boost paid a dividend of £6.4m to the Company.

On 1 June 2024, the assets and liabilities of Rio Tropical Limited were purchased by the Company at net book value. The effect of this was to eliminate the investment in the subsidiary and bring all of Rio Tropical's tangible and intangible fixed assets onto the Company statement of financial position. Goodwill of £3.3m, brand of £12.0m and deferred tax liability of £3.0m were recognised on the Company statement of financial position.

The directors have reviewed the Company's investments for impairment at 31 January 2026 and concluded that no impairment is required. See Note 10.

The principal subsidiaries are as follows:

Principal subsidiary	Principal activity	Country of incorporation
Rubicon Drinks Limited	Distribution of fruit-based soft drinks	England
MOMA Foods Ltd	Distribution and selling of oat drinks and cereals	England
Frobishers Juices Limited	Distribution of premium fruit-based drinks	England
Innate-Essence Limited	Distribution and selling of functional drinks	England

A.G. BARR p.l.c. holds 100% of the equity and votes of the subsidiaries with the exception of Innate-Essence where the holding is 50.1% (year ended 25 January 2025 all subsidiaries were 100% owned). The subsidiaries have the same year end as A.G. BARR p.l.c. with the exception of Frobishers which has a year end of 31 March 2026, and have been included in the Group consolidation. The companies listed are the trading subsidiaries. Refer to Note 31 for a full list of subsidiary companies.

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15. Business combinations

As disclosed in Note 14, the Group acquired 50.1% of the share capital of Innate-Essence Limited ('Innate'), a functional drinks business. The strategic intent for this acquisition was diversification into the high growth functional drinks segment.

In the period from acquisition to 31 January 2026, Innate contributed revenue of £6.0m and a loss before tax of £1.8m to the Group's results. Had Innate been consolidated from 26 January 2025, it would have contributed revenue of £9.8m to the Group and a loss before tax of £2.9m.

The acquisition consideration and provisional fair value of identifiable assets and liabilities of Innate at the date of acquisition were:

	£m
Property, plant and equipment	1.1
Intangible assets	0.2
Deferred tax asset	0.2
Right-of-use assets	0.7
Cash	6.1
Trade and other receivables	0.6
Inventories	0.9
Trade and other payables	(1.4)
Loans and other borrowings	(1.6)
Lease liabilities	(0.8)
Provisions	(0.1)
Brand — acquisition intangible	13.4
Deferred tax on acquisition intangibles	(3.3)
Total identifiable net assets acquired	16.0
Goodwill	8.7
Value on acquisition	24.7
Attributable to:	
Equity shareholders of the parent Company	16.7
Non-controlling interests	8.0
Represented by:	
Cash consideration paid	14.7
Contingent consideration	2.0

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

The Goodwill of £8.7m relates to the expectation of continued high growth in Innate through its participation in the functional beverages category.

Contingent consideration

The Group has agreed to pay the former owners of Innate a contingent consideration based on achievement of certain financial targets by Innate in the period from 1 April 2026 to 31 March 2028. The potential undiscounted amount of all future payments that the Group could make under the acquisition agreement is between £nil and £16m.

The fair value of the contingent consideration arrangement of £2m was estimated by assessing the expected growth of Innate over the two year period. No discount rate has been applied to the fair value estimate of the contingent consideration as due to the short time period the effect of discounting has a negligible effect on the fair value. If revenues increased by an additional 10% per annum over the earn out period an additional £1.3m consideration would be payable. If revenues are 10% lower than plan per annum, consideration would reduce by £0.3m.

A deferred tax liability of £3.3m has been provided in relation to these fair value adjustments in relation to intangible assets.

15. Business combinations continued

The Company incurred acquisition-related costs of £0.5m relating to external legal fees and due diligence costs. These costs have been included in operating costs in the consolidated income statement.

As disclosed in Note 14, the Group acquired 100% of the share capital of Frobishers Juices (Holdings) Limited, which in turn owns 100% of the share capital of Frobishers Juices Limited ('Frobishers'), a UK-based premium brand of fruit juices and soft drinks, renowned for its range of high-quality, all-natural, alcohol-free beverages. The acquisition aligns with the Group's strategy to diversify into higher growth segments, in this case premium fruit-based beverages.

In the period from acquisition to 31 January 2026, Frobishers contributed revenue of £1.7m and a loss before tax of £0.2m to the Group's results. Had Frobishers been consolidated from 26 January 2025, it would have contributed revenue of £14.1m to the Group and a profit before tax of £1.0m. The acquisition consideration and provisional fair value of identifiable assets and liabilities of Frobishers at the date of acquisition were:

	£m
Property, plant and equipment	0.2
Right-of-use assets	0.1
Short-term investments	0.2
Cash	2.7
Trade and other receivables	2.7
Inventories	1.4
Trade and other payables	(2.7)
Lease liabilities	(0.1)
Provisions	(0.1)
Current tax	(0.5)
Brand – acquisition intangible	6.3
Customer lists – acquisition intangible	2.4
Deferred tax on acquisition intangibles	(2.2)
Total identifiable net assets acquired	10.4
Goodwill	2.5
Value on acquisition	12.9
Attributable to:	
Equity shareholders of the parent Company	12.9
Represented by:	
Cash consideration paid	12.9

None of the goodwill arising on the acquisition is expected to be deductible for tax purposes.

The Goodwill of £2.5m relates to the future growth opportunities in the premium socialising drinks segment, depth of the customer relationships in the business to business route to market, management know-how and expected revenue growth and margin improvements.

Acquisition-related costs

The Company incurred acquisition-related costs of £0.4m relating to external legal fees and due diligence costs. These costs have been included in operating costs in the consolidated income statement.

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16. Investment in associates

In June 2019, the Group made a £1m investment in Elegantly Spirited Limited, acquiring a 20% stake in the business.

The following entities have been included in the consolidated financial statements using the equity method:

Name of entity	Country of incorporation and principal place of business	% of ownership interest		Carrying amount	
		2026 %	2025 %	2026 £m	2025 £m
Elegantly Spirited Limited	UK	—	20	—	—

The primary business of Elegantly Spirited Limited was a brand-builder, marketing and selling a range of zero proof distilled spirits. A voluntary liquidator has been appointed and a special resolution was passed in October 2025 to wind the Company up. The investment is not considered a material associate and therefore disclosures are limited to the section below.

Aggregate information of associates that are not individually material

	2026 £m	2025 £m
Opening balance at start of year	—	—
Share of operating losses	—	—
Impairment of investment	—	—
Closing balance at end of year	—	—

During the year ended 28 January 2024 an impairment review was undertaken on the investment in associate resulting in the impairment of the full investment.

17. Short-term investments

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Short-term investments	20.2	42.5	20.0	42.5

These deposits are made for durations of up to six months. These investments are due to mature at various dates by the end of May 2026 with accrued interest receivable on maturity.

18. Cash

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Cash	61.4	21.4	55.7	16.7

Cash in the table above are included in the cash flow statements.

19. Inventories

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Materials	10.8	10.1	10.8	10.1
Finished goods	20.9	21.6	16.9	17.7
	31.7	31.7	27.7	27.8

The carrying value of inventory is equal to the replacement cost.

20. Assets classified as held for sale

	£m
Balance at 28 January 2024	
Net book value of assets transferred from property, plant and equipment	3.2
Impairment charge	(1.6)
Disposals	(0.7)
Balance at 25 January 2025	0.9
Impairment charge	(0.5)
Disposals	(0.2)
Balance at 31 January 2026	0.2

The closure of the Barr Direct business resulted in a number of vehicles on the statement of financial position with no estimated useful life. Following an assessment of fair value less costs to sell, an impairment charge of £0.5m has been recognised. Subsequent to the year end, the remaining vehicles were sold at the carrying value in the table above and therefore no further impairment is required.

21. Trade and other receivables

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Current				
Trade receivables	77.5	73.6	72.4	64.3
Less: loss allowance	(0.2)	(0.3)	(0.2)	(0.3)
Trade receivables – net	77.3	73.3	72.2	64.0
Prepayments	4.9	3.5	4.4	3.6
Amounts due by subsidiary companies	–	–	3.4	2.2
	82.2	76.8	80.0	69.8
Non-current				
Loans receivable	1.1	–	1.1	–
Loans to subsidiaries	–	–	4.9	2.6
Total loans and receivables	1.1	–	6.0	2.6

Trade receivables

The average credit period on sales of goods is 60 days. No interest is charged on outstanding trade receivables. Amounts due from subsidiary companies are repayable on demand and are not interest bearing.

Loans to subsidiaries comprise a £3.8m loan to MOMA Foods Ltd that is non-interest bearing and repayable in 2033 (2025: £2.6m on the same terms) and a £1.1m loan to Innate-Essence Limited with 10% compound interest repayable in 2030 (2025: £nil).

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience on the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix.

The Group writes off a trade receivable when there is information that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables that have been written off are subject to enforcement activities.

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21. Trade and other receivables continued

The maximum exposure for both the Group and the Company to credit risk for trade receivables are the balances in the table above. For the purposes of impairment assessment, amounts due from subsidiary companies are considered low credit risk and, therefore, the Company measures the provision at an amount equal to 12-month expected credit losses. Provision for expected credit losses is immaterial.

The following table details the risk profile of trade receivables based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

The Group and Company's most significant customer, a UK major customer, accounts for £15.0m of the Group's trade receivables carrying amount and £14.3m of the Company's trade receivables carrying amount at 31 January 2026 (25 January 2025: Group and Company – £13.7m).

	Trade receivables – days past due					Total £m
	Not past due £m	<30 £m	31-60 £m	61-90 £m	>90 £m	
Group – 31 January 2026						
Expected credit loss rate	0.1%	0.3%	2.1%	9.4%	12.0%	
Expected total gross carrying amount at default	74.0	1.0	1.1	1.0	0.4	
Lifetime ECL	0.1	–	–	0.1	–	0.2
	Trade receivables – days past due					
	Not past due £m	<30 £m	31-60 £m	61-90 £m	>90 £m	Total £m
Group – 25 January 2025						
Expected credit loss rate	0.1%	0.8%	12.5%	10.6%	22.0%	
Expected total gross carrying amount at default	70.5	1.7	1.0	0.1	0.3	
Lifetime ECL	0.1	–	0.1	–	0.1	0.3
	Trade receivables – days past due					
	Not past due £m	<30 £m	31-60 £m	61-90 £m	>90 £m	Total £m
Company – 31 January 2026						
Expected credit loss rate	0.1%	1.8%	10.1%	12.1%	16.5%	
Expected total gross carrying amount at default	71.1	–	0.3	0.7	0.3	
Lifetime ECL	0.1	–	–	0.1	–	0.2
	Trade receivables – days past due					
	Not past due £m	<30 £m	31-60 £m	61-90 £m	>90 £m	Total £m
Company – 25 January 2025						
Expected credit loss rate	0.1%	1.2%	13.2%	26.5%	32.7%	
Expected total gross carrying amount at default	62.9	0.9	0.3	–	0.2	
Lifetime ECL	0.1	–	0.1	–	0.1	0.3

The carrying amount of the Group's external trade and other receivables is denominated in the following currencies:

	Group	
	2026 £m	2025 £m
UK Sterling	80.9	75.8
Euro	1.2	0.8
US Dollar	0.1	0.2
	82.2	76.8

22. Loans and other borrowings

	Group	
	2026 £m	2025 £m
Current		
Loans and borrowings	40.0	—
Lease liabilities	1.8	1.8
Non-current		
Lease liabilities	6.2	2.8
Total borrowings	48.0	4.6

All of the Group's borrowings are denominated in UK Sterling.

The Group extended its existing £20m revolving credit facilities with Royal Bank of Scotland plc during the year to £40m. This facility, that was due to expire in February 2026, is now due to expire on 8th May 2026. This facility was fully drawn at the statement of financial position date per the table on the following page.

Arrangement fees associated with loan facilities are included in the finance costs line in the income statement.

The maturity analysis of the lease liabilities are shown in the table below:

	Group Lease liabilities	
	2026 £m	2025 £m
Less than one year	1.8	1.8
One to two years	1.5	1.6
Two to three years	1.2	0.8
Three to four years	0.8	0.3
Four to five years	0.3	0.1
Later than five years	2.4	—
	8.0	4.6

The movements in the Group borrowings are analysed as follows:

	Group	
	2026 £m	2025 £m
Opening borrowings balance	4.6	4.9
Net lease movements	3.4	(0.3)
Borrowings acquired on subsidiary acquisition	1.6	—
Borrowings drawn-down	50.0	—
Repayments of borrowings	(11.6)	—
Closing borrowings balance	48.0	4.6

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22. Loans and other borrowings continued

Reconciliation to net funds:

	2026 £m	2025 £m
Closing borrowings balance	(48.0)	(4.6)
Short-term investments (Note 17)	20.2	42.5
Cash (Note 18)	61.4	21.4
Net funds	33.6	59.3

The facilities at 31 January 2026 were as follows:

	Total facility £m	Drawn £m	Undrawn £m
Revolving credit facility – expires May 2026	40.0	40.0	–
Overdraft	15.0	–	15.0
	55.0	40.0	15.0

The facilities at 25 January 2025 were as follows:

	Total facility £m	Drawn £m	Undrawn £m
Revolving credit facility – five years, February 2026	20.0	–	20.0
Overdraft	15.0	–	15.0
	35.0	–	35.0

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes.

Group	At 25 January 2025 £m	Interest charged £m	New leases £m	Loans acquired £m	Loans drawn £m	Loans repaid £m	Lease term change £m	Non-cash interest £m	Financing cash flows £m	At 31 January 2026 £m
Interest paid	–	0.4	–	–	–	–	–	(0.1)	(0.3)	–
Borrowings	–	–	–	1.6	50.0	(11.6)	–	–	–	40.0
Lease liabilities (Note 12)	4.6	0.3	5.9	–	–	–	(0.5)	–	(2.3)	8.0
Total liabilities from financing activities	4.6	0.7	5.9	1.6	50.0	(11.6)	(0.5)	(0.1)	(2.6)	48.0

23. Trade and other payables

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Current				
Trade payables	33.8	32.4	31.2	29.8
Other taxes and social security costs	4.3	4.0	3.9	4.4
Accruals	36.5	36.8	34.4	32.3
Amounts due to subsidiary companies	—	—	6.8	23.5
	74.6	73.2	76.3	90.0

Trade payables have increased by £1.4m (2025: decrease by £3.7m). This is due to the acquisitions made in the year and being partially offset by timing of payment runs at year end.

Trade payables are repayable within 60 days and amounts due to subsidiary companies are due within 6 months and are not interest bearing.

Sales related rebates and discounts accruals at the year end are £19.7m (2025: £16.7m).

24. Provisions

Group	Business change projects £m	Business reorganisation £m	Repairs/ Dilapidations £m	Other £m	Total £m
Opening provision at 28 January 2024	—	—	0.4	0.1	0.5
Provision created during the year	0.7	0.9	0.2	—	1.8
Provision utilised during the year	(0.6)	(0.4)	(0.2)	—	(1.2)
Closing provision at 25 January 2025	0.1	0.5	0.4	0.1	1.1
Provision created during the year	0.8	—	0.6	0.1	1.5
Provision acquired on acquisition	—	—	0.2	—	0.2
Provision utilised during the year	(0.3)	(0.5)	(0.1)	—	(0.9)
Closing provision at 31 January 2026	0.6	—	1.1	0.2	1.9
Current	0.6	—	0.4	0.2	1.2
Non-current	—	—	0.7	—	0.7

Company	Business change projects £m	Business reorganisation £m	Repairs/ Dilapidations £m	Other £m	Total £m
Opening provision at 28 January 2024	—	—	0.2	0.1	0.3
Provision created during the year	0.1	0.7	0.2	—	1.0
Provision acquired on hive up	0.5	—	—	—	0.5
Provision utilised during the year	(0.5)	(0.5)	(0.2)	—	(1.2)
Closing provision at 25 January 2025	0.1	0.2	0.2	0.1	0.6
Provision created during the year	0.5	—	0.8	—	1.3
Provision utilised during the year	(0.3)	(0.2)	—	—	(0.5)
Closing provision at 31 January 2026	0.3	—	1.0	0.1	1.4
Current	0.3	—	0.4	0.1	0.8
Non-current	—	—	0.6	—	0.6

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24. Provisions continued

The business change projects relate to the costs associated with two projects. Firstly, the integration of FUNKIN into the wider AG Barr business and secondly the integration of the Frobishers business. In the prior year, provisions were in relation to two other projects: 1) The closure of the Barr Direct operations and associated move to a larger field sales team; and 2) The integration of the Boost business into Barr Soft Drinks.

The business reorganisation provision relates to costs associated with a number of smaller business reorganisations not related to the business change projects.

The other provision relates to costs for vendor and chiller disposal and the repairs and dilapidations provision relates to costs provided to make good leased properties on exit.

25. Deferred tax assets and liabilities

Group	Retirement benefit obligations £m	Share-based payments £m	Cash flow hedge £m	Accelerated tax depreciation £m	Total deferred tax liability £m
At 28 January 2024	(5.7)	0.5	0.1	(27.2)	(32.3)
(Charge)/credit to the income statement (Note 7)	(0.9)	0.1	—	(4.5)	(5.3)
Credit to other comprehensive income	1.5	—	—	—	1.5
Credit to equity	—	0.1	—	—	0.1
At 25 January 2025	(5.1)	0.7	0.1	(31.7)	(36.0)
Credit/(charge) to the income statement (Note 7)	3.0	0.4	—	(6.1)	(2.7)
Credit to other comprehensive income	2.0	—	—	—	2.0
Arising on acquisition	—	—	—	(5.3)	(5.3)
Credit to equity	—	0.1	—	—	0.1
At 31 January 2026	(0.1)	1.2	0.1	(43.1)	(41.9)

Company	Retirement benefit obligations £m	Share-based payments £m	Cash flow hedge £m	Accelerated tax depreciation £m	Total deferred tax liability £m
At 28 January 2024	(5.7)	0.4	0.1	(7.7)	(12.9)
(Charge)/credit to the income statement	(0.9)	0.2	—	(4.7)	(5.4)
Credit to other comprehensive income	1.5	—	—	—	1.5
Acquired on subsidiary integration	—	—	—	(7.2)	(7.2)
Credit to equity	—	0.1	—	—	0.1
At 25 January 2025	(5.1)	0.7	0.1	(19.6)	(23.9)
Credit/(charge) to the income statement (Note 7)	3.0	0.4	—	(7.2)	(3.8)
Credit to other comprehensive income	2.0	—	—	—	2.0
Acquired on subsidiary integration	—	—	—	(1.4)	(1.4)
Credit to equity	—	0.1	—	—	0.1
At 31 January 2026	(0.1)	1.2	0.1	(28.2)	(27.0)

No deferred tax asset is recognised in the statement of financial position for unused capital losses within the Company of £4.0m (2025: £4.0m).

26. Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Board has delegated the management of the Group's overall financial risk programme to the Treasury and Commodity Committee; this risk programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

Financial risk management is carried out in accordance with policies approved by the Board of Directors. Management identifies, evaluates and manages financial risks in close cooperation with the Group's business units. The Board provides guidance on overall market risk management, including use of derivative financial instruments and investment of excess liquidity.

In addition, the Treasury and Commodity Committee deals with a range of other treasury matters, details of which are provided in the Corporate Governance Report.

Market risk

Foreign exchange risk

The Group operates internationally. The Group primarily buys and sells in Sterling but also makes purchases and sales denominated in US Dollars and Euros. Due to the hedging arrangements that have been in place for the year ended 31 January 2026, if Sterling had weakened/strengthened by 5% against the US Dollar or Euro, with all other variables held constant, there would not have been a material effect on post-tax profit or cash flow hedge reserve (year ended 25 January 2025: no material impact on post-tax profit). See also Note 13 for information regarding hedging.

The Group periodically enters into option contracts to purchase foreign currencies where the value and volume of trading purchases is known. The Treasury and Commodity Committee assesses whether hedge accounting should be applied for each foreign exchange option contract.

Price risk

The Group is not exposed to equity securities price risk because no such investments are held by the Group.

The Group purchases a wide range of commodities in the ordinary course of business. Exposure to changes in the market price of certain commodities, including sugar, plastic, aluminium and mango, is managed through the use of forward physical supply contracts, primarily to convert floating or indexed prices to fixed prices. The use of such contracts to hedge commodity exposures is governed by the Group's risk policies and is continually monitored by the Treasury and Commodity Committee. Commodity derivatives also provide a way to meet customers' pricing requirements whilst achieving a price structure consistent with the Group's overall pricing strategy.

All of the Group's commodity derivatives are treated as 'own use' contracts, which are outside the scope of IFRS 9, since they are both entered into, and continue to be held, for the purposes of the Group's ordinary operations, and are not net settled (the Group takes physical delivery of the commodity concerned). 'Own use' contracts do not require accounting entries until the commodity purchase crystallises.

The majority of the Group's forward physical contracts and commodity derivatives have original maturities of less than one year.

As all of the commodity contracts qualify for the 'own use' treatment, no sensitivity analysis has been carried out.

Cash flow and fair value interest rate risk

The Group's interest rate risk arises from short-term investments. Investments are obtained at fixed rates reducing the Group's exposure to cash flow interest rate risk.

Credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions.

For banks and financial institutions where the Group holds cash, short-term investments and borrowings, only independently rated parties with a minimum rating of 'A' are accepted. If major customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control processes assess the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set by senior management, based on internal or external ratings. The utilisation of credit limits is regularly monitored.

26. Financial risk management

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group maintains flexibility in funding by maintaining sufficient cash reserves and the availability of borrowing facilities. See Note 22 for disclosures of committed facilities.

Management monitors rolling forecasts of the Group's liquidity reserve (which comprises undrawn borrowing facilities and cash) on the basis of expected cash flows. This is carried out at a Group level and involves projecting forward cash flows and considering the level of liquid assets necessary to meet excesses of expenditure relative to income.

The Group also enters into forward commodity contracts that are not held on the statement of financial position. Commitments are shown in the table below.

Group	Total contractual outflow	
	2026 £m	2025 £m
Forward commodity contracts – payable within one year	20.0	19.5
Forward commodity contracts – payable within one to two years	6.4	4.4

The undiscounted contractual cash flows of financial liabilities are presented in the table below:

Year ended 31 January 2026	Within 1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	4-5 years £m	5 years + £m	Total contractual outflow £m
Group							
Trade payables	33.8	—	—	—	—	—	33.8
Accruals*	30.0	—	—	—	—	—	30.0
Lease liabilities	1.8	1.5	1.2	0.8	0.3	2.4	8.0
Borrowings	40.0	—	—	—	—	—	40.0
Derivative financial instruments	18.6	1.6	—	—	—	—	20.2
Contingent consideration	—	—	2.0	—	—	—	2.0
	124.2	3.1	3.2	0.8	0.3	2.4	134.0
Year ended 25 January 2025	Within 1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	4-5 years £m	5 years + £m	Total contractual outflow £m
Group							
Trade payables	32.4	—	—	—	—	—	32.4
Accruals*	29.0	—	—	—	—	—	29.0
Lease liabilities	1.8	1.6	0.8	0.3	0.1	—	4.6
Derivative financial instruments	27.5	4.6	—	—	—	—	32.1
	90.7	6.2	0.8	0.3	0.1	—	98.1

* Employee liabilities have been excluded from the accruals balance above.

Capital risk management

The Group defines 'capital' as being net debt (including lease liabilities) plus equity.

The Group's objective when managing capital is to maintain an appropriate capital structure to balance the needs of the Group, whilst operating within its bank covenants.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group has a number of options available to it, including modifying dividend payments to shareholders, returning capital to shareholders or issuing new shares. In this way, the Group balances returns to shareholders between long-term growth and current returns whilst maintaining capital discipline in relation to investing activities and taking any necessary action on costs to respond to the current environment.

26. Financial risk management continued

The Group monitors existing equity in issuance on the basis of the net debt/EBITDA ratio. Net debt is calculated as being the net of cash, interest-bearing loans and borrowings. The net debt/EBITDA ratio enables the Group to plan its capital requirements in the medium term. The Group uses this measure to provide useful information to financial institutions and investors. The Group believes that the current net debt/EBITDA ratio together with existing shares in issuance provides a secure capital structure with a strong level of financial flexibility to enable the Group to take advantage of opportunities that may arise.

For the year ended 31 January 2026, there was a net cash surplus of £41.6m (year ended 25 January 2025: net cash of £63.9m) with cash balances of £61.4m, short-term investments of £20.2m and bank borrowings of £40.0m (year ended 25 January 2025: £21.4m, £42.5m and £nil respectively).

The Group monitors capital efficiency on the basis of the return on capital employed ratio (ROCE). In the financial year ended 31 January 2026, ROCE remained strong at 19.4% (2025: 18.9%).

27. Retirement benefit obligations

During the year the Company operated the A.G. BARR p.l.c. (2008) Pension and Life Assurance Scheme (the '2008 Scheme'). The 2008 Scheme comprises a funded defined benefit section based on final salary and a defined contribution section. The defined benefit section was closed to future accrual from 1 May 2016. The defined contribution section of the 2008 Scheme was closed to new entrants and new contributions from 30 June 2021 and all defined contribution assets (other than additional voluntary contributions related to members of the defined benefit section) were transferred to the A.G. Barr Retirement Plan, an outsourced master trust pension arrangement, in September 2021. Under the defined benefit section of the 2008 Scheme, employees are entitled to retirement benefits based on final pensionable pay. No other post-retirement benefits are provided.

Defined benefit scheme: Actuarial valuation

The assets of the defined benefit section of the 2008 Scheme are held separately from those of the Company and are invested in managed funds. A full valuation of the defined benefit section of the 2008 Scheme was conducted as at 5 April 2023 using the attained age method and a surplus of £3.2m was determined at that date.

The defined benefit section of the 2008 Scheme exposes the Group to actuarial risks such as longevity risk, interest rate risk and market investment risk.

Responsibility for governance of the plans, including investment decisions and contribution schedules, lies jointly with the Company and the Board of Pension Trustees. The board of trustees is composed of representatives from the Company scheme members and an independent trustee in accordance with the 2008 Scheme's rules.

Defined benefit scheme: IAS 19 information

The full actuarial valuation carried out at 5 April 2023 was updated to 31 January 2026 by a qualified independent actuary.

The valuation used for the defined benefit scheme has been based on market conditions as at the Company year end.

The amounts recognised in the statement of financial position are as follows:

	Group		Company	
	2026 £m	2025 £m	2026 £m	2025 £m
Present value of funded obligations	(65.4)	(65.7)	(65.4)	(65.7)
Fair value of scheme assets	65.9	72.5	65.9	72.5
Surplus recognised under IAS 19	0.5	6.8	0.5	6.8
Company contribution made to pension scheme in the year to 26 January 2014	—	—	—	13.8
Surplus recognised in the statement of financial position	0.5	6.8	0.5	20.6

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27. Retirement benefit obligations continued

The movement in the defined benefit surplus over the year is as follows:

Group and Company	Fair value of plan assets £m	Present value of obligation £m	Total £m
At 25 January 2025	72.5	(65.7)	6.8
Interest income/(expense)	3.7	(3.5)	0.2
Total cost recognised in income statement	3.7	(3.5)	0.2
Remeasurements			
– changes in demographic assumptions	–	(1.1)	(1.1)
– changes in financial assumptions	–	1.1	1.1
– experience	–	(0.5)	(0.5)
– loss on annuity buy-in transaction	(7.3)	–	(7.3)
Total remeasurements recognised in other comprehensive income	(7.3)	(0.5)	(7.8)
Cash flows			
Employer contributions	1.3	–	1.3
Benefits paid	(4.3)	4.3	–
Total cash outflow	(3.0)	4.3	1.3
At 31 January 2026	65.9	(65.4)	0.5

This table excludes the Company contribution made to the pension scheme through the asset-backed funding arrangement as described below and reconciled in the table above.

On 1 May 2016, the defined benefit section of the 2008 Scheme was closed to future accrual following a negotiated agreement between the Company and the board of trustees.

The Company made a £1.0m contribution to the defined benefit section of the 2008 Scheme each year from May 2016 through May 2022. Further contributions of £2.0m were paid in the years ended 29 January 2023 and 25 January 2025.

The movement in the defined benefit surplus in the year to 25 January 2025 was as follows:

Group and Company	Fair value of plan assets £m	Present value of obligation £m	Total £m
At 28 January 2024	72.5	(69.3)	3.2
Interest income/(expense)	3.5	(3.3)	0.2
Total cost recognised in income statement	3.5	(3.3)	0.2
Remeasurements			
– changes in demographic assumptions	–	0.1	0.1
– changes in financial assumptions	–	3.5	3.5
– experience	–	(0.6)	(0.6)
– actuarial return on assets excluding amounts recognised in net interest	(2.9)	–	(2.9)
Total remeasurements recognised in other comprehensive income	(2.9)	3.0	0.1
Cash flows			
Employer contributions	3.3	–	3.3
Benefits paid	(3.9)	3.9	–
Total cash outflow	(0.6)	3.9	3.3
At 25 January 2025	72.5	(65.7)	6.8

This table excludes the Company contribution made to the 2008 Scheme through the asset-backed funding arrangement as described below and reconciled in the table above.

27. Retirement benefit obligations continued**Asset-backed funding arrangement**

During the year to 26 January 2014, the Company established the A.G. BARR Scottish Limited Partnership (the Partnership) and through the Partnership entered into a long-term pension funding arrangement with the 2008 Scheme. Under this arrangement certain property assets were transferred into the Partnership and were being leased back to A.G. BARR p.l.c. under a 21-year lease agreement, generating an original income stream of £1.1m per annum for the 2008 Scheme, increasing annually in line with inflation.

The Partnership is controlled by A.G. BARR p.l.c. and its results were consolidated by the Group. The value of the properties transferred into the Partnership remained included on the Group and Company's statement of financial position at carrying values at the date of transfer with the Group and Company retaining full operational control over these properties. At the end of the term of the relevant lease, or earlier if the 2008 Scheme becomes fully funded to the extent that the members' benefits can be secured with an insurance company, the Company has the option to repurchase the properties in the Partnership for an agreed fixed price. During the year the 2008 Scheme did become fully funded and the Company exercised its option to repurchase the properties and these are included in the Company statement of financial position.

Financial assumptions

	2026	2025
Discount rate	5.6%	5.5%
Inflation assumption	3.1%	3.2%

Mortality assumptions

	2026	2025
Average future life expectancy (in years) for a male pensioner aged 65	22	22
Average future life expectancy (in years) for a female pensioner aged 65	24	23
Average future life expectancy (in years) at age 65 for a male non-pensioner aged 45	23	23
Average future life expectancy (in years) at age 65 for a female non-pensioner aged 45	26	26

The mortality tables adopted in finalising the fair value of the liabilities are the 2022 VITA tables based on the member's year of birth. This assumes that the expected age at death for males is 87 to 88 and for females is 88 to 91, depending on their age at 31 January 2026.

The fair value of scheme assets at the year end dates is analysed as follows:

	2026 Unquoted £m	2025	
		Quoted* £m	Unquoted £m
Bonds	—	20.3	—
Cash	0.9	—	22.0
Buy-in policy	65.0	—	30.2
Total market value of scheme assets	65.9	20.3	52.2

* Quoted prices for identical assets or liabilities in active markets.

27. Retirement benefit obligations continued

Sensitivity review

The sensitivity of the overall pension liability to changes in the principal assumptions is:

Year ended 31 January 2026		Year ended 25 January 2025	
Change in assumption		Change in assumption	
Discount rate	Increase/decrease by 0.5%	Discount rate	Increase/decrease by 0.5%
Rate of inflation	Increase/decrease by 0.5%	Rate of inflation	Increase/decrease by 0.5%
Life expectancy	Increase/decrease by one year	Life expectancy	Increase/decrease by one year
Impact on overall liabilities		Impact on overall liabilities	
Decreases/increases liabilities by £3.7m	Increases/decreases liabilities by £1.4m	Decreases/increases liabilities by £3.9m	Increases/decreases liabilities by £1.4m
Increases/decreases liabilities by £2.6m	Increases/decreases liabilities by £2.6m	Increases/decreases liabilities by £2.6m	Increases/decreases liabilities by £2.6m

Methods and assumptions used in preparing the sensitivity analysis

The sensitivities disclosed were calculated using approximate methods taking into account the duration of the 2008 Scheme's liabilities. They have been calculated consistently with last period's disclosures, however these change over time with financial conditions and assumptions.

Risks to which the 2008 Scheme exposes the Company

The nature of the 2008 Scheme exposes the Company to the risk of paying unanticipated additional contributions to the 2008 Scheme in times of adverse experience. The most financially significant risks are likely to be:

— Asset volatility

The 2008 Scheme's liabilities are calculated using a discount rate set with reference to corporate bond yields in line with the requirements of IAS 19R. If the 2008 Scheme assets underperform this yield, this will create a deficit. The plan holds investments in buy-in insurance policies, which are designed to match the current and future liabilities of the 2008 Scheme.

The board of pension trustees have made a number of steps to control the level of investment risk within the 2008 Scheme. In prior periods, the Trustee and the Company agreed two annuity contracts with Canada Life at a total cost of £55.8m securing the total amount of future pension payments of 195 of the 2008 Pension Scheme's pensioners. In June 2025, a further annuity purchase with Canada Life was agreed securing the future pension costs of the remaining pensioners at a cost of £41.8m. The initial cost of acquiring this policy exceeded the present value of the related defined benefit obligations and this loss on annuity buy in transaction has been taken through other comprehensive income. The Trustees are now considering the options for the Scheme including a buy-out.

— Inflation risk

The Group pension obligations are linked to inflation, and higher inflation will lead to higher liabilities. Almost all of the 2008 Scheme's assets are invested in buy-in policies with an insurer, which eliminates exposure to changes in inflation rates.

— Life expectancy

The 2008 Scheme's obligation is to provide benefits for the life of the members. An increase in life expectancy will result in an increase in the 2008 Scheme's liabilities. In June 2023, the UK High Court issued a ruling in the case of Virgin Media Limited v NTL Pension Trustees II Limited (the Virgin Media Case) relating to the validity of certain historical pension changes. The ruling was upheld at the Court of Appeal in July 2024. After seeking external advice, the Group has concluded that they are not aware of any material issues which would require any adjustment to the defined benefit obligation and no further action is required at this stage.

27. Retirement benefit obligations continued**Policy for recognising gains and losses**

The Company recognises actuarial gains and losses immediately, through the remeasurement of the net defined benefit liability.

Description of funding arrangements and funding policy that affect future contributions

The most recent Schedule of Contributions dated February 2024 set out the contributions payable by the Company to the 2008 Scheme during the year to 31 January 2026 and no further contributions were required.

Expected contributions over the next accounting period

A.G. BARR p.l.c. does not expect to make any further contributions to the A.G. BARR p.l.c. (2008) Pension and Life Assurance Scheme for the year to 30 January 2027.

The weighted average duration of the defined benefit obligation is 11 years.

The expected maturity analysis of the undiscounted defined benefit pension benefit, estimated on the 2008 Scheme's funding is as follows:

	Less than one year	One to two years	Two to five years	Greater than five years
Proportion of total pension benefits to be paid as at 5 April 2025	3%	3%	8%	86%
Proportion of total pension benefits to be paid as at 5 April 2024	2%	3%	8%	87%

Note the above disclosure is given as at the date of the last signed financial statements for the 2008 Scheme, and for the comparative year.

Defined contribution scheme

The pension costs for the defined contribution schemes are as follows:

	2026 £m	2025 £m
Defined contribution costs	5.7	4.7

NOTES TO THE
ACCOUNTS
CONTINUED

28. Share capital

	2026		2025	
	Shares	£m	Shares	£m
Authorised, issued and fully paid	112,028,871	4.7	112,028,871	4.7

The Company has one class of ordinary shares which carry no right to fixed income. The shares have a nominal value of 4 1/6 pence.

During the year to 31 January 2026, the Company's employee benefit trusts purchased 747,312 shares (2025: 475,449 shares). The total amount paid to acquire the shares has been deducted from shareholders' equity and is included within retained earnings. At 31 January 2026, the shares held by the Company's employee benefit trusts represented 1,053,203 (2025: 791,826) shares at a purchased cost of £6.7m (2025: £4.3m).

Share repurchase programme

During the year ended 25 January 2020, the Group completed a share repurchase programme. This capital was replaced by creating a Capital Redemption Reserve, shown within 'Other reserves'.

The cash flow hedge reserve is also included in 'Other reserves' in equity and records the effective portion of movements in the fair value of forward foreign exchange contracts that have been designated as part of a cash flow hedge relationship.

Other reserves	Cash flow hedge reserve £m	Capital redemption reserve £m	Total £m
At 25 January 2025	(0.2)	0.2	—
Movement on cash flow hedge reserve	—	—	—
At 31 January 2026	(0.2)	0.2	—

The share premium reserve contains the premium arising on the issue of equity shares, net of issue expenses.

29. Share-based payments

As disclosed in the Directors' Remuneration Report, the Group runs a number of share award plans and share option plans:

- Savings Related Share Option Scheme which is open to all employees in participating companies
- LTIP options which are granted to executive directors and senior executives
- AESOP awards that are available to all employees in participating companies

Share-based payment costs and related deferred and current tax charges are recognised within the share option reserve.

Savings Related Share Option Scheme (SAYE)

All SAYEs outstanding at 31 January 2026 and 25 January 2025 have no performance criteria attached other than the requirement for the employee to remain in the employment of the Company and to continue contributing to the plan. Options granted under the SAYE must be exercised within six months of the relevant award vesting date.

The SAYE is open to all qualifying employees in employment at the date of inception of the scheme. Options are normally exercisable after three or five years from the date of grant. The price at which options are offered is not less than 80% of the average of the middle-market price of the five dealing days immediately preceding the date of invitation.

The movements in the number of share options outstanding and their related weighted average exercise prices determined using the Black-Scholes valuation model are as follows:

	2026		2025	
	Options	Average exercise price in pence per share	Options	Average exercise price in pence per share
At start of the year	533,054	517p	572,010	470p
Granted	213,763	701p	262,111	567p
Forfeited	(81,120)	538p	(92,343)	487p
Exercised	(101,937)	501p	(208,724)	560p
At end of the year	563,760	558p	533,054	517p

The weighted average fair value of the share awards made during the period was determined using the Black-Scholes valuation model. The significant inputs to the model were as follows:

	SAYE 3 Year 23 May 2025	SAYE 5 Year 23 May 2025
Date of grant		
Number of share awards granted	164,758	49,005
Share price at date of grant	701p	701p
Contractual life in years	3	5
Dividend yield	2%	2%
Expected outcome of meeting performance criteria (at grant date)	70%	70%
Fair value determined at grant date	148p	184p

None of the options listed above were exercisable at the respective year end dates. The outstanding options at the year end had exercise prices of £5.06, £4.63, £5.10 and £6.15 (2025: £5.06, £4.63 and £5.10).

The weighted average share price on the dates that options were exercised in the year to 31 January 2026 was £6.80.

The weighted average remaining contractual life of the outstanding share options at the year end is 21 months (2025: two years).

NOTES TO THE
ACCOUNTS
CONTINUED

29. Share-based payments continued
LTIP

During the year, an award of shares was made to the executive directors and senior executives.

The weighted average fair value of the share awards made during the period was determined using the Black-Scholes valuation model. The LTIP grants participants the right to receive ordinary shares of the Company or options to subscribe for shares at a fixed price. The significant inputs to the model were as follows:

Date of grant	LTIP 25 28 April 2025	LTIP 24 28 April 2025	LTIP 23 28 April 2025
Number of share awards granted	446,888	42,405	55,719
Share price at date of grant	676p	676p	676p
Contractual life in years	3	2	1
Dividend yield	2%	2%	2%
Expected outcome of meeting performance criteria (at grant date)	100%	100%	100%
Fair value determined at grant date	627p	642p	658p

Vesting conditions are dependent on performance measures, normally over a three year performance period (see table above).

The performance conditions of the three LTIP awards vary depending on the level of senior management and are largely based on market conditions: cumulative Earnings Per Share ('EPS') and Total Shareholder Return ('TSR') as well as non-market conditions: environmental sustainability and cumulative profit before tax targets.

The movements in the number of LTIP awards outstanding and their related weighted average exercise prices determined using the Black-Scholes valuation model are as follows:

	2026 Share awards	2025 Share awards
At start of the year	936,904	1,096,457
Granted	545,012	401,177
Vested	(300,512)	(368,139)
Lapsed	(23,048)	(192,591)
At end of the year	1,158,356	936,904

The weighted average share price on the dates that share awards vested in the year to 31 January 2026 was £6.54.

The weighted average remaining contractual life of the outstanding share awards at the year end is 2.07 years (2025: 1.26 years).

AESOP

As described in the Directors' Remuneration Report, there are two elements to the AESOP.

The partnership share element provides that for every two shares (year to 25 January 2025: two shares) that a participant purchases in A.G. BARR p.l.c., up to a maximum contribution of £150 per month, the Company will purchase one matching share. The matching shares purchased are held in trust in the name of the individual. There are various rules as to the period of time that the shares must be held in trust but after five years, the shares can be released tax free to the participant.

The second element of free shares allows participants to receive shares to the value of a common percentage of their earnings, related to the performance of the Group. The maximum value of the annual award is £3,600 and the shares awarded are held in trust for five years.

Under the terms of the AESOP rules, any award of free shares to employees is made by the Trustee of the AESOP subject to the Company's consent.

30. Related party transactions

Compensation of key management personnel

The remuneration of the executive directors, non-executive directors and senior executives during the year was as follows:

	2024 £m	2025 £m
Salaries and short-term benefits	4.0	4.9
Post employment benefits	0.2	0.3
Share-based payments	2.6	2.0
	6.8	7.2

The Directors' Remuneration Report can be found on pages 93 to 112.

Retirement benefit plans

The Group's retirement benefit plans are administered by an independent third party service provider. During the year, the service provider charged the Group £0.1m (2025: £0.1m) for administration services in respect of the retirement benefit plans. At the year end, £nil (2025: £nil) was outstanding to the service provider on behalf of the retirement benefit plans.

31. Subsidiaries

The Group's subsidiaries at 31 January 2026 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of entity	Place of business/country of incorporation	Address	Ownership interest held by the Group		Principal activities
			2026 %	2025 %	
Rubicon Drinks Limited*	UK	Milton Keynes	100	100	Distribution of fruit-based soft drinks
MOMA Foods Limited*	UK	Milton Keynes	100	100	Distribution and selling of oat drinks and cereals
Innate-Essence Limited*	UK	London	50.1	—	Distribution and selling of functional drinks
Frobishers Juices Limited*	UK	Exeter	100	—	Distribution of premium fruit-based drinks
A.G. BARR Capital Partner Limited*	UK	Milton Keynes	100	100	Investment holding company
A.G. BARR General Partner Limited*	UK	Cumbernauld	100	100	Investment holding company
A.G. BARR Pension Trustee Limited	UK	Cumbernauld	100	100	Investment holding company
A.G. BARR Scottish Limited Partnership	UK	Cumbernauld	100	100	Investment holding company
FUNKIN Limited*	UK	Milton Keynes	100	100	Non-trading entity
FUNKIN USA Limited*	USA	Milton Keynes	100	100	Non-trading entity
Robert Barr Limited	UK	Cumbernauld	100	100	Non-trading entity
Mandora St Clements Limited	UK	Milton Keynes	100	100	Non-trading entity
Tizer Limited	UK	Milton Keynes	100	100	Non-trading entity
A.G. BARR (Ireland) Limited	Republic of Ireland	Dublin	100	100	Non-trading entity
Boost Drinks Limited*	UK	Milton Keynes	100	100	Non-trading entity
Frobishers Juices (Holdings) Limited*	UK	Exeter	100	—	Investment holding company

* Under section 479A of the Companies Act 2006 the Group is claiming exemption from audit for the subsidiary company with an "*" in the table above. The parent undertakings, A.G. BARR p.l.c., registered number SC005653, guarantees all outstanding liabilities to the subsidiary company which is subject at the end of the financial year (being the year ended 31 January 2026 for each company except for Frobishers Juices Limited and Frobishers Juices (Holdings) Limited which have a year end of 31 March 2026). The guarantee is enforceable against the parent undertaking by any person to whom the subsidiary company is liable in respect of those liabilities.

NOTES TO THE ACCOUNTS CONTINUED

31. Subsidiaries continued

The full address for Cumbernauld is: Westfield House, 4 Mollins Road, Cumbernauld, Scotland, G68 9HD.

The full address for Milton Keynes is: Crossley Drive, Magna Park, Milton Keynes, England, MK17 8FL.

The full address for Dublin is: 25-28 North Wall Quay, Dublin 1, Dublin, Ireland.

The full address for London is: Savoy House, Savoy Circus, London, England, W3 7DA.

The full address for Exeter is: 11 Mallard Road, Sowtor Industrial Estate, Exeter, Devon, England, EX2 7LD.

32. Subsequent events

On 2 February 2026, the company acquired 100% of the share capital of Fenlirians Limited, a premium soft drinks brand for cash consideration of £38.4m, plus a £2.1m repayment of a directors loan. The acquisition will be treated as a business combination under IFRS 3. The fair value assessment of the acquisition consideration, identifiable assets acquired and liabilities assumed is ongoing. Given the proximity of the acquisition to the financial statements being authorised for issue, it is not practical at this stage to reasonably estimate the financial effect of the acquisition on the Group's consolidated financial statements. The Group expects to complete the purchase price allocation exercise under IFRS 3 in the first half of 2026, accordingly, provisional disclosures will be included in the Group's interim results to 1 August 2026.

GLOSSARY

Non-GAAP measures are provided because they are tracked by management to assess the Group's operating performance and to inform financial, strategic and operating decisions.

Definition of non-GAAP measures used are provided below:

Adjusted basic earnings per share is calculated by dividing adjusted profit attributable to equity holders by the weighted average number of shares in issue.

Adjusted operating margin is calculated by dividing adjusted operating profit by revenue.

Adjusted operating profit is calculated as operating profit after adjusting items.

Adjusted profit before tax is calculated as reported profit before tax after adjusting entries as disclosed in the adjusting entries accounting policy.

Adjusted return on capital employed (Adjusted ROCE) is defined as adjusted profit before tax divided by invested capital.

Cash capital expenditure is defined as the cash outflow on purchases of property, plant and equipment, and is disclosed in the cash flow statement.

Full year dividend is defined as the total dividends declared for the financial year.

Gross margin is calculated by dividing gross profit by revenue.

Net cash at bank is defined as the net of cash plus short-term investments less loans and other borrowings as shown in the statement of financial position.

Operating margin is calculated by dividing operating profit by revenue.

Return on capital employed (ROCE) is defined as reported profit before tax as a percentage of invested capital. Invested capital is a non-GAAP measure defined as the average of the opening and closing non-current assets plus current assets less current liabilities excluding all balances relating to any provisions, financial instruments, interest-bearing liabilities and cash or cash equivalents.

RECONCILIATION
OF NON-GAAP
MEASURES

Adjusted Consolidated Income Statements

	Year ended 31 January 2026						Year ended 25 January 2025		
	Reported £m	Business reorganisation & integration £m	Acquisition related £m	Asset impairment £m	Total adjustments	Adjusted £m	Reported £m	Business change projects £m	Adjusted £m
Revenue	437.3	—	—	—	—	437.3	420.4	—	420.4
Cost of sales	(260.0)	—	—	—	—	(260.0)	(256.1)	—	(256.1)
Gross profit	177.3	—	—	—	—	177.3	164.3	—	164.3
Operating expenses	(115.7)	1.3	1.4	0.5	3.2	(112.5)	(112.6)	5.3	(107.3)
Operating profit	61.6	1.3	1.4	0.5	3.2	64.8	51.7	5.3	57.0
Finance income	1.7	—	—	—	—	1.7	2.0	—	2.0
Finance costs	(0.7)	—	—	—	—	(0.7)	(0.5)	—	(0.5)
Profit before tax	62.6	1.3	1.4	0.5	3.2	65.8	53.2	5.3	58.5
Tax on profit	(15.9)	(0.3)	(0.4)	—	(0.7)	(16.6)	(13.5)	(0.9)	(14.4)
Profit for the period	46.7	1.0	1.0	0.5	2.5	49.2	39.7	4.4	44.1
Attributable to:									
Equity shareholders of the parent Company	47.1	1.0	0.7	0.5	2.2	49.3	39.7	4.4	44.1
Non-controlling interests	(0.4)	—	0.3	—	0.3	(0.1)	—	—	—

Adjusting entries:

Business reorganisation & integration – the costs associated with the integration of FUNKIN and restructuring of the Commercial function and one-off accrual of costs relating to the integration of the Frobishers business that will commence in H1 and will be completed by H2 FY26/27.

Acquisition related – professional and transaction fees in relation to the acquisition work undertaken in the financial year for Innate-Essence, Frobishers and Fentimans.

Asset impairment – impairment of vehicles that were part of Barr Direct operations.

Business change projects – the costs associated with the business change projects involving the closure of Barr Direct operations and the integration of the Boost business.

	2026	2025
Adjusted basic EPS		
Adjusted profit attributable to equity holders of the Company £m	49.3	44.1
Weighted average number of shares in issue	111,438,412	110,874,571
Adjusted basic EPS (p)	44.24	39.77
Full year dividend	2026 pence	2025 pence
Interim dividend paid	3.44	3.10
Final dividend declared	15.27	13.76
Full year dividend	18.71	16.86
Gross margin	2026 £m	2025 £m
Revenue	437.3	420.4
Gross profit	177.3	164.3
Gross margin	40.5%	39.1%
Net cash at bank	2026 £m	2025 £m
Cash	61.4	21.4
Short-term investments	20.2	42.5
Loans and other borrowings	(40.0)	—
Net cash at bank	41.6	63.9
Operating margin	2026 £m	2025 £m
Revenue	437.3	420.4
Operating profit	61.6	51.7
Operating margin	14.1%	12.3%
Adjusted operating margin	2026 £m	2025 £m
Revenue	437.3	420.4
Adjusted operating profit	64.8	57.0
Adjusted operating margin	14.8%	13.6%

RECONCILIATION
OF NON-GAAP
MEASURES
CONTINUED

Adjusted Consolidated Income Statements continued

	2026 £m	2025 £m	
ROCE			
Profit before tax	62.6	53.2	
Average invested capital	322.1	281.3	
ROCE	19.4%	18.9%	
Adjusted ROCE			
Adjusted profit before tax	65.8	58.5	
Average invested capital	322.1	281.3	
Adjusted ROCE	20.4%	20.8%	
Average invested capital	2026 £m	2025 £m	2024 £m
Intangible assets	162.3	129.2	130.4
Property, plant and equipment	145.6	118.0	109.0
Right-of-use assets	8.4	5.0	5.2
Inventories	31.7	31.7	36.5
Trade and other receivables	82.2	76.8	63.8
Current tax	0.6	0.4	—
Trade and other payables	(74.6)	(73.2)	(70.3)
Average invested capital	356.2	287.9	274.6
Average invested capital	322.1	281.3	

NOTICE OF ANNUAL GENERAL MEETING

THE FOLLOWING INFORMATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any matter referred to in this report or as to the action you should take, you should seek your own personal financial advice from: (i) a stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom; or (ii) another appropriately authorised independent financial adviser if you are not resident in the United Kingdom.

If you have sold or otherwise transferred all of your shares in A.G. BARR p.l.c., please pass this report, together with the accompanying documents (except the accompanying personalised form of proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice is hereby given that the one hundred and twenty-second Annual General Meeting of A.G. Barr p.l.c. (the '**Company**') will be held at the offices of Shepherd and Wedderburn LLP, 1 West Regent Street, Glasgow, G2 1RW on Friday 22 May 2026 at 12.00 p.m. to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and Resolutions 16 and 17 will be proposed as special resolutions. Voting on each of the resolutions will be conducted by way of a poll.

1. To receive and approve the audited accounts of the group and the Company for the year ended 31 January 2026 together with the directors' and auditor's reports thereon.
2. To approve the directors' remuneration policy set out on pages 113 to 123 of the Company's annual report and accounts for the year ended 31 January 2026.
3. To receive and approve the annual statement by the chair of the remuneration committee and the directors' remuneration report as set out on pages 93 to 97 and pages 98 to 112 respectively of the Company's annual report and accounts for the year ended 31 January 2026.
4. To declare a final dividend of 15.27 pence per ordinary share of 4 1/6 pence for the year ended 31 January 2026.
5. To re-elect Susan Barratt as a director of the Company.
6. To re-elect Euan Sutherland as a director of the Company.
7. To re-elect Stuart Lorimer as a director of the Company.
8. To re-elect Julie Barr as a director of the Company.
9. To re-elect Zoe Howorth as a director of the Company.
10. To re-elect Louise Smalley as a director of the Company.
11. To re-elect Nicholas Wharton as a director of the Company.
12. To elect Rohit Dhawan as a director of the Company.
13. To re-appoint Deloitte LLP as the Company's auditor, to hold office until the conclusion of the next general meeting at which accounts are laid, and to authorise the audit and risk committee of the board of directors of the Company to fix their remuneration.
14. THAT the new draft A.G. Barr p.l.c. Annual Bonus Plan produced at the meeting (and, for the purposes of identification, initialed by the Chair) be and hereby is approved and adopted, and that the board of directors of the Company be authorised to do all acts and things which it may consider necessary or expedient to carry the Annual Bonus Plan into effect.
15. 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 £1,555,956.54; and
 - b. up to a further aggregate nominal amount of £1,555,956.54 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

**NOTICE OF
ANNUAL
GENERAL
MEETING
CONTINUED**

numbers of shares held by them on that date subject to such exclusions or other arrangements as the Board deems necessary or expedient to deal with: (i) equity securities representing fractional entitlements; (ii) treasury shares; and/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, provided that this authority shall expire on the earlier of 31 July 2027 and 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.

16. THAT, subject to the passing of resolution 15 set out in the notice of the annual general meeting of the Company convened for 22 May 2026 (**'Resolution 15'**), the board of directors of the Company (the **'Board'**) be and it 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 15 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:
- 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 early 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; and/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
 - the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £466,786.96, provided that this authority shall expire on the earlier of 31 July 2027 and 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.
17. 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 653(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:
- the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 11,202,887;
 - the maximum price (exclusive of expenses) 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 for an Ordinary Share on the trading venue where the purchase is carried out;
 - 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);
 - unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 31 July 2027 and 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
 - 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 Financial Conduct Authority, held as a treasury share.

By order of the Board



Christopher K. O'Donnell
Company Secretary
21 April 2026

Registered Office
A.G. BARR p.l.c., Westfield House, 4 Mollins Road, Cumbernauld, G68 9HD. Registered in Scotland SC005653.

Shareholders should also read the notes to this Notice of Annual General Meeting which are set out on pages 200 to 202 of this report. Those notes provide further information about shareholders' entitlement to attend, speak and vote at the Annual General Meeting (and their ability to appoint another person to do so on their behalf).

Explanatory Notes

The following notes provide an explanation of the resolutions to be considered at the one hundred and twenty-second annual general meeting (the 'AGM') of A.G. BARR p.l.c. (the 'Company').

The board of directors of the Company (the 'Board') considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them.

Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 16 and 17 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Receive and approve the reports and accounts

Shareholders are being asked to receive and approve the audited accounts of the group and the Company (as audited by Deloitte LLP) for the year ended 31 January 2026 together with the associated reports of the directors and auditor.

Resolutions 2 and 3 – Directors' remuneration

The directors' remuneration report is divided into three parts: the annual statement by the chair of the remuneration committee, the directors' remuneration policy and the directors' remuneration report.

- The annual statement by the chair of the remuneration committee (which is set out on pages 93 to 97 of this report) provides a summary of the directors' remuneration policy and the directors' remuneration report.
- The directors' remuneration policy (which is set out on pages 113 to 123 of this report) sets out the Company's future policy on directors' remuneration.
- The directors' remuneration report (which is set out on pages 98 to 112 of this report) gives details of the payments and share awards made to the directors in connection with their and the Company's performance during the year ended 31 January 2026. It also details how the Company's policy on directors' remuneration will be operated in the coming year.

(i) Resolution 2 invites shareholders to approve the directors' remuneration policy. This is a binding policy and, after it takes effect, the directors will not be entitled to remuneration unless such remuneration is consistent with the approved policy or shareholders otherwise approve the remuneration. If Resolution 2 is approved, the policy will take effect from the conclusion of the AGM. Shareholders will be given a binding vote on the directors' remuneration policy at least every three years.

(ii) Resolution 3 invites shareholders to approve the annual statement by the chair of the remuneration committee and the directors' remuneration report (other than the directors' remuneration policy) for the year ended 31 January 2026. This resolution is an advisory vote and will not affect the way in which the Company's remuneration policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the directors' remuneration policy in relation to the payments and share awards made to directors during the year under review.

Resolution 4 – Final dividend

Shareholders are being asked to approve a final dividend of 15.27 pence per ordinary share of 4 1/6 pence for the year ended 31 January 2026. If shareholders approve the recommended final dividend, it will be paid on 5 June 2026 to all shareholders on the Company's register of members as at 8 May 2026.

Resolutions 5 to 12 inclusive – Re-election and election of directors

The Company's Articles of Association require that all newly appointed directors retire at the first annual general meeting following their appointment. Consequently, Rohit Dhawan will retire and offer himself for election at the AGM.

The Board complies with the provisions of the UK Corporate Governance Code whereby all directors are subject to annual re-election. Accordingly, all directors of the Company are retiring and offering themselves for re-election.

Biographical details of the directors are set out on pages 70 to 71 of this report. The Board has confirmed that, following formal performance evaluation, all of the directors continue to perform effectively and demonstrate commitment to their roles. The Board therefore unanimously recommends the proposed election or re-election of the directors.

Resolution 13 – Re-appointment of auditor

The Company is required to appoint an auditor at each general meeting at which accounts are presented to shareholders and Deloitte LLP have indicated their willingness to continue in office. Accordingly, shareholders are being asked to approve the re-appointment of Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the audit and risk committee of the Board to fix their remuneration.

Resolution 14 – Approval and adoption of Annual Bonus Plan

Under the proposed directors' remuneration policy, the Remuneration Committee (the 'Committee') will have the flexibility to satisfy the deferred element of the Executive Directors' bonuses through the use of nil cost options or conditional shares, in line with standard market practice, as opposed to solely through the acquisition of market shares. The Company is, therefore, seeking shareholder approval for an updated version of the Company's Annual Bonus Plan (the 'Plan') at the AGM, which allows for such flexibility.

The rules of the Plan are substantially the same as the existing Annual Bonus Plan, which were not previously subject to a binding shareholder vote, but give flexibility to grant nil cost options or conditional share awards to satisfy the deferred element of executive directors' bonuses, in line with the proposed directors' remuneration policy, alongside updates to take account of developments in legislation, corporate governance, market practice and investor guidelines and the operation of the Plan.

The Plan will expire after 10 years in May 2036. The Plan provides that in any 10 year period not more than 10% of the Company's issued share capital may be issued under the Plan and any other employee share plans adopted by the Company.

The principal terms of the Plan are summarised in the Appendix 1 to this Notice (on pages 203 to 205 of this report).

Resolution 15 – Authority to allot shares

The directors may not allot shares in the Company unless authorised to do so by shareholders at a general meeting. Sub-paragraph (a) of Resolution 15, if passed, will authorise the directors to allot shares having an aggregate nominal value of up to £1,555,956.54, representing approximately one third of the Company's issued share capital as at 9 April 2026 (being the latest practicable date prior to the publication of this report). The directors have no present intention to exercise this authority.

In line with guidance issued by the Investment Association, sub-paragraph (b) of Resolution 15, if passed, will authorise the directors to allot additional shares in connection with a rights issue having an aggregate nominal value of up to £1,555,956.54, representing approximately one third of the Company's issued share capital as at 9 April 2026 (being the latest practicable date prior to the publication of this report). The directors have no present intention to exercise the authority sought under sub-paragraph (b) of Resolution 15. However, if such authority is obtained, it will give the Company greater flexibility to allot additional shares for the purpose of a pre-emptive rights issue. This authority will be used when the directors consider it to be in the best interests of shareholders.

The authorities sought under Resolution 15 will expire on the earlier of 31 July 2027 (being the latest date by which the Company must hold its annual general meeting in 2027) and the conclusion of the annual general meeting of the Company held in 2027.

Resolution 16 – Disapplication of statutory pre-emption rights

If the directors wish to allot new shares for cash, the Companies Act 2006 states that the shares must be offered first to existing shareholders in proportion to their existing shareholdings. For legal, regulatory and practical reasons, it might not be possible or desirable for shares allotted by means of a pre-emptive offer to be offered to certain shareholders, particularly those resident overseas. Furthermore, it might, in some circumstances, be in the Company's interests for the directors to be able to allot some shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders' statutory pre-emption rights must be disapplied. Accordingly, Resolution 16, if passed, will empower the directors to allot a limited number of new equity securities without shareholders' statutory pre-emption rights applying to such allotment. The authority conferred by Resolution 16 would also cover the sale of treasury shares for cash.

Sub-paragraph (a) of Resolution 16 will, if passed, confer authority on the directors to make any arrangements which may be necessary to deal with any legal, regulatory or practical problems arising on a rights issue, an open offer or any other pre-emptive offer in favour of ordinary shareholders, for example, by excluding certain overseas shareholders from such issue or offer.

Sub-paragraph (b) of Resolution 16 will, if passed, disapply shareholders' statutory pre-emption rights by empowering the directors to allot equity securities for cash on a non pre-emptive basis but only new equity securities having a maximum aggregate nominal value of £466,786.96, representing approximately 10% of the Company's issued share capital as at 9 April 2026 (being the latest practicable date prior to the publication of this report).

The authority sought under Resolution 16 will expire on the earlier of 31 July 2027 (being the latest date by which the Company must hold an annual general meeting in 2027) and the conclusion of the annual general meeting of the Company held in 2027.

Resolution 17 – Purchase of own shares

The Companies Act 2006 permits a company to purchase its own shares provided the purchase has been authorised by shareholders at a general meeting.

Resolution 17, if passed, will give the Company the authority to purchase any of its own issued ordinary shares at a price of not less than an amount equal to the nominal value of an ordinary share and not more than the higher of: (i) 5% above the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five dealing days before any purchase is made; and (ii) the higher of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The authority will enable the purchase of up to a maximum of 11,202,887 ordinary shares, representing approximately 10% of the Company's issued ordinary share capital as at 9 April 2026 (being the last practicable date prior to the publication of the report), and will expire on the earlier of 31 July 2027 (being the latest date by which the Company must hold an annual general meeting in 2027) and the conclusion of the annual general meeting of the Company held in 2027.

The directors will only exercise this buy back authority after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall position of the Company. Purchases would be financed out of distributable profits and shares purchased would either be cancelled (and the number of shares in issue reduced accordingly) or held as treasury shares.

The Company operates three share option schemes under which awards may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. However, in practice, the Company has always satisfied awards to participants by the transfer of ordinary shares from the trustee of each of the schemes.

As at 9 April 2026 (being the latest practicable date prior to the publication of this report), options had been granted over 1,717,212 ordinary shares (the 'Option Shares') representing approximately 1.53% of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares (as described in Resolution 17) was exercised in full, the Option Shares would have represented approximately 1.70% of the Company's issued share capital as at 9 April 2026. As at 9 April 2026, the Company did not hold any treasury shares.

**NOTICE OF
ANNUAL
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NOTES

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting (AGM) in person, you should arrive at the venue for the AGM in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the Company's registrar, Equiniti Limited (the 'Registrar'), prior to being admitted to the AGM.

2. Appointment of a proxy

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM to represent a member. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

If a member wishes a proxy to speak on their behalf at the AGM, the member will need to appoint their own choice of proxy (not the Chair of the AGM) and give their instructions directly to them. Such an appointment can be made using the proxy form accompanying this notice of AGM, electronically, through CREST, or through Proximity.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA.

A member may instruct their proxy to abstain from voting on a particular resolution to be considered at the AGM by marking the 'Withheld' option in relation to that particular resolution when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution.

The appointment of a proxy will not prevent a member from attending the AGM and voting in person if he or she wishes.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint a proxy under the procedures set out in these notes and should read note 9 below.

3. Appointment of a proxy using a proxy form or electronically

A proxy form for use in connection with the AGM is enclosed. To be valid, any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post by the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA at least 48 hours before the time of the AGM or any adjournment of that meeting. Shareholders may elect to appoint a proxy electronically by accessing the Equiniti Shareview portal at www.shareview.co.uk. Registered users should log into their 'Shareview Portfolio' and navigate to the 'My Investments' section to access the voting functionality and submit their instructions. Shareholders who have not yet registered for a Shareview Portfolio may do so by following the registration prompts on the same website. To be valid, electronic proxy appointments must be received by the Registrar no later than the time specified above.

If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA.

4. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to: www.euroclear.com. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Registrar (ID RA19) no later than 48 hours before the time of the AGM or any adjournment of that meeting. 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 Application Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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(s), to procure that

his/her CREST sponsor or voting service provider(s) take(s) 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 regard, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred 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.

5. Appointment of a proxy through Proximity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12.00 p.m. on 20 May 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

6. Appointment of a proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

7. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

8. Entitlement to attend and vote

To be entitled to attend and vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.30 p.m. on 20 May 2026 (or, if the AGM is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting). Any changes to the Company's register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the AGM.

9. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the '2006 Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

10. Website giving information regarding the AGM

Information regarding the AGM, including information required by section 311A of the 2006 Act, and a copy of this notice of AGM is available from www.agbarr.co.uk.

11. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor 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 2006 Act to publish on a website.

12. Voting rights

As at 9 April 2026 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 112,028,871 ordinary shares of 4 1/6 pence each, carrying one vote each. As at 9 April 2026, the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 9 April 2026 were 112,028,871 votes.

**NOTICE OF
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13. Shareholder questions

Shareholders have the right to ask questions related to the business of the meeting. Shareholders can submit questions related to the business of the meeting by email to agm2026@agbarr.co.uk. Answers to shareholder questions will be sent to individual shareholders as soon as practically possible after the AGM.

14. Voting at the AGM

Shareholders are able to vote in advance of the meeting using their proxy form enclosed. The proxy form covers all resolutions to be proposed at the AGM.

Shareholders are being encouraged to submit their votes as early as possible and by no later than 48 hours before the time of the AGM. Votes can be submitted either by returning the proxy form in the post (postage is pre-paid), or electronically by following the instructions set out on the proxy form.

Voting on all resolutions at the AGM will be conducted by way of a poll. The results of the poll will be announced to the London Stock Exchange as soon as possible after the conclusion of the AGM and will be published on our website.

15. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the AGM as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

16. Further questions and communication

Under section 319A of the 2006 Act, the Company must cause to be answered any question relating to the business being dealt with at the AGM put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any general queries about the AGM should contact the Company Secretarial Department by email to: companysecretarialdepartment@agbarr.co.uk.

Members may not use any electronic address provided in this report or in any related documents (including the accompanying proxy form) to communicate with the Company for any purpose other than those expressly stated.

17. Documents available for inspection

The following documents will be available for inspection on the day of the AGM at the offices of Shepherd and Wedderburn LLP, 1 West Regent Street, Glasgow, G2 1RW from 11.45 a.m. until the conclusion of the AGM:

- 17.1 copies of the service contracts of the Company's executive directors;
- 17.2 copies of the letters of appointment of the Company's non-executive directors; and
- 17.3 the draft rules of the A.G. BARR p.l.c. Annual Bonus Plan (the 'Plan')

The Plan will also be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this document. The draft rules of the Plan will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

APPENDIX 1

Principal Terms of the Annual Bonus Plan

The principal terms of the A.G. Barr p.l.c. Annual Bonus Plan (the 'Plan') are summarised below. A copy of the proposed rules of the Plan may be inspected as specified in Note 17 to the Notice of Annual General Meeting.

The Company's Remuneration Committee (the 'Committee') will supervise the operation of the Plan under which awards may be granted over ordinary shares in the capital of the Company ('Shares'). Awards under the Plan may be made at the discretion of the Committee. Under the Plan, awards may be granted in the form of Shares ('Deferred Shares'), options to acquire Shares ('Options'), or conditional awards to acquire Shares ('Conditional Awards'). Awards under the Plan may have a nil or nominal award price or an award price set at such other amount as the Committee determines. Equivalent cash-based or cash satisfied awards may also be granted under the Plan.

Eligibility and grant

The Plan provides for part of the participants' cash bonus in respect of a financial year (granted under the Company's discretionary bonus arrangements) to be awarded in the form of Deferred Shares or awards over Shares in the form of Options or Conditional Awards ('Deferred Share Awards'), at the discretion of the Committee. In practice, it is intended that Options will normally be granted under the Plan.

The Company may select one or more employees (including executive directors) for participation in the Plan from time to time. The Committee will determine which individuals will receive Deferred Shares or be granted Deferred Share Awards and what type of Deferred Share Awards will be granted.

Individual Limit

The maximum aggregate amount of the award payable to a participant under the Plan in respect of any financial year shall be determined and specified in the Directors' Remuneration Policy for that financial year.

Normal vesting of Deferred Share Awards

When the Committee grants a Deferred Share Award it shall determine the vesting date of the Deferred Share Award in its sole discretion. If the Deferred Share Award is an Option, the last day on which it may be exercised before it lapses will be the day before the tenth anniversary of the Deferred Share Award Date, or such earlier date as the Committee determines at the Deferred Share Award Date, provided that the Option may also lapse earlier as provided for in the Plan rules.

Leavers

Deferred Share Awards will lapse if a participant ceases to be employed by the Group prior to vesting, unless the cessation is by reason of death, disability, ill-health, injury, sale of the employing company or business unit out of the Group or any other reason at the Committee's discretion. In these circumstances, the Deferred Share Award will vest on the normal vesting date (unless the Committee determines it will vest on the date of cessation). In either case, Deferred Share Awards shall vest to the extent determined by the Committee in its absolute discretion. Deferred Share Awards granted as Options may be exercised during a period of normally 6 months commencing on the date of termination or vesting, or 12 months in the case of death.

Grant of awards

Deferred Share Awards may usually only be granted under the Plan during the 42 day period following: (a) the day after the announcement of the Company's results through a Regulatory Information Service for any period; (b) where a new directors' remuneration policy has been implemented, the effective date of that policy; or (c) any day on which the Committee resolves that exceptional circumstances exist which justify the grant of Deferred Share Awards.

No Deferred Share Awards may be granted under the Plan after May 2036 (specifically, following the expiry of the period of 10 years beginning with the date on which the Plan was approved by shareholders of the Company).

No payment is required for the grant of a Deferred Share Award. Awards and Deferred Share Awards granted under the Plan are not transferable, except on death, and are not pensionable.

Dilution limit

No Deferred Share Award may be granted under the Plan if it would cause the number of Shares issued or issuable in the preceding 10 years under the Plan and any other employee share plan adopted by the Company to exceed 10% of the Company's issued share capital at that time. These limits include newly issued (or treasury) Shares but exclude lapsed awards and Shares that have been purchased in the market.

APPENDIX 1 CONTINUED

Adjustment of level of bonus payable

The Committee may adjust the level of bonus payable under an award (upwards or downwards) to ensure it is appropriate and fair in the context of the overall performance of the Company or the participant.

Malus and clawback

The Committee may in its absolute discretion determine before vesting to reduce the number of Shares subject to a Deferred Share Award, cancel the Deferred Share Award or impose further conditions on the Deferred Share Award in circumstances it considers appropriate. For Deferred Shares which have not been transferred to the designated trustee or nominee, the Committee may in its absolute discretion reduce the number of Deferred Shares or amend the conditions applicable to the Deferred Shares.

In addition, the Committee may in its absolute discretion reclaim value paid to individuals up to the release date in respect of an award and/or the normal vesting date in respect of a Deferred Share Award, if the Committee determines the circumstances to be appropriate.

Circumstances that may trigger malus or clawback are:

- discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any Group Company for a period that was wholly or partly before the end of the period over which the performance condition applicable to an award was assessed; and/or
- the discovery that the assessment of any performance condition or condition in respect of an award was based on error, or inaccurate or misleading information; and/or
- the discovery that any information used to determine the number of Deferred Shares (and/or dividend equivalent Shares) subject to an award or Shares subject to a Deferred Share Award was based on error, or inaccurate or misleading information; and/or
- action or conduct of a participant occurs or is discovered which, in the reasonable opinion of the Committee, amounts to fraud or gross misconduct; and/or
- events or behaviour of a participant have led to the censure of a Group Company by a regulatory authority or have had a significant detrimental impact on the reputation of any Group Company provided that the Committee is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them; and/or
- a material failure of risk management of the Company, a Group Company or a business unit of the Group occurs or is discovered provided that the Committee is satisfied that the relevant participant was responsible; and/or
- the Company or any Group Company or business of the Group becomes insolvent or otherwise suffers a corporate failure so that the value of Shares is materially reduced, provided that the Committee determines following an appropriate review of accountability that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

Clawback may be effected by requiring transfer of Shares, cash payment or reduction of awards.

Post-vesting and post-cessation holding requirements

Deferred Shares may be subject to a holding period, determined by the Committee, during which they may not be assigned or disposed of.

Where Deferred Shares are subject to a holding requirement, the Deferred Shares will be delivered (net of any tax liability) to such nominee, or other holding arrangement, as the Committee may determine.

Corporate events

On a takeover or reconstruction, Deferred Share Awards will vest early. The extent to which the awards will vest is determined by the Committee, taking into account the proportion of the period between the grant date and the normal vesting date, unless the Committee determines otherwise. Alternatively, participants may be allowed or required to exchange their Deferred Share Awards for awards over shares in the acquiring company.

Dividend equivalents, exercise of Options and share rights

The Committee may decide that a Deferred Share Award will include the right to a payment in cash or Shares on vesting, equivalent to dividends that would have been paid on the vested Shares subject to the Deferred Share Award between grant and vesting.

Once vested, Options granted under the Plan may normally be exercised up to the tenth anniversary of their grant. Shares allotted under the Plan rank equally with other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

On a variation in the Company's share capital, a special dividend or any event that would materially affect the market price of the Shares subject to a Deferred Share Award, the Committee may adjust awards and/or the Plan rules and/or take any other such actions as the Committee may think appropriate.

Alterations

The Committee may amend the rules of the Plan as it considers appropriate. The prior approval of the shareholders of the Company at a general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to Shares or cash under the Plan and the adjustments that may be made in the event of any variation to the share capital of the Company, except for any minor amendment to benefit the administration of the Plan, to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company or Group companies. Any amendments may not materially adversely affect the rights of Awards or Deferred Share Awards except: (a) to take account of legal or regulatory requirements, (b) where the participant has been notified of any such amendment and the majority of participants have approved the amendment, or (c) in any event where there is an inconsistency between the Directors' Remuneration Policy and the terms of the Rules, such that the terms of the Directors' Remuneration Policy will apply.

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