

Registered No. 5604923

The Companies Act 2006
Public Limited Company

BRITVIC plc
("the Company")

WEDNESDAY



The following SPECIAL RESOLUTIONS were passed by shareholders at the Annual General Meeting of the Company held at Linklaters LLP, One Silk Street, London EC2Y 8HQ on 31 January 2018, pursuant to Section 283 of The Companies Act 2006 (as amended):

Resolution 17 – Disapplication of pre-emption rights

17. THAT, subject to the passing of Resolution 16 in this notice of AGM, the directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 16 in this notice of AGM or 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 in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 in this notice of AGM by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date as the directors may determine and other persons entitled to participate therein 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 or deemed to be held by them on any such record date, 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; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) to any person or persons of equity securities up to an aggregate nominal amount of £2,638,873,

and shall expire on the revocation or expiry (unless renewed) of the general authority conferred by Resolution 16 in this notice of AGM, 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 directors to issue shares for cash

18. THAT, subject to the passing of Resolution 16 in this notice of AGM and in addition to the power contained in Resolution 17 set out in this notice of AGM, the directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 16 in this notice of AGM or 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 is:

- (a) limited to the allotment of equity securities up to an aggregate nominal amount of £2,638,873; and

- (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice of AGM,

and shall expire on the revocation or expiry (unless renewed) of the general authority conferred by Resolution 16 in this notice of AGM, 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 19 – Company's authority to purchase its own shares

19. THAT the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of the Company on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 26,388,725;
- (b) the minimum price (exclusive of expenses) which may be paid for any such share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 5% above the average closing price of such ordinary shares for the five business days on the London Stock Exchange prior to the date of purchase; and (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Electronic Trading Service ("SETS");
- (d) the authority hereby conferred shall take effect on the date of the passing of this Resolution and shall expire at the end of the Company's next annual general meeting or, if earlier, on at the close of business on 29 March 2019 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 20 – Notice of General Meeting

20. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting or at the close of business on 29 March 2019, whichever is the earlier.


Jonathan Adelman
Acting Company Secretary
Britvic plc

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31 January 2018