

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposal referred to in this document or as to the action you should take, you should seek your own personal financial advice from 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, if you are not resident in the United Kingdom, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in A.G.BARR p.l.c. (the "**Company**"), please pass this document, but not the accompanying proxy form, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares. If you have sold or otherwise transferred only part of your holding of shares in the Company, please consult the stockbroker, bank or other person who arranged the sale or transfer as to the action you should take.

A.G.BARR p.l.c.

(incorporated and registered in Scotland under number SC005653)

NOTICE OF GENERAL MEETING

in connection with the subdivision of the Company's ordinary share capital

Notice of a General Meeting of the Company to be held at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF on 18 September 2009 at 10 a.m. is set out in Part III of this document.

A proxy form for use in connection with the General Meeting is enclosed. Whether or not you propose to attend the General Meeting, please complete and submit the proxy form in accordance with the instructions printed on it.

The proxy form must be received by the Company's registrars, Equiniti Limited, by 10 a.m. on 16 September 2009.

Expected timetable of events

Latest date and time for receipt of proxies in connection with the General Meeting	16 September 2009 at 10 a.m.
General Meeting	18 September 2009 at 10 a.m.
Share Subdivision becomes effective	21 September 2009

PART I

A.G.BARR p.l.c.

(incorporated and registered in Scotland under number SC005653)

Registered Office:

Westfield House
4 Mollins Road
Cumbernauld
G68 9HD

26 August 2009

To the holders of ordinary shares

Notice of a General Meeting

Proposal to subdivide the Company's ordinary share capital

Dear Shareholder,

I am writing to you with details of a general meeting (the "**General Meeting**") which the Company is holding at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF on 18 September 2009 at 10 a.m. The formal notice of General Meeting is set out in Part III of this document (pages 5 to 7).

There is only one resolution which will be considered at the General Meeting. The resolution concerns the proposal by the board of directors of the Company (the "**Board**") that the Company's ordinary share capital is subdivided (the "**Share Subdivision**").

The Company currently has an authorised share capital of £6,000,000 comprising 24,000,000 ordinary shares of 25 pence nominal value each (each an "**Existing Ordinary Share**" and together the "**Existing Ordinary Shares**"). As at 24 August 2009 (being the latest practicable date prior to the publication of this document), 19,461,463 Existing Ordinary Shares were in issue.

The Existing Ordinary Shares have been trading at an average market price of 1259 pence per Existing Ordinary Share since the start of 2009. The Board proposes to reduce the market price per Existing Ordinary Share by means of the Share Subdivision.

It is proposed that each of the Company's Existing Ordinary Shares should be subdivided into two ordinary shares of 12.5 pence nominal value each (each a "**New Ordinary Share**" and together the "**New Ordinary Shares**").

The Share Subdivision will double the number of ordinary shares in issue and, the Board believes, may improve the liquidity and marketability of the ordinary shares. The Board also believes that the Share Subdivision may enable the Company to attract more private investors and broaden its shareholder base. Accordingly, the Board believes that the Share Subdivision is in the best interests of the existing shareholders of the Company as a whole.

Save for the costs to be incurred by the Company in implementing the Share Subdivision (which the Board believes are insignificant), the Share Subdivision will not alter the underlying assets, business operation, management or financial position of the Company or the proportional interest of each shareholder in the Company. The Board considers that the Share Subdivision will not have any adverse effect on the financial position of the Company nor the total value of your shareholding in the Company (subject to normal market movements).

The Share Subdivision will result in there being 38,922,926 New Ordinary Shares assuming the number of Existing Ordinary Shares in issue does not increase from the number in issue on 24 August 2009 (being the latest practicable date prior to the publication of this document).

In order to become effective, the Share Subdivision must be approved by the shareholders of the Company at the General Meeting. A resolution seeking shareholder approval for the Share Subdivision is contained in the formal Notice of General Meeting which is set out in Part III (pages 5 to 7) of this document.

Subject to the passing of the resolution at the General Meeting, the Official List of the UK Listing Authority (the "UKLA") will be amended to reflect the subdivision of the Existing Ordinary Shares with effect from 21 September 2009.

The resolution will be proposed as an ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Some frequently asked questions in relation to the Share Subdivision are set out in Part II of this document (pages 3 and 4).

The General Meeting

If you would like to vote on the resolution to be considered at the General Meeting but cannot attend the meeting then you can appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting by completing the proxy form sent to you with this document and returning it to our registrars, by post, to the relevant address stated on the form.

All proxy forms must be received by 10 a.m. on 16 September 2009. Shareholders holding uncertificated shares may appoint a proxy through the CREST system in accordance with the instructions in Note 5 of the Notice of General Meeting in Part III of this document.

Recommendation

The Board considers that the resolution is in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of it and unanimously recommends that you do so as well.

Yours sincerely
R.G. Hanna
Chairman

PART II

Frequently asked questions in relation to the Share Subdivision

How many ordinary shares will I hold after the Share Subdivision?

Following the passing of the resolution at the General Meeting, you will hold two New Ordinary Shares for every Existing Ordinary Share you currently hold. Therefore you will hold twice the number of New Ordinary Shares as you do Existing Ordinary Shares but the nominal value of your total shareholding and your percentage interest in the Company's share capital will not change.

What effect does the Share Subdivision have on the value of my investment in the Company?

It is expected that the market price of each New Ordinary Share will be approximately half the market price of an Existing Ordinary Share immediately before the Share Subdivision. Subject to normal market movements and the costs incurred by the Company in relation to the Share Subdivision (which the Board believes are insignificant), the total value of your shareholding in the Company immediately following the Share Subdivision should remain the same. However, you should remember that variations in the share price cannot be predicted and are outwith the control of the Company.

Will the Share Subdivision affect my rights as a shareholder of the Company?

No. As a shareholder of the Company, your rights are set out in the articles of association of the Company and as no changes are being made to either the current articles of association or those articles of association being adopted with effect from 1 October 2009, your rights will not change as a result of the Share Subdivision.

What other steps does the Company have to take to allow the New Ordinary Shares to be traded?

The Company is required to inform the UKLA and London Stock Exchange plc of the Share Subdivision. Subject to the passing of the resolution at the General Meeting, the UKLA has confirmed that the Official List of the UKLA will be amended to reflect the subdivision of the Existing Ordinary Shares with effect from 21 September 2009. The New Ordinary Shares will have the ISIN code GB00B44GZQ21.

How will I receive my New Ordinary Shares?

If you hold your Existing Ordinary Shares in certificated form (i.e. you have (a) share certificate(s) in respect of your Existing Ordinary Shares), you will receive a new share certificate which records the number of New Ordinary Shares you hold. On receipt of your new share certificate, you should destroy your old share certificate(s).

If you hold your Existing Ordinary Shares in uncertificated form (i.e. through CREST), your CREST account will be credited with the New Ordinary Shares on 21 September 2009 (being the day on which the Official List of the UKLA is amended).

Does the Subdivision have an affect on the Company's various share schemes and the share saving scheme?

Following the Share Subdivision, current and future awards under the Company's various employee share schemes and the share saving schemes (together the "**Share Schemes**") will be in New Ordinary Shares rather than Existing Ordinary Shares.

Although no amendments are required to any of the Share Schemes, the Company will be required to modify the exercise price of any options granted, and the number of Existing Ordinary Shares to be awarded, under the Share Schemes. Certain administrative changes will also be required in respect of each of the Share Schemes to allow for New Ordinary Shares to be issued or transferred (as appropriate) instead of Existing Ordinary Shares.

As some of the Share Schemes are schemes which have been 'approved' by HM Revenue & Customs ("**HMRC**"), the Company has informed HMRC of the Share Subdivision and HMRC has confirmed that the Share Subdivision will not affect the 'approved' status of the relevant Share Schemes.

With effect from 21 September 2009, the anticipated date the Share Subdivision becomes effective, all awards under any of the Share Schemes will be satisfied in New Ordinary Shares. The Company or the Company's registrars will write to those individuals who are affected by this change to the operation of the Shares Schemes and set out the consequences of the Share Subdivision to their entitlements under the relevant Share Scheme(s).

If any shareholder has any further questions in relation to the Share Subdivision, you should contact the Company Secretarial Department using the following email address: companysecretarialdepartment@agbarr.co.uk.

PART III

A.G.BARR p.l.c.**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of A.G.BARR p.l.c. (the "**Company**") will be held at the offices of Dickson Minto W.S., 16 Charlotte Square, Edinburgh EH2 4DF on 18 September 2009 at 10 a.m. to consider and, if thought fit, to pass the resolution set out below. The resolution will be proposed as an ordinary resolution.

THAT each ordinary share of 25 pence each in the capital of A.G.BARR p.l.c. (the "**Company**") whether in issue or authorised but unissued as at the date of the passing of this resolution be and hereby is subdivided into two ordinary shares of 12.5 pence each, having the rights and being subject to the restrictions (save in relation to any provision concerning nominal value) set out in the articles of association of the Company from time to time in force.

By order of the Board
Julie A. Barr
Company Secretary
26 August 2009

Registered Office:
Westfield House,
4 Mollins Road
Cumbernauld
G68 9HD
(Registered in Scotland No. SC005653)

Notes**1. Attending the General Meeting in person**

If you wish to attend the General Meeting in person, you should arrive at the venue for the General Meeting 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 registrars prior to being admitted to the General Meeting.

2. Appointment of a proxy

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the General Meeting. Nominated Persons (as described in Note 6) cannot appoint a proxy. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.

If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the General Meeting) and give your instructions directly to them.

A shareholder may instruct their proxy to abstain from voting on the resolution by marking the "Vote withheld" option 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 return of a completed proxy form or any CREST Proxy Instruction (as described in Note 5) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.

3. 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 appointment submitted by the senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders stand in the Company's Register of Members in respect of the joint holding (the first-named being the most senior).

4. Appointment of a proxy using the proxy form

A proxy form which may be used to appoint and give instructions to your proxy accompanies this notice of General Meeting. If you do not have a proxy form and believe that you should have one, or if you require additional forms or would like to appoint more than one proxy, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR (telephone number: 0871 384 2447).

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 no later than 48 hours before the time of the General Meeting or any adjournment of that meeting by Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR.

5. Appointment of a proxy using CREST

CREST members who wish to appoint a proxy (or proxies) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual or by logging on to the following website: www.euroclear.com/CREST. 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 & Ireland 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 Company's agent (ID RA19) no later than 48 hours before the time of the General Meeting 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee by other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland 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 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 connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, 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.

6. Nominated persons

Any person to whom this notice of the General Meeting 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 shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. 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 shareholder as to the exercise of voting rights.

7. Entitlement to attend and vote at the General Meeting and total voting rights

To be entitled to attend and vote at the General Meeting (and for the purpose of determining the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at 6 p.m. on 16 September 2009 (or, in the event of any adjournment of the General Meeting, at 6 p.m. on the date which is two days before the time of any adjournment of that meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, speak and vote at the meeting.

As at 24 August 2009 (being the latest practicable date prior to the publication of this notice of General Meeting), the Company's issued share capital consisted of 19,461,463 ordinary shares of 25 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 24 August 2009 were 19,461,463 votes.

8. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chairman of the General Meeting as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.

9. Information about the General Meeting available online

Information regarding the General Meeting, including the information required by section 311A of the 2006 Act, is available on the Company's website at www.aqbarr.co.uk.

10. Further questions and communications

Under section 319A of the 2006 Act the Company must cause to be answered any questions relating to the business being dealt with at the General Meeting which are put by a shareholder attending the General Meeting unless: (a) answering that question would interfere unduly with the preparation for the General Meeting; (b) answering that question would involve the disclosure of confidential information; (c) the answer to the question put is available on a website in the form of an answer to a question; or (d) it is undesirable in the interests of the Company or the good order of the General Meeting for that question to be answered.

Shareholders who have any queries about the General Meeting should contact the Company Secretarial Department by email on companysecretarialdepartment@aqbarr.co.uk.

Shareholders are advised that any telephone number, website or email address which may be set out in this notice of General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.