

Associated British Foods plc

9 December 2016

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 9 December 2016. All resolutions were passed by the members entitled to vote.

In accordance with Listing Rule 9.6.2 copies of all the resolutions passed, other than ordinary business, have been submitted to the National Storage Mechanism and will shortly be available for inspection at: <http://www.morningstar.co.uk/uk/nsm>

Resolution	Votes For	% For	Votes Against	% Against	Votes Total	% of Issued Share Capital voted	Votes Withheld
1 Annual report and accounts	670,752,694	99.94	400,638	0.06	671,153,332	84.78%	45,358
2 Directors' remuneration report	658,149,707	98.35	11,046,897	1.65	669,196,604	84.53%	1,999,956
3 Directors' remuneration policy	652,314,835	97.19	18,835,614	2.81	671,150,449	84.78%	46,285
4 Declaration of final dividend	671,166,920	100.00	907	0.00	671,167,827	84.78%	29,942
5 Re-election of Emma Adamo as a director	665,445,421	99.15	5,714,858	0.85	671,160,279	84.78%	35,322
6 Re-election of John Bason as a director	668,150,508	99.55	2,999,487	0.45	671,149,995	84.78%	34,183
7 Re-election of Ruth Cairnie as a director	663,241,841	98.82	7,922,288	1.18	671,164,129	84.78%	34,416
8 Re-election of Timothy Clarke as a director	616,664,716	92.13	52,682,989	7.87	669,347,705	84.55%	1,849,018
9 Re-election of Javier Ferrán as a director	626,612,204	93.47	43,806,911	6.53	670,419,115	84.68%	771,325
10 Re-election of Wolfhart Hauser as a director	663,090,281	98.80	8,069,538	1.20	671,159,819	84.78%	35,500
11 Election of Richard Reid as	661,312,027	99.07	6,233,971	0.93	667,545,998	84.32%	3,637,242

	a director							
12	Re-election of Charles Sinclair as a director	640,696,145	98.73	8,241,545	1.27	648,937,690	81.97%	22,259,594
13	Re-election of George Weston as a director	669,399,078	99.74	1,762,493	0.26	671,161,571	84.78%	34,378
14	Reappointment of auditor	667,706,778	99.49	3,454,989	0.51	671,161,767	84.78%	34,504
15	Auditor's remuneration	667,950,809	99.52	3,203,066	0.48	671,153,875	84.78%	34,857
16	Directors' authority to allot shares	580,465,587	86.80	88,269,702	13.20	668,735,289	84.47%	2,457,735
17	Disapplication of pre-emption rights *	668,968,588	99.93	464,183	0.07	669,432,771	84.56%	1,758,257
18	Notice of general meetings *	656,853,649	98.12	12,599,260	1.88	669,452,909	84.56%	1,737,963
19	Adoption of the 2016 Long Term Incentive Plan	650,149,281	97.12	19,262,496	2.88	669,411,777	84.56%	1,776,729

* 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 Re-election of Ruth Cairnie as a director	223,808,316	96.58	7,922,288	3.42	231,730,604	71.65%	34,416
8 Re-election of Timothy Clarke as a director	177,231,191	77.09	52,682,989	22.91	229,914,180	71.09%	1,849,018
9 Re-election of Javier Ferrán as a director	187,178,679	81.03	43,806,911	18.97	230,985,590	71.42%	771,325
10 Re-election of Wolfhart Hauser as a director	223,656,756	96.52	8,069,538	3.48	231,726,294	71.65%	35,500
11 Election of	221,878,502	97.27	6,233,971	2.73	228,112,473	70.53%	3,637,242

	Richard Reid as a director							
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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 7 December 2016 was 791,674,183.
3. Total ordinary shares held by shareholders excluding the controlling shareholders at 7 December 2016 was 323,412,590.
4. A 'Vote Withheld' is not counted towards the votes cast 'For' or 'Against' a resolution.