

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.