

# 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 Tuesday, 27 May 2014 (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):

Resolution	For	Against	Withheld*
1. To receive and approve the audited accounts of the group and the Company for the year ended 26 January 2014 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 for the year ended 26 January 2014.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To receive and approve the annual statement by the chairman of the remuneration committee and the directors' remuneration report for the year ended 26 January 2014.	<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 Martin Andrew Griffiths as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr John Ross Nicolson as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To elect Ms Pamela Powell as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To appoint KPMG LLP as auditor of the Company and to authorise the directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To adopt the Company's draft new Share Savings Scheme subject to the conditions set out in the resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To adopt the Company's draft new Long Term Incentive Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. 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"/>
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 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 6DA.
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 6DA so as to be received no later than 5.00pm on Thursday, 22 May 2014.
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 6DA by 5.00pm on Thursday, 22 May 2014.