

# A.G. BARR p.l.c. Form of Direction

Annual general meeting of A.G. BARR p.l.c. (the 'Company') to be held at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ at 9.30 a.m. on Monday, 23 May 2011 (the 'Annual General Meeting').

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):

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld*</b>
1. To receive and approve the audited accounts of the group and the Company for the year ended 29 January 2011 together with the directors' and auditors' reports thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and approve the directors' remuneration report for the year ended 29 January 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 18.66p per ordinary share for the year ended 29 January 2011.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr Ronald George Hanna as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr Roger Alexander White as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr Alexander Brian Cooper Short as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr Jonathan David Kemp as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr Andrew Lewis Memmott as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr William Robin Graham Barr as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Mr Jonathan Warburton as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr Martin Andrew Griffiths as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint KPMG Audit plc as auditors of the Company and to authorise the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. 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"/>
14. 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"/>
15. To authorise the Company to purchase its own shares up to a specified amount.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* See Note 3

**Notes**

1. Please note that the A.G. BARR p.l.c. All-Employee Share Ownership Plan is administered by Equiniti Limited. All enquiries should be directed to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR.
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 the Trustee, care of Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR so as to be received no later than 9.30 a.m. on 20 May 2011.
5. This Form of Direction is not to be regarded as an invitation to attend in person, or vote at, the Annual General Meeting.

<b>Signature</b>	<b>Date</b>
<b>Print Name</b>	
<b>Address</b>	

To be valid, the Form of Direction must be lodged with Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR by 9.30 a.m. on Friday, 20 May 2011.