

Registered No. 5604923

Britvic plc
("the Company")

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 at 11:00 am on Thursday 25 January 2024 pursuant to Section 283 of the Companies Act 2006 (as amended):

Resolution 16 and 17 - Disapplication of pre-emption rights

16. Subject to the passing of Resolution 15 above, to authorise the Directors to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash, as if Section 561(1) of the Act did not apply to any such allotment, pursuant to the authority given by Resolution 15 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, such authority to be limited to:

- (a) allotments in connection with a pre-emptive offer; and
- (b) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £4,990,973.

This authority shall expire at the end of the next annual general meeting of the Company or at the close of business on 31 March 2025, whichever is earlier but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

- (i) 'pre-emptive offer' has the same meaning as in Resolution 15 above;
- (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

17. Subject to the passing of Resolution 15 above, and in addition to any authority granted under Resolution 16 above, to authorise the Directors to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by Resolution 15 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, as if Section 561(1) of the Act did not apply to any such allotment, such authority to be limited to:

- (a) allotments up to an aggregate nominal amount of £4,990,973, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be either an acquisition or a

specified 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.

This authority shall expire at the end of the next annual general meeting of the Company or at the close of business on 31 March 2025, whichever is earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, references to an allotment of equity securities shall include a sale of treasury shares.

Resolution 18 – Authority to company to purchase own shares

18. To authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares with a nominal value of £0.20 each in 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 24,954,864;
- 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 on the London Stock Exchange for the five business days prior to the date on which the Company agrees to buy the shares concerned; 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.

This authority 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, at the close of business on 31 March 2025 unless previously renewed, varied or revoked by the Company in general meeting provided that if the Company has agreed before this date to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, where these purchases will or may be executed wholly or partly after the expiry of such authority, the Company may complete such purchases.

Resolution 19 – Articles of Association

19. That with effect from the conclusion of the AGM, the articles of association of the Company, produced to the meeting and signed by the Chair for the purposes of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Resolution 20 – Notice of General Meeting

20. To authorise the calling of general meetings of the Company, other than annual general meetings, by notice of at least 14 clear days, provided that this authority shall expire at the conclusion of the Company's next annual general meeting or at the close of business on 31 March 2025, whichever is earlier.

A handwritten signature in black ink that reads "Mollie Stoker". The signature is fluid and cursive, with the first name "Mollie" and last name "Stoker" clearly distinguishable.

Mollie Stoker
Company Secretary
Britvic Plc

Registered Office:
Breakspear Park, Breakspear Way, Hemel Hempstead HP2 4TZ

25 January 2024