

Form of Directors' Deed of Release Deed poll

THIS DEED POLL is made on [●] 2021

By **Britvic plc** (registered company 5604923), whose registered office is Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire, HP2 4TZ (the "**Company**"), in favour of certain current and former directors of the Company, whose names are set out in the schedule to this deed poll (the "**Directors and the Former Directors**").

WHEREAS:

- A.** As explained in the notice of annual general meeting addressed to the shareholders of the Company dated 8 December 2020 (the "**AGM Notice**"), the board of directors of the Company has become aware of certain issues in respect of the payment of (in excess of distributable profits): (i) the interim dividend of £7.5 million paid on 2 August 2013, (ii) the final dividend of £16.6 million paid on 7 February 2014, (iii) the interim dividend of £15 million paid on 11 July 2014, (iv) the final dividend of £34.8 million paid on 4 February 2019, (v) the interim dividend of £22 million paid on 15 July 2019, and (vi) the final dividend of £4.8 million paid on 6 February 2020 (together, the "**Relevant Dividends**").
- B.** The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors and the Former Directors.
- C.** Pursuant to Resolution 23 as set out in the AGM Notice and duly passed by the Company's independent shareholders in the annual general meeting on 28 January 2021, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against each of the Directors and the Former Directors and wishes to enter into this deed poll in favour of the Directors and the Former Directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1 Release

The Company unconditionally and irrevocably waives and releases each of the Directors and the Former Directors from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Dividends.

2 Governing Law

This deed poll and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law. The courts of England are to have jurisdiction to settle any disputes that may arise out of or in connection with this deed poll.

IN WITNESS of which this deed poll has been executed and has been delivered on the date first stated above.

EXECUTED as a deed poll by

BRITVIC PLC

acting by _____ a
Director

[Signature of Simon Litherland]

.....

acting by _____ [a
Director]

[Signature of Director Wilson]

.....

Schedule

Directors and Former Directors

Directors

1. Suniti Chauhan
2. Sue Clark
3. John Daly
4. William Eccleshare
5. Ian Mchoul
6. Euan Sutherland

Former Directors

7. Joanne Averiss
8. Gerald Corbett
9. John Gibney
10. Ben Gordon
11. Robert Ivell
12. Michael Shallow
13. Silvia Lagnado
14. Mathew Dunn