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If you have sold or otherwise transferred all of your shares in A.G. BARR p.l.c. (the “**Company**”), please pass this document, together with the accompanying documents, 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.

A.G. BARR p.l.c.

(incorporated and registered in Scotland with registered number SC005653)

NOTICE OF THE ONE HUNDRED AND SIXTH ANNUAL GENERAL MEETING

Notice of the one hundred and sixth annual general meeting of the Company, to be held at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ on Monday, 24 May 2010 at 9.30 a.m., is set out in Part IV (pages 11 to 16) of this document.

A proxy form for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, you are requested to complete and submit the proxy form in accordance with the instructions printed on it. In order to be valid the proxy form must be received by the Company’s registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR by 9.30 a.m. on Saturday, 22 May 2010.

PART I

A.G. BARR p.l.c.

(incorporated and registered in Scotland with registered number SC005653)

Registered Office:

Westfield House
4 Mollins Road
Cumbernauld
G68 9HD

22 April 2010

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our one hundred and sixth annual general meeting (the “**Annual General Meeting**” or “**AGM**”) which we are holding at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ on Monday, 24 May 2010 at 9.30 a.m. The formal notice of Annual General Meeting is set out in Part IV (pages 11 to 16) of this document.

If you would like to vote on the resolutions to be considered at the Annual 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 registrar, Equiniti Limited, by post at the address stated on the form. The registrar must receive it by 9.30 a.m. on Saturday, 22 May 2010 in order for it to be valid. Shareholders holding shares in CREST may appoint a proxy through the CREST system in accordance with the instructions set out in Note 4 to the notice of AGM in Part IV of this document.

Our Annual Report and Accounts for the year ended 30 January 2010 and a copy of this document have been published on the Company’s website at www.agbarr.co.uk in the “Investors” section. To access these documents you will need to have Adobe Acrobat Reader installed. If you elected to receive shareholder correspondence in hard copy form then you will have received a copy of the Annual Report and Accounts along with this document. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual Report and Accounts, you can do so by contacting our registrar, Equiniti Limited, by writing to them at Aspect House, Spencer Road, Lancing BN99 6ZR.

The following notes provide an explanation of the resolutions to be considered at the AGM.

Resolutions 1 to 7 and resolution 11 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 8 to 10 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.

Receive and approve reports and accounts (Resolution 1)

Shareholders are being asked to receive and approve the audited accounts of the Group and the Company (as audited by KPMG Audit plc (“**KPMG**”)) for the year ended 30 January 2010 together with the associated reports of the directors and auditors.

Directors’ Remuneration Report (Resolution 2)

Shareholders are being asked to approve the Directors’ Remuneration Report for the year ended 30 January 2010 which is set out on pages 47 to 52 of the Annual Report and Accounts.

Final dividend (Resolution 3)

Shareholders are being asked to approve a final dividend of 16.85p per ordinary share for the year ended 30 January 2010. If shareholders approve the recommended final dividend, it will be paid on 4 June 2010 to all shareholders on the Company’s register of members on 7 May 2010.

Re-election of directors (Resolutions 4 and 5)

The articles of association of the Company require that a director must retire from office no later than the third annual general meeting after the annual general meeting at which he was last elected or re-elected. I was last elected at the annual general meeting in 2007. I am therefore required to retire at the AGM and I offer myself for re-election.

Mr James S. Espey has been a non-executive director of the Company for eleven years. He will be retiring and offering himself for re-election in accordance with the Combined Code on Corporate Governance.

Biographical details of myself and Mr James S. Espey are set out on page 37 of the Annual Report and Accounts.

The board of directors of the Company (the “**Board**”) commends to shareholders the re-election of both directors, whom the Board regard as possessing the requisite skills and attributes to continue making significant contributions in their respective roles.

Re-appointment of auditors (Resolution 6)

The Company is required to appoint auditors at each general meeting at which accounts are presented to shareholders and KPMG have indicated their willingness to continue in office. Accordingly, shareholders are being asked to re-appoint KPMG as auditors 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 Committee of the Board to fix their remuneration.

Authority to allot shares (Resolution 7)

The directors may not allot new shares in the Company unless authorised to do so by shareholders in general meeting. Resolution 7, if passed, will authorise the directors to allot ordinary shares having an aggregate nominal value of up to £1,621,788.50, representing approximately one third of the Company’s issued ordinary share capital (being approximately one third of 38,922,926 ordinary shares) as at 21 April 2010 (being the latest practicable date prior to the publication of this document). The directors have no present intention to exercise the authority sought under this resolution.

The authority sought under Resolution 7 will expire on the earlier of 31 July 2011 (being the latest date by which the Company must hold its annual general meeting in 2011) and the conclusion of the annual general meeting of the Company held in 2011.

Disapplication of statutory pre-emption rights (Resolution 8)

If the directors wish to allot new shares for cash, the Companies Act 2006 states that the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. For legal, regulatory and practical reasons, however, it might not be possible or desirable for new 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 8, 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 8 would also cover the sale of treasury shares for cash.

Sub-paragraph (a) of Resolution 8 would 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 8 would 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 £243,268, representing approximately 5% of the Company's issued ordinary share capital (being approximately 5% of 38,922,926 ordinary shares) as at 21 April 2010 (being the latest practicable date prior to the publication of this document).

The authority sought under Resolution 8 will expire on the earlier of 31 July 2011 (being the latest date by which the Company must hold an annual general meeting in 2011) and the conclusion of the annual general meeting of the Company held in 2011.

Purchase of own shares (Resolution 9)

The Companies Act 2006 permits a company to purchase its own shares provided the purchase has been authorised by shareholders in general meeting. Resolution 9, if passed, would give the Company the authority to purchase any of its own issued ordinary shares at a price of not less than 12.5p per 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 and the highest current independent trade on the London Stock Exchange. The authority will enable the purchase of up to a maximum of 10% of the Company's issued ordinary share capital as at the date of the Annual General Meeting, and will expire on the earlier of 31 July 2011 (being the latest date by which the Company must hold an annual general meeting in 2011) and the conclusion of the annual general meeting of the Company held in 2011.

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 1 April 2010 (being the latest practicable date prior to the publication of this document), options had been granted over 596,166 ordinary shares (the “**Option Shares**”) representing approximately 1.53% of the Company’s issued ordinary share capital at that date. If the authority to purchase the Company’s ordinary shares were exercised in full, the Options Shares would represent approximately 1.70% of the Company’s issued ordinary share capital as at 1 April 2010. As at 1 April 2010, the Company did not hold any treasury shares.

Adoption of new articles of association (Resolution 10)

The law in relation to companies has undergone certain changes in the last year, principally due to the implementation of the Companies (Shareholders’ Rights) Regulations 2009 (the “**Regulations**”) in August. The Company updated its current articles of association (the “**Current Articles**”) in two stages last year to accommodate the changes required as a consequence of the staged implementation of the Companies Act 2006. Whilst the majority of the changes brought about as a result of the Regulations will apply automatically to the Company, it is best practice to reflect the new law in the Company’s articles of association. Accordingly, Resolution 10 is a special resolution relating to the adoption of new articles of association (the “**New Articles**”).

A summary of the material changes to be made to the Current Articles is set out in Part II (page 7) of this document. Changes which are of a minor, technical or clarifying nature have not been noted in Part II.

Adoption of a new share incentive plan (Resolution 11)

Resolution 11 deals with approval of the A.G. BARR p.l.c. Executive Share Option Scheme 2010 (the “**New ESOS**”). The Company’s current scheme (the Executive Share Option Scheme 2003) expires on 19 May 2013. To date, no options have been awarded under the Company’s current scheme.

There have been a number of regulatory changes in recent times which have caused the Remuneration Committee to review the remuneration strategy for executive directors and senior managers.

In carrying out its review, the Remuneration Committee has benchmarked the Company’s current strategy against the remuneration policies and practices of an appropriate peer group of companies listed on the London Stock Exchange. As a result of this review, the Board has decided, subject to shareholder approval, to introduce a new share option scheme, the New ESOS.

The New ESOS will supersede the Company’s current scheme. It is a discretionary share option scheme which will allow the Remuneration Committee the flexibility to grant both UK tax-advantaged options and options which do not receive any special tax treatment to both executive directors and senior managers, subject to certain limits and conditions as set out in the rules of the New ESOS. The Remuneration Committee intends to use the increased flexibility provided by the New ESOS to continue to align the interests of executive directors and senior managers with those of shareholders.

Shareholder approval is required to allow the Company to adopt the New ESOS and, accordingly, Resolution 11 is proposed as an ordinary resolution.

The principal terms of the New ESOS are set out in Part III (pages 8 to 10) of this document.

Recommendation

The Board considers that all the resolutions to be considered at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

R. G. Hanna
Chairman

PART II

SUMMARY OF THE PROPOSED MATERIAL CHANGES TO THE CURRENT ARTICLES

The material changes to the Current Articles arising from the proposed adoption of the New Articles are summarised below. This Part II does not summarise non-material changes and in particular it does not summarise changes of a minor, technical or clarifying nature. Note 14 to the notice of Annual General Meeting (set out in Part IV of this document) details where a copy of the New Articles may be inspected.

General

Generally, the opportunity has been taken to update the Current Articles to take account of the implementation of the Regulations and, where appropriate, to bring clearer language to the New Articles.

Corporate representatives

The Companies Act 2006 has been amended to clarify that where a corporate member appoints more than one corporate representative in respect of its shareholding, but in respect of different shares, those corporate representatives can act independently of each other and validly vote in different ways. The New Articles reflect this change.

Multiple proxies

The Companies Act 2006 has been amended to clarify the position concerning the rights of proxies when voting on a show of hands in the event that a proxy has been appointed for the same meeting by more than one member and where a member appoints more than one proxy in respect of different shares within the same holding. The New Articles reflect the revised position under the Companies Act 2006.

Votes cast in advance

The New Articles provide the directors with the flexibility to allow for votes on a poll to be cast in advance of a general meeting in accordance with the Companies Act 2006.

Requirement to provide an electronic address for receipt of proxies

The Company is required under the Companies Act 2006 to provide an electronic address for the receipt of any document or information relating to proxies for a general meeting. The New Articles reflect this requirement.

Additional content requirements for notices of meetings

The Companies Act 2006 provides that certain additional information must now be included in notices of general meetings. The New Articles contain a list of such information at Article 54.

PART III

PRINCIPAL TERMS OF THE NEW ESOS

The principal terms of the proposed A.G. BARR p.l.c. Executive Share Option Scheme 2010 (the “**New ESOS**” or “**Scheme**”) are summarised below. Note 14 to the notice of Annual General Meeting (set out in Part IV this document) details where a copy of the rules of the New ESOS may be inspected.

Operation

The New ESOS will replace the Company’s current executive share option scheme (the A.G. BARR p.l.c. Executive Share Option Scheme 2003) (the “**Current ESOS**”), which expires on 19 May 2013. To date, no share options have been granted under the Current ESOS. The Remuneration Committee of the Board (the “**Committee**”) has recommended that this is an appropriate time for a new scheme, which will run for ten years, to be adopted. The rules of the Scheme will be substantially the same as the Current ESOS – where there are any differences, these are highlighted in the following summary of the principal terms of the New ESOS.

The Committee will supervise the operation of the Scheme. It is intended that any future grants will be made under the Scheme (and not under the Current ESOS).

The New ESOS has the facility to grant UK tax-advantaged (“**Approved**”) options, as well as options which do not receive any special tax treatment.

The approval (in principle) of HM Revenue and Customs (“**HMRC**”) has been sought, for the purpose of granting Approved options; formal approval will be given once it has been adopted by the Company.

Eligibility

Any employee who is a senior manager or executive director of the Company and its subsidiaries will be eligible to participate in the Scheme at the discretion of the Committee. This is a change to the Current ESOS under which only senior managers may be granted options.

Grant of options

The Committee may grant options to acquire ordinary shares in the Company within six weeks following the Company’s announcement of its results for any period. The Committee may also grant options within six weeks of shareholder approval of the Scheme (or in the case of Approved options, within six weeks of HMRC approval of the Approved Schedule) or at any other time if the Committee considers there are exceptional circumstances to justify the grant.

Options may not be granted more than 10 years after shareholder approval of the Scheme.

No payment is required for the grant of an option. Options are not transferable or pensionable.

Individual participation

An employee may not, in any financial year, receive options over shares with a market value exceeding 3 times his or her annual base salary.

If the option is to be an Approved option, there are certain other restrictions which apply: (i) the market value of the shares under such option (when taken together with any other outstanding Approved options held by that individual) must not exceed £30,000; and (ii) an individual may not be granted an Approved option if he or she (together with associates) would have more than a 25% interest in the Company, if the Company is a closely-held company for the purposes of the tax legislation relating to Approved options.

Option price

The price per ordinary share payable upon exercise of an option will not be less than the higher of: (i) the average of the middle market closing price of a share on the five dealing days immediately before the date of grant, as derived from the London Stock Exchange Daily Official List; and (ii) the nominal value of a share.

Performance conditions

The Committee may make the exercise of an option subject to objective performance conditions (relating to the overall performance of the Company or one or more subsidiaries). Such performance conditions will be measured over a period of at least three years. The Committee may also amend any performance conditions applying to existing options if an event has occurred which causes the Committee to consider that such conditions could not fairly or reasonably be met, provided that any amended performance conditions should be no more difficult and no less difficult to satisfy than the original performance conditions.

Exercise of options

Options will normally become capable of exercise three years after grant if the performance conditions have been satisfied and provided the participant remains employed in the Company's group. There is also discretion for the Committee to allow exercise after 18 months in certain circumstances if performance conditions have been satisfied provided the participant remains employed in the Company's group. Options will lapse on the day after the tenth anniversary of the date of grant or sooner on the occurrence of certain corporate events or in the event that the participant ceases to hold employment within the Company's group (subject to certain exceptions, details of which are set out in the following paragraphs).

Ordinary shares will be allotted or transferred to participants within 30 days of notice of exercise.

Leaving employment

As a general rule, an option will lapse upon a participant ceasing to hold employment within the Company's group. However, if, after holding the option for at least eighteen months, a participant ceases to be an employee in the Company's group by reason of injury, disability, redundancy, retirement or his or her employing company or the business for which he or she works being sold out of the Company's group, then the option will not lapse and at the end of the performance period the Committee shall consider whether the option shall become exercisable, having regard to the performance conditions attaching to the option. If the option is exercisable, the extent to which the option may be exercised is subject to pro-rating based on the proportion which the period to the date of cessation of employment bears to the total performance period.

If the cessation of employment is due to a participant's death prior to the end of the performance period, the Committee shall consider whether the legal personal representative of the participant may (within twelve months) exercise the option having regard to the performance conditions attaching to the option. If the option is exercisable, the extent to which the option may be exercised is subject to pro-rating based on the proportion which the period to the date of death bears to the total performance period.

In the case of an Approved option (and a cessation of employment due to any of the above reasons), the Committee does not have discretion as to whether and to what extent the option is exercisable. The option is exercisable (pro-rated on a time basis) as long as the performance conditions have been attained.

Corporate events

On a takeover or scheme of reconstruction or amalgamation of the Company, options which have been held for at least 18 months will (taking account of the performance conditions attaching to the options which have been met to date) be exercisable for a limited period. The extent to which they become exercisable will further depend upon a pro-rating based on the proportion which the period to the date of event bears to the total performance period. Where the takeover is by way of a general offer which does not reach 90% acceptances, or in the case of a voluntary winding up, it is at the Committee's discretion (acting fairly and reasonably) whether or not options become exercisable.

In the event of an internal corporate reorganisation (court-sanctioned scheme of reconstruction or amalgamation) or the takeover being by way of general offer, options which are exercisable or which the Committee has decided will be exercisable to some extent may (at the choice of the option holder and with the agreement of the acquiring company) be replaced by equivalent options over shares in the acquiring company.

Any option not exercised (or replaced) on the occurrence of such corporate events will lapse.

Adjustment of options

On a variation in the Company's share capital, the Committee may adjust, in such manner as the auditors consider fair and reasonable, the number of ordinary shares under option and the price payable on the option's exercise. Any adjustment to the Approved options must have prior approval of HMRC.

Rights attaching to ordinary shares

Any ordinary shares allotted when an option is exercised will rank equally with the ordinary shares then in issue.

Overall Scheme limits

The Scheme may operate over newly issued ordinary shares, treasury shares or ordinary shares purchased in the market or transferred from one of the Company's employee benefit trusts.

In any 10 year period, the Company may not issue (or grant rights to issue) ordinary shares (or re-issue treasury shares) under: (i) the Scheme and any other employee share scheme adopted by the Company in excess of 10% of the issued equity share capital of the Company as at the date of grant; or (ii) the Scheme and any other discretionary employee share scheme adopted by the Company in excess of 5% of the issued equity share capital of the Company as at the date of grant.

PART IV
A.G. BARR p.l.c.

NOTICE OF THE ONE HUNDRED AND SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the one hundred and sixth annual general meeting of A.G. BARR p.l.c. (the “**Company**”) will be held at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ on Monday, 24 May 2010 at 9.30 a.m. to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 7 (inclusive) and Resolution 11 will be proposed as ordinary resolutions and Resolutions 8 to 10 (inclusive) will be proposed as special resolutions.

1. To receive and approve the audited accounts of the Group and the Company for the year ended 30 January 2010 together with the directors’ and auditors’ reports thereon.
2. To receive and approve the Directors’ Remuneration Report for the year ended 30 January 2010.
3. To declare a final dividend of 16.85p per ordinary share for the year ended 30 January 2010.
4. To re-elect Mr R. G. Hanna as a director of the Company.
5. To re-elect Mr J. S. Espey as a director of the Company.
6. To re-appoint KPMG Audit plc as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid, and to authorise the Audit Committee of the board of directors of the Company to fix their remuneration.
7. 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 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 up to an aggregate nominal amount of £1,621,788.50, provided that this authority shall expire on the earlier of 31 July 2011 or at 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.
8. THAT, subject to the passing of resolution 7 set out in the notice of the annual general meeting of the Company convened for Monday, 24 May 2010 (“**Resolution 7**”), the board of directors of the Company (the “**Board**”) be and is hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the “**Act**”), to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 12.5p each in the capital of the Company (“**Ordinary Shares**”)) wholly for cash either pursuant to the authority conferred on them by Resolution 7 or by way of a sale of treasury shares (within the meaning of section 560(3) of the Act) as if section 561(1) of the Act did not apply to any such allotment, 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 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 £243,268,

but so that this authority shall expire on the earlier of 31 July 2011 or at 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 offer or agreement as if the authority conferred hereby had not expired.

9. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the “**Act**”) to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 12.5p 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 10% of the issued ordinary share capital of the Company as at the date of this resolution;
- (b) the maximum price 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 on the trading venue where the purchase is carried out, and the minimum price which may be paid for an Ordinary Share is 12.5p, being the nominal value of an Ordinary Share (in each case exclusive of associated expenses);
- (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of 31 July 2011 or at 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

- (d) 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 United Kingdom Listing Authority, held as a treasury share.
10. THAT the draft articles of association produced at the meeting and initialled by the Chairman of the meeting for the purposes of identification be and hereby are adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the articles of association of the Company existing at the date of this resolution.
11. THAT the rules of the A.G. BARR p.l.c. Executive Share Option Scheme 2010 (the “**Scheme**”) produced at the meeting and initialled by the Chairman of the meeting for the purposes of identification be and hereby are approved and the directors be and hereby are authorised to make such modifications (if any) to the Scheme as they may consider appropriate to take account of the requirements of HM Revenue and Customs and best practice for the implementation of the Scheme, to adopt the Scheme as (and if) so modified and to do all such other acts and things as they may consider appropriate to implement the Scheme.

By order of the Board

Julie A. Barr
Company Secretary
22 April 2010

Registered Office
A.G. BARR p.l.c.
Westfield House
4 Mollins Road
Cumbernauld
G68 9HD
Registered in Scotland SC005653

Notes

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

If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual 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 registrar, Equiniti Limited (the "Registrar"), prior to being admitted to the Annual General Meeting.

2. **Appointment of proxies**

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent a member. 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.

If a member wishes a proxy to speak on their behalf at the meeting, the member will need to appoint their own choice of proxy (not the Chairman of the Annual General Meeting) and give their instructions directly to them. Such an appointment can be made using the proxy form accompanying this notice of Annual General Meeting or through CREST.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). If a member wishes to appoint more than one proxy, they should contact the Registrar at Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6ZR.

A member may instruct their proxy to abstain from voting on a particular resolution to be considered at the meeting 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.

The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if he or she wishes.

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 any proxies under the procedures set out in these notes and should read note 8 below.

3. **Appointment of a proxy using a proxy form**

A proxy form for use in connection with the Annual General Meeting 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 6ZR at least 48 hours before the time of the Annual General Meeting 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 6ZR.

4. **Appointment of a proxy through 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 and 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 Registrar (ID RA19) no later than 48 hours before the time of the Annual 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 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 proxies 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 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.

5. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, 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).

6. 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).

7. Entitlement to attend and vote

To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the Company's register of members at 6.00 p.m. on 22 May 2010 (or, if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting). Changes to the Company's register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

8. 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 Annual 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 member as to the exercise of voting rights.

9. Website giving information regarding the Annual General Meeting

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

10. 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 Annual General Meeting; 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

11. Voting rights

As at 21 April 2010 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consisted of 38,922,926 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 April 2010 were 38,922,926 votes.

12. 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 Annual 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.

13. Further questions and communication

Under section 319A of the 2006 Act, the Company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Members who have any general queries about the Annual General Meeting should contact the Company Secretarial Department by email on companysecretarialdepartment@agbarr.co.uk

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

14. Documents available for inspection

The following documents will be available for inspection at the registered office of the Company and at the offices of Dickson Minto W.S. at Royal London House, 22/25 Finsbury Square, London EC2A 1DX during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the offices of KPMG LLP, 191 West George Street, Glasgow G2 2LJ from 9.15 a.m. until the conclusion of the Annual General Meeting:

- 14.1 copies of the service contracts of the Company's executive directors;
- 14.2 copies of the letters of appointment of the Company's non-executive directors;
- 14.3 a copy of the proposed new articles of association of the Company proposed to be adopted pursuant to Resolution 10; and
- 14.4 a copy of the rules of the A.G. BARR p.l.c. Executive Share Option Scheme 2010 proposed to be approved pursuant to Resolution 11.