
THE FOLLOWING INFORMATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any matter referred to in this document or as to the action you should take, you should seek your own personal financial advice from: (i) 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 (ii) another appropriately authorised independent financial adviser if you are not resident in the United Kingdom.

If you have sold or otherwise transferred all of your shares in A.G. BARR p.l.c., please pass this document, together with the accompanying documents (except the accompanying personalised form of proxy), as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



(incorporated and registered in Scotland under number SC005653)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the one hundred and sixteenth Annual General Meeting of A.G. Barr p.l.c. to be held at Westfield House, 4 Mollins Road, Cumbernauld G68 9HD on Thursday 25 June 2020 at 9.30 a.m. is set out on pages 5 and 6 of this document.

In light of Government restrictions in response to the Coronavirus (COVID-19) outbreak in the United Kingdom, shareholders will not be allowed entry to the Annual General Meeting and we are encouraging shareholders to vote in advance using their proxy form. Further details of how to do this are on pages 7 and 8. We are closely monitoring the ongoing impact of the Coronavirus (COVID-19) outbreak. If it is necessary to provide you with further information about the Annual General Meeting, or to notify you about any alternative arrangements, we will do so on our website (www.agbarr.co.uk), by announcement on a Regulatory Information Service and, where appropriate, by individual communication with shareholders.

A.G. BARR p.l.c. SOFT DRINKS

Westfield House
4 Mollins Road
Cumbernauld
G68 9HD
Tel: 0330 390 3900

Dear Shareholder

Notice of Annual General Meeting

The Annual General Meeting (the "AGM") of A.G. Barr p.l.c. (the "Company") will be held at Westfield House, 4 Mollins Road, Cumbernauld G68 9HD on **Thursday 25 June 2020 at 9.30 a.m.**

Coronavirus (COVID-19)

In response to the Coronavirus outbreak, the Scottish Government has introduced new laws to prevent individuals engaging in non-essential travel and attending public gatherings of more than two people, save where essential for work purposes. These new laws mean that this year's AGM cannot be held in its usual format.

Having taken legal advice, the board of directors (the "Board") has concluded that, in these exceptional circumstances and to ensure shareholders comply with legal requirements currently in place, they should not be permitted to attend this year's AGM. Shareholders are being requested to have regard to their own safety and that of others and not travel to the AGM.

While these restrictions mean that the Company cannot hold the AGM in its usual format, we are still legally required to hold our AGM and we intend to do so using the essential work purposes exemption. This requires shareholder attendance at the AGM to be limited to only the minimum two shareholders required to form a quorum under our Articles of Association. We will meet the quorum requirements by the attendance of a Director and the Company Secretary.

We continue to monitor closely the ongoing impact of the Coronavirus outbreak. If it is necessary to provide you with further information about the AGM, or to notify you about any alternative arrangements, we will do so on our website (www.agbarr.co.uk), by announcement on a Regulatory Information Service and, where appropriate, by individual communication with shareholders.

Although shareholders will not be able to attend the AGM in person, they will still be able to ensure their votes are counted by submitting their proxies in advance, either online or by post. Shareholders will also be able to submit questions in advance of the AGM. Details of how to vote and submit questions in advance of the AGM can be found on pages 7 and 8.

In order that proxy votes are fully reflected in the voting on the resolutions, voting on all resolutions set out in the Notice of AGM will take place by way of a poll. Every vote cast by way of proxy will be reflected in the poll. The results of the poll will be announced by Regulatory Information Service and posted on the Company's website as soon as practicable following the AGM.

Resolutions

The following paragraphs provide an explanation of the resolutions to be considered at the AGM. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 and 16 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Receive and approve the reports and accounts

Shareholders are being asked to receive and approve the audited accounts of the group and the Company (as audited by Deloitte LLP) for the year ended 25 January 2020 together with the associated reports of the directors and auditor (the "2020 Annual Report and Accounts").

Resolutions 2 and 3 – Directors' remuneration

The directors' remuneration report is divided into three parts: the annual statement by the chairman of the remuneration committee, the directors' remuneration policy and the directors' remuneration report.

- The annual statement by the chairman of the remuneration committee (which is set out on pages 66 to 69 of the 2020 Annual Report and Accounts) provides a summary of the directors' remuneration policy and the directors' remuneration report.
- The directors' remuneration policy (which is set out on pages 70 to 81 of the 2020 Annual Report and Accounts) sets out the Company's future policy on directors' remuneration.
- The directors' remuneration report (which is set out on pages 81 to 95 of the 2020 Annual Report and Accounts) gives details of the payments and share awards made to the directors in connection with their and the Company's performance during the year ended 25 January 2020. It also details how the Company's policy on directors' remuneration will be operated in the coming year.

Resolution 2 invites shareholders to approve the directors' remuneration policy. This is a binding policy and, after it takes effect, the directors will not be entitled to remuneration unless such remuneration is consistent with the approved policy or shareholders otherwise approve the remuneration. If Resolution 2 is approved, the policy will take effect from the conclusion of the AGM. Shareholders will be given a binding vote on the directors' remuneration policy at least every three years.

Resolution 3 invites shareholders to approve the annual statement by the chairman of the remuneration committee and the directors' remuneration report (other than the directors' remuneration policy) for the year ended 25 January 2020. Resolution 3 is an advisory vote and will not affect the way in which the Company's remuneration policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the directors' remuneration policy in relation to the payments and share awards made to directors during the year under review.

Resolutions 4 to 12 inclusive – Re-election of directors

The Board complies with the provisions of the UK Corporate Governance Code whereby all directors are subject to annual re-election. Accordingly, all directors of the Company are retiring and offering themselves for re-election.

Biographical details of the directors are set out on pages 48 to 49 of the 2020 Annual Report and Accounts. The Board has confirmed that, following formal performance evaluation, all of the directors continue to perform effectively and demonstrate commitment to their roles. The Board therefore unanimously recommends the proposed re-election of the directors.

Resolution 13 – Re-appointment of auditor

The Company is required to appoint an auditor at each general meeting at which accounts are presented to shareholders and Deloitte LLP have indicated their willingness to continue in office. Accordingly, shareholders are being asked to approve the re-appointment of Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the audit and risk committee of the Board to fix their remuneration.

Resolution 14 – Authority to allot shares

The directors may not allot shares in the Company unless authorised to do so by shareholders in general meeting. Sub-paragraph (a) of Resolution 14, if passed, will authorise the directors to allot shares having an aggregate nominal value of up to £1,555,956.54, representing approximately one third of the Company's issued share capital as at 19 May 2020 (being the latest practicable date prior to the publication of this document). The directors have no present intention to exercise this authority.

In line with guidance issued by the Investment Association, sub-paragraph (b) of Resolution 14, if passed, will authorise the directors to allot additional shares in connection with a rights issue having an aggregate nominal value of up to £1,555,956.54, representing approximately one third of the Company's issued share capital as at 19 May 2020 (being the latest practicable date prior to the publication of this document). The directors have no present intention to exercise the authority sought under sub-paragraph (b) of Resolution 14. However, if such authority is obtained, it will give the Company greater flexibility to allot additional shares for the purpose of a pre-emptive rights issue. This authority will be used when the directors consider it to be in the best interests of shareholders.

The authorities sought under Resolution 14 will expire on the earlier of 31 July 2021 (being the latest date by which the Company must hold its annual general meeting in 2021) and the conclusion of the annual general meeting of the Company held in 2021.

Resolution 15 – Disapplication of statutory pre-emption rights

If the directors wish to allot new shares for cash, the Companies Act 2006 states that the shares must be offered first to existing shareholders in proportion to their existing shareholdings. For legal, regulatory and practical reasons, it might not be possible or desirable for shares allotted by means of a pre-emptive offer to be offered to certain shareholders, particularly those resident overseas. Furthermore, it might, in some circumstances, be in the Company's interests for the directors to be able to allot some shares for cash without having to offer them first to existing shareholders. To enable this to be done, shareholders' statutory pre-emption rights must be disapplied. Accordingly, Resolution 15, if passed, will empower the directors to allot a limited number of new equity securities without shareholders' statutory pre-emption rights applying to such allotment. The authority conferred by Resolution 15 would also cover the sale of treasury shares for cash.

Sub-paragraph (a) of Resolution 15 will, if passed, confer authority on the directors to make any arrangements which may be necessary to deal with any legal, regulatory or practical problems arising on a rights issue, an open offer or any other pre-emptive offer in favour of ordinary shareholders, for example, by excluding certain overseas shareholders from such issue or offer.

Sub-paragraph (b) of Resolution 15 will, if passed, disapply shareholders' statutory pre-emption rights by empowering the directors to allot equity securities for cash on a non pre-emptive basis but only new equity securities having a maximum aggregate nominal value of £233,393.48, representing approximately 5% of the Company's issued share capital as at 19 May 2020 (being the latest practicable date prior to the publication of this document).

The authority sought under Resolution 15 will expire on the earlier of 31 July 2021 (being the latest date by which the Company must hold an annual general meeting in 2021) and the conclusion of the annual general meeting of the Company held in 2021.

Resolution 16 – Purchase of own shares

The Companies Act 2006 permits a company to purchase its own shares provided the purchase has been authorised by shareholders in general meeting.

Resolution 16, if passed, will give the Company the authority to purchase any of its own issued ordinary shares at a price of not less than an amount equal to the nominal value of an ordinary share and not more than the higher of: (i) 5% above the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five dealing days before any purchase is made; and (ii) the higher of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

The authority will enable the purchase of up to a maximum of 11,202,887 ordinary shares, representing approximately 10% of the Company's issued ordinary share capital as at the date of the AGM, and will expire on the earlier of 31 July 2021 (being the latest date by which the Company must hold an annual general meeting in 2021) and the conclusion of the annual general meeting of the Company held in 2021.

The Company completed the £30 million share repurchase programme announced on 28 March 2017 during the financial year ended 25 January 2020.

The directors will only exercise this buy back authority after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall position of the Company. Purchases would be financed out of distributable profits and shares purchased would either be cancelled (and the number of shares in issue reduced accordingly) or held as treasury shares.

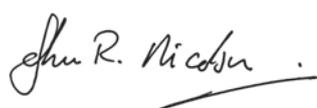
The Company operates two share option schemes under which awards may be satisfied by the allotment or transfer of ordinary shares to a scheme participant. However, in practice, the Company has always satisfied awards to participants by the transfer of ordinary shares from the trustee of each of the schemes.

As at 19 May 2020 (being the latest practicable date prior to the publication of this document), options had been granted over 1,095,993 ordinary shares (the "Option Shares") representing approximately 0.98% of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares (as described in Resolution 16) were exercised in full, the Option Shares would have represented approximately 1.09% of the Company's issued share capital as at 19 May 2020. As at 19 May 2020, the Company did not hold any treasury shares.

Recommendations

The Board considers that each of the resolutions to be put to the AGM is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of each of the resolutions to be put to the AGM, as the directors intend to do in respect of their own shareholdings in the Company.

Yours sincerely



John R. Nicolson
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the one hundred and sixteenth annual general meeting of A.G. BARR p.l.c. (the "Company") will be held at Westfield House, 4 Mollins Road, Cumbernauld G68 9HD on **Thursday 25 June 2020 at 9.30 a.m.** to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions and Resolutions 15 and 16 will be proposed as special resolutions. Voting on each of the resolutions will be conducted by way of a poll.

1. To receive and approve the audited accounts of the group and the Company for the year ended 25 January 2020 together with the directors' and auditor's reports thereon.
2. To approve the directors' remuneration policy set out on pages 70 to 81 of the Company's annual report and accounts for the year ended 25 January 2020.
3. To receive and approve the annual statement by the chairman of the remuneration committee and the directors' remuneration report as set out on pages 66 to 69 and pages 81 to 95 respectively of the Company's annual report and accounts for the year ended 25 January 2020.
4. To re-elect Mr John Ross Nicolson as a director of the Company.
5. To re-elect Mr Roger Alexander White as a director of the Company.
6. To re-elect Mr Stuart Lorimer as a director of the Company.
7. To re-elect Mr Jonathan David Kemp as a director of the Company.
8. To re-elect Mr William Robin Graham Barr as a director of the Company.
9. To re-elect Ms Susan Verity Barratt as a director of the Company.
10. To re-elect Ms Pamela Powell as a director of the Company.
11. To re-elect Mr David James Ritchie as a director of the Company.
12. To re-elect Mr Nicholas Barry Edward Wharton as a director of the Company.
13. To re-appoint Deloitte LLP as the Company's auditor, to hold office until the conclusion of the next general meeting at which accounts are laid, and to authorise the audit and risk committee of the board of directors of the Company to fix their remuneration.
14. THAT the board of directors of the Company (the "**Board**") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £1,555,956.54; and
 - (b) up to a further aggregate nominal amount of £1,555,956.54 provided that: (i) they are equity securities (within the meaning of section 560 of the 2006 Act); and (ii) they are offered by way of a rights issue in favour of the holders of shares (excluding the Company in its capacity as a holder of treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of shares held by them on that date subject to such exclusions or other arrangements as the Board deem necessary or expedient to deal with: (i) equity securities representing fractional entitlements; (ii) treasury shares; and/or (iii) legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever,

provided that this authority shall expire on the earlier of 31 July 2021 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
15. THAT, subject to the passing of resolution 14 set out in the notice of the annual general meeting of the Company convened for 25 June 2020 ("**Resolution 14**"), the board of directors of the Company (the "**Board**") be and it is hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the "**2006 Act**"), to allot equity securities (within the meaning of section 560 of the 2006 Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 4 1/6 pence each in the capital of the Company ("**Ordinary Shares**")), wholly for cash either pursuant to the authority conferred on them by Resolution 14 or by way of a sale of treasury shares (within the meaning of section 560(3) of the 2006 Act) as if section 561(1) of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities, for cash, in connection with a rights issue, open offer or other pre-emptive offer in favour of holders of Ordinary Shares (excluding the Company in its capacity as a holder of treasury shares) on the register of members of the Company on a date fixed by the Board where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective numbers of Ordinary Shares held by them on that date subject to such exclusions or other arrangements in connection with the rights issue, open offer or other offer as the Board deem necessary or expedient to deal with:
- (i) equity securities representing fractional entitlements; (ii) treasury shares; and/or (iii) legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £233,393.48,

provided that this authority shall expire on the earlier of 31 July 2021 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of this authority and the Board may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

16. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "**2006 Act**") to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 4 1/6 pence each in the capital of the Company ("**Ordinary Shares**"), on such terms and in such manner that the directors think fit, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased shall be 11,202,887;
- (b) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the day on which the Ordinary Share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out;
- (c) the minimum price which may be paid for an Ordinary Share is an amount equal to its nominal value (in each case exclusive of associated expenses);
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 31 July 2021 and the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract to purchase Ordinary Shares may be made before such expiry which will or may be completed wholly or partly thereafter, and a purchase of Ordinary Shares may be made in pursuance of any such contract; and
- (e) an Ordinary Share so purchased shall be cancelled or, if the directors so determine and subject to the provisions of applicable laws or regulations of the Financial Conduct Authority, held as a treasury share.

By order of the Board



Julie A. Barr
Company Secretary
21 May 2020

Registered Office
A.G. BARR p.l.c.
Westfield House
4 Mollins Road
Cumbernauld
G68 9HD

Registered in Scotland SC005653

Shareholders should also read the notes to this Notice of Annual General Meeting which are set out on pages 7 and 8 of this document. Those notes provide further information about shareholders' entitlement to vote at the Annual General Meeting.

NOTES

1. Appointment of a proxy

Members are encouraged to appoint the Chairman as his/her proxy to vote on his/her behalf. If members seek to appoint another individual as his/her proxy, such individual shall not be admitted to the Annual General Meeting (the "AGM") and therefore such members' votes will not be counted in the vote. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying proxy form.

Members can use multiple proxy forms to instruct the Chairman to vote in a different manner in respect of different shares. Members cannot use multiple proxy forms in respect of the same share(s). If a member wishes to use more than one proxy form they can photocopy the proxy form received or request additional proxy forms from Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA. A member may instruct their proxy to abstain from voting on a particular resolution to be considered at the AGM by marking the "Withheld" option in relation to that particular resolution 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.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint a proxy under the procedures set out in these notes and should read note 7 below.

2. Appointment of a proxy using a proxy form or electronically

A proxy form for use in connection with the AGM is enclosed. 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 by post or (during normal business hours only) by hand by the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA, or submitted electronically at www.sharevote.co.uk at least 48 hours before the time of the AGM or any adjournment of that meeting.

If you do not have a proxy form and believe that you should have one, or you require additional proxy forms, please contact the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA.

3. Appointment of a proxy through CREST

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to: www.euroclear.com. 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 Registrar (ID RA19) no later than 48 hours before the time of the AGM 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 Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee through 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/her 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 regard, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred 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.

4. 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 purported appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

5. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

6. Entitlement to vote

To be entitled to vote at the AGM (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.30 p.m. on 23 June 2020 (or, if the AGM is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting). Any changes to the Company's register of members after the relevant deadline will be disregarded in determining the rights of any person to vote at the AGM. As a result of Government restrictions in response to the Coronavirus outbreak attendance at the AGM will be restricted to the minimum number of shareholders (being a Director and the Company Secretary) necessary to form a quorum for the meeting.

7. Nominated persons

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

8. Website giving information regarding the AGM

Information regarding the AGM, including information required by section 311A of the 2006 Act, and a copy of this notice of AGM is available from www.agbarr.co.uk.

9. Audit concerns

Members should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on a website under section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

10. Voting rights

As at 19 May 2020 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consisted of 112,028,871 ordinary shares of 4 1/6 pence each, carrying one vote each. As at 19 May 2020, the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 19 May 2020 were 112,028,871 votes.

11. Shareholder questions

Shareholders have the right to ask questions related to the business of the meeting. Shareholders can submit questions related to the business of the meeting by email to agm2020@agbarr.co.uk. Answers to shareholder questions will be sent to individual shareholders as soon as practically possible after the AGM.

12. Voting at the AGM

Shareholders are able to vote in advance of the meeting using their proxy form enclosed. The proxy form covers all resolutions to be proposed at the AGM.

Shareholders are being encouraged to submit their votes as early as possible and by no later than 48 hours before the time of the AGM. Votes can be submitted either by returning the proxy form in the pre-paid envelope enclosed, or online by following the instructions set out on the proxy form.

Shareholders must vote in advance of the meeting as there is no functionality which allows them to vote during the meeting itself and are not permitted to attend in line with Government restrictions in response to the Coronavirus outbreak.

Voting on all resolutions at the AGM will be conducted by way of a poll. The results of the poll will be announced to the London Stock Exchange as soon as possible after the conclusion of the AGM and will be published on our website.

13. Further questions and communication

Members who have any general queries about the AGM should contact the Company Secretarial Department by email to: companysecretarialdepartment@agbarr.co.uk.

Members may not use any electronic address provided in this document or in any related documents (including the accompanying proxy form) to communicate with the Company for any purpose other than those expressly stated.