

## 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.