

# A.G. BARR p.l.c. Proxy Form

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").

I/we the undersigned, being a member/members of the Company, hereby appoint the Chairman of the meeting or **(see Note 1)**

<b>Name</b>	<b>Number of shares (see Notes 3 and 4)</b>
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as my/our proxy to attend, vote and speak for me/us on my/our behalf at the Annual General Meeting, and at any adjournment thereof.

Please indicate here with an 'X' if this Proxy Form is one of multiple instructions being given **(see Note 3)**.

I/we direct my/our proxy to vote on the resolutions set out in the notice convening the Annual General Meeting as follows **(see Note 2)**:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld*</b>
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 5

**Notes**

1. If you wish to appoint a proxy other than the Chairman, please add his or her name in the blank space provided, delete the words "the Chairman of the meeting or" and initial the alteration. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
2. To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". Unless you indicate otherwise, your proxy may vote or abstain from voting as he/she thinks fit.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint any more than one proxy to exercise rights attached to the same share(s). To appoint more than one proxy, you should photocopy the Proxy Form. On each Proxy Form, please indicate in the box next to the proxy holder's name the number of shares in relation to which you authorise them to act as your proxy. The total number of shares entered on all the Proxy Forms you submit must not exceed the number of shares you hold in the Company. Please also indicate, by marking the relevant box, if the proxy instruction is one of multiple instructions being given. To be valid, all Proxy Forms and additional Proxy Forms must be signed and returned to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA in the enclosed envelope so as to be received no later than 9.30 a.m. on Sunday, 25 May 2014. A stamp is not required if posted in the UK. Where multiple Proxy Forms are completed, they should be returned together in the same envelope.
4. If no number of shares is entered, the proxy will be authorised to act on your behalf in relation to your entire shareholding in the Company.
5. 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. If no voting indication is given, your proxy may vote or abstain from voting at his/her discretion.
6. A Proxy Form for a body corporate must be either signed by a duly authorised officer or attorney of such body or executed under its common seal. If this Proxy Form is signed under a power of attorney or other authority, that power of attorney or other authority (or a certified copy thereof) must be provided with the signed Proxy Form.
7. Only one of the joint holders need sign the Proxy Form. If more than one joint holder tenders a vote in person or by proxy, the vote of the person whose name stands first in the register will be accepted to the exclusion of the votes of the other joint holder(s).
8. Completion of this Proxy Form will not preclude you from attending and voting in person at the meeting should you so wish (whereupon your proxy appointment will be automatically terminated).

<b>Signature</b>	<b>Date</b>
<b>Print Name</b>	
<b>Address</b>	

To be valid, the Proxy Form and any additional Proxy Forms must be lodged with Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA by 9.30 a.m. on Sunday, 25 May 2014.