

A.G. BARR p.l.c. (the “Company”)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Membership

- 1.1.** Members of the Nomination Committee (the “**Committee**”) shall be appointed by the board of directors of the Company (the “**Board**”). The Board shall appoint the Committee chairman who should be either the chairman of the Board or an independent non-executive director.
- 1.2.** The Committee shall comprise a chairman and at least two other members. A majority of members of the Committee should be independent non-executive directors.
- 1.3.** Appointments to the Committee shall be for a period of up to three years, which may be extended by additional three-year periods.
- 1.4.** The Company secretary or their nominee shall be the secretary to the Committee.

2. Meetings

- 2.1.** The Committee shall meet at least once a year and otherwise as required.
- 2.2.** No one other than members of the Committee is entitled to attend meetings of the Committee. Other individuals may be invited to attend meetings as and when appropriate.
- 2.3.** Meetings of the Committee may be called by the Secretary of the Committee at the request of any of its members.
- 2.4.** Unless otherwise agreed, notice of each meeting confirming the date, venue and time, together with an agenda of items and supporting papers, shall be provided to Committee members, and to other attendees as appropriate, at least three working days before the meeting.
- 2.5.** The quorum necessary for the transaction of business shall be two members, both of whom must be independent non-executive directors. In the absence of the Committee chairman, the remaining members shall elect one of themselves to chair the meeting. The chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.6.** Members may participate in a meeting by means of a conference telephone, video conferencing facility or other appropriate communicating equipment.

2.7. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee and shall keep appropriate records. Minutes of Committee meetings shall be circulated, once agreed with the Committee chairman, to all members of the Committee. Provided there is no conflict of interest, any other director may obtain copies of the minutes upon request to the Secretary.

3. Annual General Meeting

3.1. The chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

4. Duties

4.1. The Committee shall:

4.1.1. Regularly review the structure, size and composition of the Board and the length of service of the Board as a whole, ensure the Board has a combination of skills, experience and knowledge, and make recommendations to the Board with regard to any changes;

4.1.2. Ensure that plans are in place for orderly succession to both the Board and the Management Committee (including the Company Secretary) and oversee the development of a diverse pipeline for succession;

4.1.3. Have a prime role in appointing and removing executive directors;

4.1.4. Prepare a description of the role and capabilities required for a particular appointment;

4.1.5. Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise, ensuring that the procedures followed are formal, rigorous and transparent and having evaluated the balance of skills, knowledge, experience and diversity on the Board;

4.1.6. When recommending new appointments to the Board, take into account other demands on directors' time, with the aim of ensuring they have sufficient time to meet their Board responsibilities;

4.1.7. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

4.1.8. Review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive director is spending enough time to fulfil their duties;

4.1.9. Ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment which clearly sets out the expected time commitment;

4.1.10. Ensure that both appointments and succession plans for the Board and Management Committee (including the Company Secretary) are based on merit and objective criteria and promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths; and

4.1.11. Review annually the Company's diversity policy for the Board and Management Committee and recommend any changes to the Board.

4.2. The Committee shall also make recommendations to the Board concerning:

4.2.1. Plans for succession for both executive and non-executive directors;

4.2.2. Suitable candidates for the role of senior independent director;

4.2.3. Membership of the Audit and Remuneration Committees in consultation with the chairman of those Committees;

4.2.4. The re-appointment of any non-executive director at the conclusion of their specified term of office;

4.2.5. Any matters relating to the continuation in office of any director at any time; and

4.2.6. The appointment of any existing director to other office.

4.3. Reporting responsibilities

4.3.1. The Committee chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

4.3.2. The Committee shall make whatever recommendations to the Board it deems appropriate in respect of any matter which it has identified as requiring action or improvement.

4.3.3. The Committee shall compile a report to shareholders on its activities to be included in the Company's Annual Report.

4.4. Other matters

4.4.1. The Committee shall:

- i. have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;

- ii. be provided with appropriate and timely training, including an induction programme for new members and training on an ongoing basis for all members;
- iii. give due consideration to applicable laws, regulations, rules and codes, including the UK Corporate Governance Code and the UK Listing Authority's Listing, Prospectus, Disclosure and Transparency Rules; and
- iv. at least once a year, review its own performance and terms of reference and recommend any necessary changes to the Board.

4.5. Authority

4.5.1. The Committee is authorised by the Board:

- i. to seek any information it requires from any employee of the Company in order to perform its duties; and
- ii. to obtain, at the Company's expense, outside legal or other professional advice reasonably required on any matter within its terms of reference.

Approved by the Nomination Committee and the Board of Directors of the Company both on 17 January 2019