

# A.G. BARR p.l.c. 2023 Annual General Meeting

# FORM OF DIRECTION

Notification of Availability  
A.G. Barr p.l.c.

25 April 2023

Dear Shareholder  
This is a notification to inform you that A.G. Barr's Annual Report 2023 and Notice of Annual General Meeting 2023 are available to view or download on the Company's corporate website at [www.agbarr.co.uk](http://www.agbarr.co.uk).

The 2023 Annual General Meeting of A.G. BARR p.l.c. (the "**Company**") will be held at the offices of Ernst and Young LLP, G1 Building, 5 George Square, Glasgow G2 1DY at 12.00 p.m. on Friday 26 May 2023 (the "**Annual General Meeting**").

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## FORM OF DIRECTION

## A.G. BARR p.l.c. 2023 Annual General Meeting

Voting ID: \_\_\_\_\_ Task ID: \_\_\_\_\_ Participant Reference Number: \_\_\_\_\_  
**PLEASE READ THE NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM**  
**If you wish, you can submit your proxy form electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the numbers above.**  
**You may, if you prefer, return this card in a sealed envelope to FREEPOST RTHJ-C-LLL-KBKU, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU. Please allow one week before the deadline to ensure your form arrives in time.**  
**To be valid, your instructions or signed and dated Form of Direction must be received no later than 12.00 p.m. on Tuesday 23 May 2023 at the offices of the Plan Administrator at the address stated on this card.**

To: Equiniti Share Plan Trustees Limited (the "**Trustee**") as trustee of the A.G. BARR p.l.c. All-Employee Share Ownership Plan (the "**Plan**").

In respect of the Company's shares held by you on my behalf under the Plan, I request you to vote on my behalf at the Annual General Meeting, and any adjournment thereof, in the manner indicated below (see Note 2):


	For	Against	Withheld*
1. To receive and approve the audited accounts of the group and the Company for the year ended 29 January 2023 together with the directors' and auditor's reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and approve the annual statement by the chair of the remuneration committee and the directors' remuneration report for the year ended 29 January 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend of 10.60 pence per ordinary share of 4 1/6 pence for the year ended 29 January 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Mark Allen OBE as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Roger Alexander White as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Stuart Lorimer as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr Jonathan David Kemp as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Ms Susan Verity Barratt as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Ms Zoe Louise Howorth as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr David James Ritchie as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mr Nicholas Barry Edward Wharton as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect Ms Julie Anne Barr as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint Deloitte LLP as auditor of the Company and to authorise the audit and risk committee to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the directors to allot shares in the Company subject to the restrictions set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To adopt the Company's draft new Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise the disapplication of pre-emption rights subject to the limits set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise the Company to purchase its own shares up to the specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* See Note 3

	Date
	Signature

**Notes**

1. Please note that the A.G. BARR p.l.c. All-Employee Share Ownership Plan is administered by Equiniti Limited. Should you have any queries, please contact the A.G. Barr Employee Schemes Helpline on +44 (0)371 384 2446. Lines are open 8.30 a.m. to 5.30 p.m. (UK Time) Monday to Friday, excluding public holidays in England & Wales.
2. Please indicate how you wish your vote to be cast by marking the appropriate box with an "X". The Trustee will abstain from voting on any particular resolution if no instruction is given in respect of that resolution and will exercise their discretion as to how they vote in relation to any other business which may come before the meeting.
3. The vote 'Withheld' option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of votes 'For' or 'Against' a resolution.
4. Forms of Direction must be signed and returned to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 8LU so as to be received no later than 12.00 p.m. on Tuesday 23 May 2023.
5. This Form of Direction is not to be regarded as an invitation to attend in person, or vote at, the Annual General Meeting.

Cut along dotted line to detach 



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