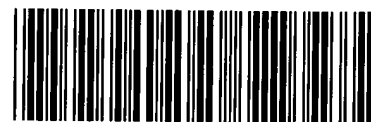


Company No. 293262

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS OF
ASSOCIATED BRITISH FOODS plc**

WEDNESDAY



A09 *AAJF37MP* 15/12/2021 #61
COMPANIES HOUSE

Passed 10 December 2021

At the ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Congress Centre, 28 Great Russell Street, London WC1B 3LS on Friday 10 December 2021 at 11.00am the following resolutions were duly passed:-

ORDINARY RESOLUTION

Resolution 16

Directors' authority to allot shares

THAT the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all of the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights'):

- (a) up to an aggregate nominal amount of £14,900,000; and
- (b) up to a further aggregate nominal amount of £14,900,000 provided that:
 - (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006); and
 - (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 9 March 2023, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Resolution 17

Disapplication of pre-emption rights

THAT if resolution 16 is passed, the directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by resolution 16 and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 16 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this resolution 17) to any person or persons up to an aggregate nominal amount of £2,200,000,

and shall expire upon the expiry of the general authority conferred by resolution 16, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 18

Authority to purchase own shares

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5¹⁵/₂₂ pence each of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

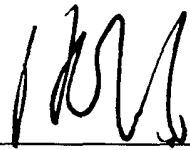
- (a) the maximum number of ordinary shares hereby authorised to be acquired is 79,167,418;
- (b) the minimum price (excluding expenses) which may be paid for any such ordinary share is 5¹⁵/₂₂ pence;
- (c) the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution 18 will be carried out;

- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, on 9 March 2023 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Resolution 19

Notice of general meetings

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.



Paul Lister
Company Secretary
Associated British Foods plc