

## Associated British Foods plc

5 December 2014

### Result of AGM

Associated British Foods plc announces the results of the voting by poll on the resolutions put to the Annual General Meeting of the Company held on Friday 5 December 2014. All resolutions were passed by the members entitled to vote.

Resolution	Votes For	% For	Votes Against	% Against	Votes Total	% of Issued Share Capital voted	Votes Withheld
1 Annual report and accounts	660,850,629	99.97	222,292	0.03	661,072,921	83.50%	378,485
2 Directors' remuneration report	619,982,274	93.97	39,753,835	6.03	659,736,109	83.33%	1,672,922
3 Directors' remuneration policy	598,077,621	90.59	62,113,585	9.41	660,191,206	83.39%	1,216,643
4 Declaration of final dividend	661,039,626	100.00	1,180	0.00	661,040,806	83.50%	367,751
5 Re-election of Emma Adamo as a director	659,874,647	99.82	1,158,913	0.18	661,033,560	83.50%	373,915
6 Re-election of John Bason as a director	659,864,954	99.82	1,170,210	0.18	661,035,164	83.50%	371,731
7 Election of Ruth Cairnie as a director	660,695,367	99.95	337,396	0.05	661,032,763	83.50%	374,132
8 Re-election of Timothy Clarke as a director	615,535,724	95.06	31,969,651	4.94	647,505,375	81.79%	13,901,520
9 Re-election of Lord Jay of Ewelme as a director	660,240,720	99.88	794,464	0.12	661,035,184	83.50%	371,611
10 Re-election of Javier Ferrán as a director	660,260,294	99.88	778,262	0.12	661,038,556	83.50%	368,239
11 Re-election of Charles Sinclair as a director	623,958,674	99.27	4,579,535	0.73	628,538,209	79.39%	32,869,058
12 Re-election of Peter Smith as a director	659,667,635	99.79	1,365,653	0.21	661,033,288	83.50%	373,507

13	Re-election of George Weston as a director	660,421,799	99.91	614,878	0.09	661,036,677	83.50%	370,118
14	Reappointment of auditors	652,391,853	98.97	6,757,550	1.03	659,149,403	83.26%	2,256,896
15	Auditors' remuneration	658,533,514	99.62	2,499,699	0.38	661,033,213	83.50%	373,086
16	Directors' authority to allot shares	594,934,122	90.07	65,617,128	9.93	660,551,250	83.44%	855,049
17	Disapplication of pre-emption rights *	659,282,752	99.74	1,741,250	0.26	661,024,002	83.50%	382,297
18	Notice of general meetings *	646,921,783	97.87	14,109,542	2.13	661,031,325	83.50%	374,978

\* Special resolution

**VOTES EXCLUDING CONTROLLING SHAREHOLDERS ON THE RESOLUTIONS CONCERNING THE ELECTION OR RE-ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

Resolution	Votes For	% For	Votes Against	% Against	Votes Total	% of Issued Share Capital voted (excluding controlling shareholders)	Votes Withheld
7 Election of Ruth Cairnie as a director	223,761,490	99.85	337,396	0.15	224,098,886	69.19%	374,132
8. Re-election of Timothy Clarke as a director	178,601,847	84.82	31,969,651	15.18	210,571,498	65.02%	13,901,520
9 Re-election of Lord Jay of Ewelme as a director	223,306,843	99.65	794,464	0.35	224,101,307	69.19%	371,611
10 Re-election of Javier Ferrán as a director	223,326,417	99.65	778,262	0.35	224,104,679	69.20%	368,239
12 Re-election of Peter Smith as a director	222,733,758	99.39	1,365,653	0.61	224,099,411	69.19%	373,507

Notes:

1. Any proxy appointments which gave discretion to the Chairman have been included in the 'For' total.
2. Total number of ordinary shares in issue at 3 December 2014 was 791,674,183.
3. Total ordinary shares held by shareholders excluding the controlling shareholders at 3 December 2014 was 323,872,436.
4. A 'Vote Withheld' is not counted towards the votes cast 'For' or 'Against' a resolution.