

Associated British Foods plc

4 December 2015

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 4 December 2015. 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	672,556,071	99.98	165,131	0.02	672,721,202	84.97%	367,623
2 Directors' remuneration report	605,111,819	91.09	59,187,061	8.91	664,298,880	83.91%	8,793,188
3 Declaration of final dividend	672,659,376	99.99	80,698	0.01	672,740,074	84.98%	349,503
4 Re-election of Emma Adamo as a director	665,394,485	98.91	7,332,757	1.09	672,727,242	84.98%	361,522
5 Re-election of John Bason as a director	671,222,522	99.78	1,507,834	0.22	672,730,356	84.98%	358,409
6 Re-election of Ruth Cairnie as a director	671,939,329	99.88	790,633	0.12	672,729,962	84.98%	358,609
8 Re-election of Timothy Clarke as a director	636,404,351	95.27	31,623,807	4.73	668,028,158	84.38%	5,060,845
9 Re-election of Javier Ferrán as a director	670,033,262	99.61	2,605,331	0.39	672,638,593	84.96%	450,172
9 Election of Wolfhart Hauser as a director	672,022,995	99.90	704,428	0.10	672,727,423	84.98%	361,342
10 Re-election of Charles Sinclair as a director	649,167,113	99.38	4,076,100	0.62	653,243,213	82.51%	19,845,552
11 Re-election of Peter Smith as a director	671,466,694	99.81	1,263,943	0.19	672,730,637	84.98%	358,128
12 Re-election of George Weston as a director	671,943,119	99.88	788,613	0.12	672,731,732	84.98%	357,033

13	Appointment of auditor	671,770,826	99.86	962,342	0.14	672,733,168	84.98%	355,557
14	Auditor's remuneration	671,325,830	99.79	1,406,109	0.21	672,731,939	84.98%	356,826
15	Directors' authority to allot shares	597,605,976	88.99	73,922,792	11.01	671,528,768	84.82%	1,559,997
16	Disapplication of pre-emption rights *	671,696,694	99.92	560,085	0.08	672,256,779	84.92%	831,986
17	Notice of general meetings *	658,785,874	97.93	13,949,415	2.07	672,735,289	84.98%	353,475

* 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	
6	Re-election of Ruth Cairnie as a director	234,848,543	99.66	790,633	0.34	235,639,176	72.65%	358,609
7	Re-election of Timothy Clarke as a director	199,313,565	86.31	31,623,807	13.69	230,937,372	71.20%	5,060,845
8	Re-election of Javier Ferrán as a director	232,942,476	98.89	2,605,331	1.11	235,547,807	72.62%	450,172
9	Election of Wolfhart Hauser as a director	234,932,209	99.70	704,428	0.30	235,636,637	72.65%	361,342
11	Re-election of Peter Smith as a director	234,375,908	99.46	1,263,943	0.54	235,639,851	72.65%	358,128

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 2 December 2015 was 791,674,183.
3. Total ordinary shares held by shareholders excluding the controlling shareholders at 2 December 2015 was 324,349,447.
4. A 'Vote Withheld' is not counted towards the votes cast 'For' or 'Against' a resolution.