

## Associated British Foods plc

8 December 2017

### 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 8 December 2017. 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                     | 672,166,962 | 99.94  | 423,251       | 0.06      | 672,590,213 | 84.96%                          | 31,302         |
| 2 Directors' remuneration report                 | 650,153,761 | 96.91  | 20,758,533    | 3.09      | 670,912,294 | 84.75%                          | 1,756,554      |
| 3 Declaration of final dividend                  | 672,602,616 | 100.00 | 2,535         | 0.00      | 672,605,151 | 84.96%                          | 93,976         |
| 4 Re-election of Emma Adamo as a director        | 664,726,139 | 98.83  | 7,875,624     | 1.17      | 672,601,763 | 84.96%                          | 97,704         |
| 5 Re-election of John Bason as a director        | 671,584,286 | 99.85  | 1,016,323     | 0.15      | 672,600,609 | 84.96%                          | 96,601         |
| 6 Re-election of Ruth Cairnie as a director      | 662,753,903 | 98.54  | 9,846,875     | 1.46      | 672,600,778 | 84.96%                          | 97,375         |
| 7 Re-election of Javier Ferrán as a director     | 615,888,482 | 92.25  | 51,729,699    | 7.75      | 667,618,181 | 84.33%                          | 4,981,835      |
| 8 Re-election of Wolfhart Hauser as a director   | 662,373,186 | 98.48  | 10,227,033    | 1.52      | 672,600,219 | 84.96%                          | 97,900         |
| 9 Election of Michael McIntock                   | 672,310,123 | 99.96  | 277,545       | 0.04      | 672,587,668 | 84.96%                          | 109,489        |
| 10 Election of Richard Reid as a director        | 666,359,282 | 99.07  | 6,240,201     | 0.93      | 672,599,483 | 84.96%                          | 98,445         |
| 11 Re-election of Charles Sinclair as a director | 630,943,584 | 97.41  | 16,778,426    | 2.59      | 647,722,010 | 81.82%                          | 24,998,544     |
| 12 Re-election of George Weston as a director    | 671,900,346 | 99.90  | 697,100       | 0.10      | 672,597,446 | 84.96%                          | 98,263         |

|    |  |             |       |            |       |             |        |         |
|----|--|-------------|-------|------------|-------|-------------|--------|---------|
| 13 | Reappointment of auditor               | 669,094,537 | 99.48 | 3,505,446  | 0.52  | 672,599,983 | 84.96% | 99,405  |
| 14 | Auditor's remuneration                 | 669,412,693 | 99.53 | 3,180,724  | 0.47  | 672,593,417 | 84.96% | 99,617  |
| 15 | Political donations or expenditure     | 668,412,155 | 99.40 | 4,068,089  | 0.60  | 672,480,244 | 84.94% | 169,385 |
| 16 | Directors' authority to allot shares   | 589,556,069 | 87.65 | 83,034,513 | 12.35 | 672,590,582 | 84.96% | 106,583 |
| 17 | Disapplication of pre-emption rights * | 671,373,061 | 99.89 | 749,735    | 0.11  | 672,122,796 | 84.90% | 110,319 |
| 18 | Notice of general meetings *           | 660,844,663 | 98.24 | 11,835,701 | 1.76  | 672,680,364 | 84.97% | 18,971  |

\* 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    | 222,513,764 | 95.76 | 9,846,875     | 4.24      | 232,360,639 | 71.84%   | 97,375         |
| 7 Re-election of Javier Ferrán as a director   | 175,648,343 | 77.25 | 51,729,699    | 22.75     | 227,378,042 | 70.30%   | 4,981,835      |
| 8 Re-election of Wolfhart Hauser as a director | 222,133,047 | 95.60 | 10,227,033    | 4.40      | 232,360,080 | 71.84%   | 97,900         |
| 9 Election of Michael McIntock                 | 232,069,984 | 99.88 | 277,545       | 0.12      | 232,347,529 | 71.83%   | 109,489        |
| 10 Election of Richard Reid as a director      | 226,119,143 | 97.31 | 6,240,201     | 2.69      | 232,359,344 | 71.84%   | 98,445         |

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 6 December 2017 was 791,674,183.
3. Total ordinary shares held by shareholders excluding the controlling shareholders at 6 December 2017 was 323,455,984.
4. A 'Vote Withheld' is not counted towards the votes cast 'For' or 'Against' a resolution.