

Notice of Annual General Meeting

THE FOLLOWING INFORMATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any matter referred to in this report 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 report, 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.

Notice is hereby given that the one hundred and nineteenth Annual General Meeting of A.G. Barr p.l.c. (the "**Company**") will be held at the offices of Ernst and Young LLP, G1 Building, 5 George Square, Glasgow, G2 1DY on Friday 26 May 2023 at 12.00 p.m. to consider and, if thought fit, pass the resolutions set out below. Resolutions 1 to 16 (inclusive) will be proposed as ordinary resolutions and Resolutions 17 and 18 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 29 January 2023 together with the directors' and auditor's reports thereon.
2. To approve the directors' remuneration policy set out on pages 107 to 121 of the Company's annual report and accounts for the year ended 29 January 2023.
3. To receive and approve the annual statement by the chair of the remuneration committee and the directors' remuneration report as set out on pages 89 to 91 and pages 92 to 106 respectively of the Company's annual report and accounts for the year ended 29 January 2023.
4. To declare a final dividend of 10.60 pence per ordinary share of 4 1/6 pence for the year ended 29 January 2023.
5. To re-elect Mr Mark Allen OBE as a director of the Company.
6. To re-elect Mr Roger Alexander White as a director of the Company.
7. To re-elect Mr Stuart Lorimer as a director of the Company.
8. To re-elect Mr Jonathan David Kemp 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 Zoe Louise Howorth 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 elect Ms Julie Anne Barr as a director of the Company.
14. 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.

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15. 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 deems 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 2024 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.

16. THAT:

- (a) the A.G. BARR p.l.c. 2023 Long Term Incentive Plan (the "**2023 LTIP**") the principal terms of which are summarised in Appendix 1 to this Notice of Annual General Meeting and the rules of which are produced at the meeting (and, for the purposes of identification, initialled by the Chair) be and hereby is approved and adopted, and that the directors be authorised to do all acts and things which they may consider necessary or expedient to carry the 2023 LTIP into effect; and
- (b) the directors be and are hereby authorised to establish such further plans based on the 2023 LTIP as they consider necessary or desirable but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any share made available under such further plans are treated as counting against any limits on individual or overall participation in the 2023 LTIP.

17. THAT, subject to the passing of Resolution 15 set out in the notice of the annual general meeting of the Company convened for 26 May 2023 ("**Resolution 15**"), 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 15 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 £466,786.96,

provided that this authority shall expire on the earlier of 31 July 2024 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.

18. 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 2024 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



J.A. Barr
Company Secretary
25 April 2023

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 211 to 214 of this report. Those notes provide further information about shareholders’ entitlement to attend, speak and vote at the Annual General Meeting (and their ability to appoint another person to do so on their behalf).

Notice of Annual General Meeting continued

Explanatory Notes

The following notes provide an explanation of the resolutions to be considered at the one hundred and nineteenth annual general meeting (the "AGM") of A.G. BARR p.l.c. (the "Company").

The board of directors of the Company (the "Board") considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of them.

Resolutions 1 to 16 (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 17 and 18 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 29 January 2023 together with the associated reports of the directors and auditor.

Resolutions 2 and 3 – Directors' remuneration

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

- The annual statement by the chair of the remuneration committee (which is set out on pages 89 to 91 of this report) provides a summary of the directors' remuneration policy and the directors' remuneration report.
 - The directors' remuneration policy (which is set out on pages 107 to 121 of this report) sets out the Company's future policy on directors' remuneration.
 - The directors' remuneration report (which is set out on pages 92 to 106 of this report) 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 29 January 2023. It also details how the Company's policy on directors' remuneration will be operated in the coming year.
- (i) 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.
- (ii) Resolution 3 invites shareholders to approve the annual statement by the chair of the remuneration committee and the directors' remuneration report (other than the directors' remuneration policy) for the year ended 29 January 2023. This resolution 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.

Resolution 4 – Final dividend

Shareholders are being asked to approve a final dividend of 10.60 pence per ordinary share of 4 1/6 pence for the year ended 29 January 2023. If shareholders approve the recommended final dividend, it will be paid on 9 June 2023 to all shareholders on the Company's register of members on 12 May 2023.

Resolutions 5 to 13 inclusive – Re-election and election of directors

The Company's Articles of Association provide that the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing Board. Mr William Robin Graham Barr will retire from the Board at the AGM and Ms Julie Anne Barr will offer herself for election at the AGM.

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, with the exception of Mr William Robin Graham Barr, offering themselves for re-election.

Biographical details of the directors and Ms Julie Anne Barr as a proposed director are set out on pages 70 to 71 of this report. 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 (or election in the case of Ms Julie Anne Barr) of the directors.

Resolution 14 – 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 15 – Authority to allot shares

The directors may not allot shares in the Company unless authorised to do so by shareholders in the general meeting. Sub-paragraph (a) of Resolution 15, 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 April 2023 (being the latest practicable date prior to the publication of this report). The directors have no present intention to exercise this authority.

In line with guidance issued by the Investment Association, sub-paragraph (b) of Resolution 15, 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 April 2023 (being the latest practicable date prior to the publication of this report). The directors have no present intention to exercise the authority sought under sub-paragraph (b) of Resolution 15. 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 15 will expire on the earlier of 31 July 2024 (being the latest date by which the Company must hold its annual general meeting in 2024) and the conclusion of the annual general meeting of the Company held in 2024.

Resolution 16 – Adoption of new LTIP

The Board has recommended that the new A.G. BARR p.l.c. 2023 Long Term Incentive Plan (the "**2023 LTIP**") be approved and adopted. The 2023 LTIP would replace the existing A.G. BARR p.l.c. Long Term Incentive Plan 2014 (the "**2014 LTIP**"), which was approved by the Company in general meeting on 27 May 2014 and is due to expire in 2024. Given that the Company is seeking approval for a new Directors' Remuneration Policy at the AGM, the Remuneration Committee has recommended that shareholder approval is sought this year for the new 2023 LTIP. The 2023 LTIP is based on the 2014 LTIP but has been updated to reflect changes in the proposed Directors' Remuneration Policy and developments in market practice.

Resolution 16, which approves the adoption of the 2023 LTIP, is proposed as an ordinary resolution. The principal terms of the 2023 LTIP are summarised in Appendix 1 to this Notice of Annual General Meeting.

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Resolution 17 – 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 17, 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 17 would also cover the sale of treasury shares for cash.

Sub-paragraph (a) of Resolution 17 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 17 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 £466,786.96, representing approximately 10% of the Company's issued share capital as at 19 April 2023 (being the latest practicable date prior to the publication of this report).

The authority sought under Resolution 17 will expire on the earlier of 31 July 2024 (being the latest date by which the Company must hold an annual general meeting in 2024) and the conclusion of the annual general meeting of the Company held in 2024.

Resolution 18 – 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 18, 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 2024 (being the latest date by which the Company must hold an annual general meeting in 2024) and the conclusion of the annual general meeting of the Company held in 2024.

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 April 2023 (being the latest practicable date prior to the publication of this report), options had been granted over 1,974,345 ordinary shares (the "Option Shares") representing approximately 1.76% of the Company's issued share capital at that date. If the authority to purchase the Company's ordinary shares (as described in Resolution 18) was exercised in full, the Option Shares would have represented approximately 1.95% of the Company's issued share capital as at 19 April 2023. As at 19 April 2023, the Company did not hold any treasury shares.

NOTES

1. Attending the Annual General Meeting in person

If you wish to attend the Annual General Meeting (“AGM”) in person, you should arrive at the venue for the AGM 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 AGM.

2. Appointment of a proxy

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company but must attend the AGM 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 AGM, the member will need to appoint their own choice of proxy (not the Chair of the AGM) and give their instructions directly to them. Such an appointment can be made using the proxy form accompanying this notice of AGM, electronically, through CREST, or through Proxymity.

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 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.

The appointment of a proxy will not prevent a member from attending the AGM 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 a proxy under the procedures set out in these notes and should read note 9 below.

3. 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.

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4. 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 & International 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 & International 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.

5. Appointment of a proxy through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.00 p.m. on 24 May 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

6. 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).

7. 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).

8. Entitlement to attend and vote

To be entitled to attend and 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 24 May 2023 (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.

9. 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.

10. 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.

11. 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.

12. Voting rights

As at 19 April 2023 (being the latest practicable date prior to the publication of this notice), 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 April 2023, the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 19 April 2023 were 112,028,871 votes.

13. 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 agm2023@agbarr.co.uk. Answers to shareholder questions will be sent to individual shareholders as soon as practically possible after the AGM.

14. 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 post (postage is pre-paid), or electronically by following the instructions set out on the proxy form.

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.

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15. Notification of shareholdings

Any person holding 3% or more of the total voting rights of the Company who appoints a person other than the Chair of the AGM as his/her proxy will need to ensure that both he/she, and his/her proxy, comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.

16. 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 AGM 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 AGM should contact the Company Secretarial Department by email to: companysecretarialdepartment@agbarr.co.uk.

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

17. Documents available for inspection

The following documents will be available for inspection on the day of the AGM at the offices of Ernst and Young LLP, G1 Building, 5 George Square, Glasgow, G2 1DY from 11.45 a.m. until the conclusion of the AGM:

17.1 copies of the service contracts of the Company's executive directors;

17.2 copies of the letters of appointment of the Company's non-executive directors; and

17.3 the draft rules of the A.G. BARR p.l.c. 2023 Long Term Incentive Plan (the "2023 LTIP") will be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this document. The draft rules of the 2023 LTIP will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Appendix 1

PRINCIPAL TERMS OF THE 2023 LTIP

The principal terms of the A.G. BARR p.l.c. 2023 Long Term Incentive Plan (the "2023 LTIP") are summarised below. A copy of the rules of the proposed 2023 LTIP may be inspected as specified in note 17 to the Notice of Annual General Meeting.

Background and operation

The 2023 LTIP will have a 10-year life-span from the date of adoption (for awards and options to be granted under it).

The Remuneration Committee of the Board of the Company (the "Committee") will supervise the operation of the 2023 LTIP.

Eligibility

Any employee or executive director of the Company or any of its subsidiaries is eligible if selected by the Committee.

Grant of awards

The Committee may grant awards as conditional share awards or as options (either of these being an "Award"). The Committee anticipates that any such option would usually have a nil (or nominal) exercise price but may set the exercise price differently.

Awards may be granted within six weeks following the Company's adoption of the 2023 LTIP, announcement of its results for any period or implementation of a new directors' remuneration policy. The Committee may also grant Awards at any other time when it considers there are exceptional circumstances which justify the granting of Awards.

Awards may not be granted more than 10 years after the date of adoption of the 2023 LTIP.

Awards are not transferable or pensionable.

Individual limit

Ordinarily, Awards will not be granted to a participant in respect of any financial year under the 2023 LTIP over shares with a market value in excess of 150% of the participant's annual base salary. In exceptional circumstances, as determined by the Committee, this limit may be increased to 200% of annual base salary. The limit will not take into account any dividend equivalents awarded (see below as to "dividend equivalents"). In addition, the limit does not apply to Awards granted to replace elements of remuneration forfeited by an individual on leaving a previous employment in order to take up employment with a group company.

Vesting of Awards

Awards may be granted subject to performance conditions set by the Committee which will be tested in respect of a performance period. The proposed performance conditions for Awards to be granted to executive directors of the Company in 2023 are described in the Company's Directors' Remuneration Report for the year to 29 January 2023.

A performance period will normally be a period of at least three years. Once the performance period has passed, the extent to which an Award vests will be determined by the Committee. Ordinarily, awards will vest on the third anniversary of the date of grant, or such earlier date as the Committee shall determine. Vesting may also occur earlier on certain events such as the individual leaving employment or certain corporate events (as described further under the relevant headings below).

Any performance condition may be amended or substituted if one or more events occur which cause the Committee to consider that an amended or substituted performance condition would be more appropriate. Any amended or substituted performance condition would not be materially less difficult to satisfy.

Appendix 1 continued

The Committee retains discretion to adjust the level of vesting of Awards upwards or downwards if in its opinion the level of vesting resulting from the application of any applicable performance condition is not a fair and accurate reflection of business performance or the participant's personal performance or if there are any other factors the Committee considers would make the level of vesting inappropriate without adjustment.

Awards granted in the form of options will usually be capable of exercise from the date on which they vest until the tenth anniversary of the date of grant (or such earlier date as the Committee shall determine). Awards may also lapse on certain events such as the individual leaving employment or certain corporate events (as described further under the relevant headings below).

Dividend equivalents

The Committee may decide that participants will receive additional shares on vesting/exercise which have a value equivalent to the dividends that have been paid on vested shares over the period from grant until the vesting date.

Holding period post vesting

At its discretion, the Committee may grant Awards subject to a holding period following vesting. The Committee anticipates that a holding period of two years following vesting will apply to Awards granted to executive directors of the Company under the 2023 LTIP.

In the event of cessation of employment (except where cessation is by reason of death), the participant will normally remain subject to any post-vesting holding requirements. In the event of a takeover or reconstruction, or if the Committee determines at its absolute discretion, the Awards (and resulting shares) will be released from the holding period.

Cash alternative

The Committee may determine (in its discretion) that participants will receive an amount of cash on the vesting of their Awards which is equivalent to the value of the vested shares and/or equivalent to the value of any dividend equivalents (rather than satisfying either or both of these in shares).

Leaving employment

Awards will normally lapse upon a participant ceasing to hold employment or be a director within the Company's group. However, if a participant ceases to be an employee and/or director (as applicable) because of their death, ill-health, injury, disability, their employing company or the business for which they work being sold out of the Company's group or any other reason determined by the Committee in its discretion as being relevant, then their Award may vest if the Committee so decides. The Committee will decide whether an Award will vest at the date of cessation or will continue and vest on the originally anticipated vesting date. In either case, the number of shares in respect of which the Award vests will ordinarily be determined taking into account the extent to which any applicable performance condition is satisfied (at termination or the end of the performance period as appropriate) and, unless the Committee determines otherwise, the proportion of the performance period (or for any Awards granted that are not subject to performance conditions, the proportion of the relevant vesting period) that has elapsed at the date of termination. The Committee retains discretion in exceptional circumstances to determine the number of shares in respect of which an Award vests on another basis which it considers reasonable in all the circumstances. If a participant ceases employment as a "good leaver" after an award granted in the form of an option has vested but before it has been exercised, the option may be exercised in the period of six months after the participant ceases employment (or 12 months in the event of death).

Corporate events

In the event of a reconstruction or takeover before an Award vests, the Committee will determine the extent to which the Award vests, taking into account the extent to which any applicable performance condition has been met and, unless the Committee determines otherwise, the proportion of the performance period (or for any Awards granted that are not subject to performance conditions, the proportion of the relevant vesting period) that has elapsed. Alternatively, the Committee may decide to allow or require Awards to be replaced by new awards (which are equivalent in the Committee's opinion) over shares in another company or companies.

Any Award which has not (or to the extent it has not) vested or been replaced on such corporate events will lapse. Any option which has vested but not been exercised (or to the extent it has not) will lapse at the expiry of the timeframe set by the Committee for the participant to exercise their option or accept a replacement award.

If there is a reconstruction or takeover after an award granted in the form of an option has vested but before it has been exercised, the option may be exercised during the period set by the Committee.

If a variation to the share capital of the Company, a demerger, special dividend or other similar corporate event occurs, the Committee may adjust Awards in such ways as it considers appropriate.

Malus

The Committee may decide, at the vesting of an Award or at any time before the vesting date of an Award, that an Award shall be reduced or cancelled or made subject to additional conditions (including amending performance conditions, performance periods or vesting periods or deferring the vesting date) in the following circumstances:

- (i) discovery of a material misstatement resulting in an adjustment in the historical audited accounts of the Company or any group company;
- (ii) the assessment of any performance target or condition in respect of an Award was based on error, or inaccurate or misleading information;
- (iii) the discovery that any information used to determine the number of shares subject to an Award was based on error, or inaccurate or misleading information;
- (iv) action or conduct of a participant which, in the reasonable opinion of the Committee, amounts to fraud or gross misconduct;
- (v) events or the behaviour of a participant have led to the censure of a group company by a regulatory authority or have had a significant detrimental impact on the reputation of any group company provided that the Committee is satisfied that the relevant participant was responsible for the censure or reputational damage and that the censure or reputational damage is attributable to them;
- (vi) a material failure of risk management of the Company, a group company or a business unit of the group provided that the Committee is satisfied that the relevant participant was responsible; and/or
- (vii) the Company or any group company or business of the group becomes insolvent or otherwise suffers a corporate failure so that the value of shares is materially reduced provided that the Committee determines following an appropriate review of accountability that the participant should be held responsible (in whole or in part) for that insolvency or corporate failure.

Clawback

The Committee may apply clawback to all or part of a participant's Award in substantially the same circumstances as apply to malus (as described above) during the period of two years following the vesting of an Award. Clawback may be effected, among other means, by requiring the transfer of shares, payment of cash or reduction of Awards.

Overall 2023 LTIP limits

The 2023 LTIP 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.

The 2023 LTIP shall be operated so that, in any 10 year period, the Company does not issue (or grant options or other rights to be issued with) shares which (ignoring any options or rights which have lapsed) exceed (i) 10% of the issued ordinary share capital of the Company under the 2023 LTIP and all employee share plans operated by the Company; or (ii) 5% of the issued ordinary share capital of the Company under the 2023 LTIP and any other discretionary share plan adopted by the Company. For these purposes, treasury shares shall be counted as newly issued when they are transferred from treasury for so long as the Committee considers it best practice to do so.

Appendix 1 continued

Participants' rights

Awards will not confer any shareholder rights until the Awards have vested (and in the case of options been exercised) and the participants have received their shares. Neither the grant of an Award nor vesting of it will confer any entitlement to dividend equivalents (as this is at the Committee's discretion).

Amendments to the 2023 LTIP

The Committee may, in its discretion, amend the rules of the 2023 LTIP in any way. Amendments may not normally adversely affect the rights of participants except where participants are notified of such amendment and the majority of participants affected by the change approve such amendment.

Shareholders in general meeting must approve proposed changes which are to the advantage of participants and which relate to eligibility, individual and plan limits, the basis for determining a participant's entitlement to and the terms of shares provided under the 2023 LTIP, the adjustments that may be made on a variation of share capital and the rule in the 2023 LTIP requiring shareholder approval for amendments.

The Committee may, however, without shareholder approval, make minor changes to the advantage of participants which benefit the administration of the plan, to comply with or take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment of any group company or any participant.

The Board may, at any time, establish further plans based on the 2023 LTIP for overseas territories but modified to take account of local tax, exchange control or securities laws. Any shares made available under such further overseas plans must be treated as counting against the limits on individual and overall participation under the 2023 LTIP. The Committee has discretion to terminate the 2023 LTIP at any time, without prejudice to subsisting Awards.