

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to any action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial advisor if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all your shares in Britvic plc, please send this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

NOTICE OF ANNUAL GENERAL MEETING OF BRITVIC PLC

To be held on Thursday, 27 January 2022 at 11.00am
at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ.

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You can download a copy of this Notice of Meeting at britvic.com/agm.

You can download a copy of the 2021 Annual Report and Accounts at britvic.com/annualreport.

Ordinary shareholders can submit voting instructions at sharevote.co.uk.

To be valid, your proxy voting instructions must be received by the company's Registrar, Equiniti, no later than 11.00am on Tuesday, 25 January 2022.

A LETTER FROM THE CHAIRMAN

Dear Shareholder,

The 2022 Annual General Meeting (the AGM or the Meeting) of Britvic plc (the Company) is to be held on Thursday, 27 January 2022 at 11.00am at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ. The AGM is an opportunity for shareholders to express their views directly to the Board and I hope you will take the opportunity to do so. I look forward to seeing shareholders in person again after last year's closed meeting. At the time of writing, I am hopeful that this will be possible. However, if Government restrictions on public gatherings are reintroduced before the date of the AGM, we may need to revisit the arrangements for the AGM, in which case an update will be issued on the Company's website.

The notice convening the Meeting is set out on pages 4 – 5. An explanation of the business to be considered at the Meeting is set out on pages 6 – 7 and information on the Directors standing for election and re-election is on pages 8 – 9.

The Directors believe that, in the interest of shareholder democracy, it is important that the voting intentions of all members are taken into account not just those who are able to attend the AGM. All resolutions will therefore be put to shareholders by way of poll rather than a show of hands. Shareholders attending the AGM will have the opportunity to ask questions and vote on each resolution by means of poll voting handsets or poll cards.

Action required

Whether or not you intend to be present at the AGM, you are strongly urged to appoint a proxy to cast your votes as soon as possible. All shareholders are sent either a Proxy Voting Form or an email containing their Voting ID, Task ID and Shareholder Reference Number. You can either complete, sign and return the Proxy Voting Form, or submit an electronic proxy appointment instruction at sharevote.co.uk.

In order to be counted, your voting instructions must be received by the Company's Registrar at the relevant address set out in the additional notes to the notice of AGM, by no later than 11.00am on Tuesday, 25 January 2022. Completion and return of the Proxy Voting Form or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Questions

If you have any questions about the AGM or your shareholding, please contact our Registrar, Equiniti, by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; by telephone on 0371 384 2550 (overseas +44 121 415 7019); or, for shareholders who have already registered with Equiniti's online portfolio service, Shareview, at shareview.co.uk. Phone lines are open from 8.30am to 5.30pm Monday to Friday, excluding public holidays in England and Wales.

Further shareholder information can be found on the Company's website at britvic.com/investors.

Recommendation

The Board considers that all the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote FOR the resolutions to be proposed at the AGM, as the Directors intend to do so in respect of their own beneficial holdings (other than in respect of those resolutions in which they are interested).

The results of the voting will be posted on the Company's website after the Meeting and notified to the London Stock Exchange.

I look forward to seeing you at the AGM.

Yours faithfully



John Daly
Chairman

8 December 2021

NOTICE OF RESOLUTIONS

NOTICE IS HEREBY GIVEN that the 2022 AGM of the Company will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Thursday, 27 January 2022 at 11.00am to transact the business set out below.

Resolutions 1 to 16 will be proposed as ordinary resolutions and resolutions 17 to 20 will be proposed as special resolutions.

2021 Annual Report and Accounts

1. To receive the Company's accounts and the reports of the Directors and auditors for the year ended 30 September 2021.

Final Dividend

2. To declare a final dividend of 17.7p per share for the year ended 30 September 2021.

Directors' Remuneration Report

3. To consider and approve the Directors' Remuneration Policy.
4. To approve the Directors' Remuneration Report (set out on pages 93 – 116 of the Annual Report and Accounts) for the year ended 30 September 2021.

Election and re-election of Directors

5. To re-elect John Daly as a Director.
6. To re-elect Sue Clark as a Director.
7. To re-elect William Eccleshare as a Director.
8. To re-elect Simon Litherland as a Director.
9. To re-elect Ian McHoul as a Director.
10. To re-elect Euan Sutherland as a Director.
11. To re-elect Joanne Wilson as a Director.
12. To elect Emer Finnan as a Director.

Appointment of auditors

13. To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Auditors' remuneration

14. To authorise the Audit Committee to determine the remuneration of the Company's auditors.

Political donations and expenditure

15. To authorise, for the purposes of Part 14 of the Companies Act 2006, the Company, and all companies which are subsidiaries of the Company at any time during the period for which this resolution has effect, during the period from the date of the passing of this resolution and expiring at the conclusion of the Company's next AGM or at the close of business on 31 March 2023, whichever is earlier:

- (a) to make political donations to political parties, and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

up to an aggregate total amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall be limited to £25,000. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate. All existing authorisations and approvals relating to political donations or expenditure under Part 14 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval.

Words and expressions defined for the purposes of Part 14 of the Act shall have the same meaning in this resolution.

General authority to allot shares

16. To authorise the Directors, pursuant to Section 551 of the Act, to exercise all the Company's powers to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £17,646,191; and
- (b) up to a further aggregate nominal amount of £17,646,191, provided that:
 - (i) they are equity securities (within the meaning of Section 560(1) of the Act); and
 - (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter.

This authority shall expire at the conclusion of the Company's next AGM or at the close of business on 31 March 2023 whichever is earlier, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

Special resolutions: Disapplication of pre-emption rights

17. If Resolution 16 is passed, to authorise the Directors, pursuant to Sections 570 and 573 of the Act, to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 17 or by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 17 by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine and to other persons entitled to participate therein, where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 18) to any person or persons of equity securities up to an aggregate nominal amount of £2,673,665.

This authority shall expire on the revocation or expiry (unless renewed) of the general authority conferred by Resolution 17, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

18. If Resolution 16 is passed, and in addition to the power contained in Resolution 17, to authorise the Directors, pursuant to Sections 570 and 573 of the Act, to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 16 or by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment, provided that this power shall:

- (a) be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £2,673,655; and
- (b) only be used for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This authority shall continue for the same period as the authority conferred by Resolution 17, provided that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Special resolution: Company's authority to purchase its own shares

19. To authorise the Company generally and unconditionally to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares with a nominal value of £0.20 each in the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 26,736,653;
- (b) the minimum price (exclusive of expenses) which may be paid for any such share is its nominal value;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - (i) an amount equal to 5% above the average closing price of such ordinary shares on the London Stock Exchange for the five business days prior to the date on which the Company agrees to buy the shares concerned; and
 - (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Electronic Trading Service (SETS).

This authority shall take effect on the date of the passing of this Resolution and shall expire at the end of the Company's next AGM or, if earlier, at the close of business on 31 March 2023 unless previously renewed, varied or revoked by the Company in general meeting provided that if the Company has agreed before this date to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, where these purchases will or may be executed wholly or partly after the expiry of such authority, the Company may complete such purchases.

Special resolution: Notice of general meetings

20. To authorise the calling of general meetings of the Company, other than annual general meetings, by notice of at least 14 clear days, provided that this authority shall expire at the conclusion of the Company's next annual general meeting or at the close of business on 31 March 2023, whichever is the earlier.

By order of the Board



Clare Thomas
Company Secretary
Britvic plc

8 December 2021

EXPLANATORY NOTES TO THE RESOLUTIONS

The following pages give an explanation of the proposed resolutions.

Resolutions 1 to 16 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 17 to 21 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual Report and Accounts

The Companies Act 2006 (the Act) requires the directors of a public company to lay before the Company in general meeting copies of the Annual Report and Accounts in respect of each financial year. The Strategic Report, Corporate Governance Statement, Directors' Remuneration Report, Directors' Report, auditor's report and financial statements are contained within the Annual Report and Accounts (the 2021 Annual Report). Shareholders will have the opportunity to put any questions to the Directors before the resolution is proposed to the Meeting.

The 2021 Annual Report is available to download at britvic.com/annualreport.

Resolution 2 – Final dividend

The Directors are recommending a final dividend for the year ended 30 September 2021 of 17.7p per ordinary share. Subject to shareholder approval, the dividend will be paid on 2 February 2022 to the holders of ordinary shares on the Register of Members of the Company at the close of business on 17 December 2021.

Resolution 3 – Directors' Remuneration Policy

In accordance with the Act, the Company proposes an ordinary resolution to approve the Directors' Remuneration Policy (the Policy) contained within the Directors' Remuneration Report. The proposed Policy is set out on pages 101 – 108 of the 2021 Annual Report.

The Act requires the Policy to be put to shareholders for approval at least every three years. The Company's current Policy was last approved by shareholders at the AGM in 2021 and, as a result of the pandemic, only two changes were made to the previous policy which were the commitment to reduce the CEO's pension to the all employee workforce rate of 7.5% by the end of December 2022 and the adoption of a post-cessation shareholding guideline. Shareholders were notified a fuller review and new policy would be proposed for the AGM in 2022.

A shareholder consultation letter was sent to Britvic's top shareholders and the major proxy voting agencies in June 2021. The major changes proposed are that share options will be replaced by awards under Britvic's Performance Share Plan on a broadly neutral basis. A further adjustment to the CFO's award will be made to align her total remuneration more closely to the market. The maximum bonus opportunity for Executive Directors will be increased to 150% of basic salary with one-third of any bonus earned being deferred into shares for two years. The maximum bonus that will apply specifically for Simon Litherland will be increased to 175% of basic salary. The new Policy also incorporates the commitment to align the CEO's pension with the all-employee rate by the end of December 2022, and the further tightening of recoupment triggers relating to corporate failure. The changes to the Policy are a direct response to investor feedback and are designed to increase the emphasis on performance-related pay to support the delivery of Britvic's ambitious plans for recovery and growth. The Executive Directors will only benefit from these changes if they generate value for shareholders.

The vote on Resolution 3 is binding and, if passed, will mean that the Company will not be able to make a remuneration payment to a current or future Director nor a payment for loss of office to a current or past Director, unless that payment is consistent with the approved policy or an amendment to the policy has been approved by a separate shareholder resolution.

Subject to shareholder approval, the new Policy will be effective from the conclusion of the 2022 AGM.

Resolution 4 – Directors' Remuneration Report

In accordance with the Act, Resolution 4 proposes an ordinary resolution to approve the Directors' Remuneration Report for the year ended 30 September 2021. The Directors' Remuneration Report can be found on pages 93 – 116 of the 2021 Annual Report.

Resolutions 5 to 12 – Election and re-election of Directors

The Company's articles require that each Director retires at the end of each AGM of the Company unless elected or re-elected at the Meeting. Emer Finnan was appointed as a director of the Company with effect from 1 January 2022. Consequently, Emer will retire from office at the AGM and stand for election by the shareholders for the first time. Each of the other directors of the Company will retire from office and stand for re-election by the shareholders at the AGM.

Following the voting outcome of Resolution 12 (re-election of William Eccleshare) and Resolution 13 (re-election of Ian McHoul) at the company's AGM held on 28 January 2021, the Board determined that both William Eccleshare and Ian McHoul continue to discharge their roles on the Britvic board effectively, despite challenging conditions over the past year which have required increased ad hoc Board and Committee meetings and further dialogue between Directors outside formal board meetings. The Board also noted the announcement that William is stepping down from the operational leadership of Clear Channel Outdoor Holdings Inc and has taken on a new role as Executive Vice Chairman, effective from 1 January 2022.

In proposing the re-election or election of the Directors, the Chairman has confirmed that, following a formal performance evaluation, each individual continues to make an effective and valuable contribution to the Board and demonstrates commitment to the role. Details of the board evaluation process in relation to the Directors can be found on pages 86 – 87 of the 2021 Annual Report. Biographical details of each of the Directors standing for election and re-election are set out on pages 8 – 9.

Resolutions 13 and 14 – Re-appointment of auditors and auditors' remuneration

Resolution 13 seeks approval for the re-appointment of Ernst & Young LLP as the Company's auditors until the Company's next AGM. This resolution is recommended by the Audit Committee and is endorsed by the Board. The rationale for this recommendation can be found in the 2021 Annual Report on page 92.

The Directors have delegated the responsibility for setting the auditors' remuneration to the Audit Committee. Resolution 14 authorises the Audit Committee to fix the auditors' remuneration.

The Board consider that the level of consultancy-related non-audit fees to audit fees undertaken by Ernst & Young LLP is appropriate for the advisory work required to be undertaken for the year ended 30 September 2021 and that these do not create a conflict of interest on the part of the independent auditor.

Resolution 15 – Political donations

Part 14 of the Act contains restrictions on companies making political donations or incurring political expenditure and defines those terms in a way that is capable of a very wide interpretation. It remains the policy of the Company not to make political donations or to incur political expenditure as those expressions are normally understood. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Act, the Directors are seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM to the conclusion of next year's AGM or 31 March 2023, whichever is earlier, up to a maximum aggregate amount of £50,000.

Resolution 16 – Allotment of share capital

At the Company's last AGM held on 28 January 2021, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £35,240,420 (representing approximately 66% of the Company's then issued ordinary share capital). This authority is due to expire on the date of the AGM and the Directors would like to renew it.

Share capital management guidelines published by the Investment Association confirm that the Association's members will regard as routine an authority to allot up to two-thirds of a company's existing issued share capital, provided that any amount in excess of one-third of the existing issued shares should be applied to fully pre-emptive rights issues only.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £35,292,382 (representing approximately 66% of the Company's issued ordinary share capital as at 3 December 2021*). Of this amount, £17,646,191 (representing approximately 33% of the Company's issued ordinary share capital as at 3 December 2021*) can only be allotted pursuant to a rights issue. The authority will last until the conclusion of the Company's next AGM or, if earlier, until the close of business on 31 March 2023.

The Directors have no present intention of undertaking a rights issue or allotting new shares other than in connection with executive or employee share schemes. However, the Directors consider it appropriate to maintain the flexibility that this authority provides to be in a position to respond to market developments and to enable allotments to take place to finance business opportunities should they arise.

As at the date of this document, the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolutions 17 and 18 – Disapplication of statutory pre-emption rights

Resolutions 17 and 18 are special resolutions which, if passed by shareholders, will enable the Board to allot ordinary shares, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

The proposed resolutions essentially replicate the powers which were granted at last year's AGM (and which will expire on the date of the AGM). Such powers reflect the Statement of Principles on Disapplying Pre-emption Rights published by The Pre-emption Group in March 2015, which provides that a company may seek power to issue on a non-pre-emptive basis for cash shares in any one year representing: (i) no more than 5% of the company's issued ordinary share capital; and (ii) no more than an additional 5% of the company's issued ordinary share capital, provided that such additional power is only used in connection with an acquisition or specified capital investment.

The 2015 Statement of Principles defines a 'specified capital investment' as 'one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the listed company, the assets, the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.' Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term 'specified capital investment'.

Resolution 17 is to be proposed as a special resolution. If this resolution is passed by shareholders, it will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £2,673,665.

This amount represents approximately 5% of the Company's issued ordinary share capital as at 3 December 2021*. This customary resolution will permit the Board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 18 is to be proposed as a separate special resolution. If this resolution is passed by shareholders, it will afford the Board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £2,673,665. This amount again represents approximately 5% of the Company's issued ordinary share capital as at 3 December 2021*. The Board will use the power conferred by Resolution 18 only in connection with an acquisition or a specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The Board also confirms its intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. Those provisions provide that a company should not issue shares for cash (other than to satisfy share scheme requirements) representing more than 7.5% of the company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Resolution 19 – Authority to purchase own shares

Resolution 19 renews the Company's authority to buy back its own ordinary shares in the market as permitted by the Act. In accordance with investor guidelines, the authority limits the number of shares that could be purchased to a maximum of 26,736,653 (representing approximately 10% of the Company's issued ordinary share capital as at 3 December 2021*) and sets minimum and maximum prices.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 31 March 2023, whichever is the earlier.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. If Resolution 19 is passed at the AGM, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 3 December 2021* there were outstanding awards under the Company's long-term incentive schemes in respect of 4,262,041 ordinary shares representing 1.59% of the Company's issued ordinary share capital. If the authority given by Resolution 19 were exercised in full, in addition to the authority that currently exists, these awards would represent 1.99% of the Company's issued ordinary share capital.

Resolution 20 – Notice period for general meetings

Resolution 20 is to be proposed as a special resolution to allow the Company to hold general meetings (other than annual general meetings) on at least 14 days' notice.

The Act requires listed companies to call general meetings on at least 21 clear days' notice unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice.

The Company has the power, given at the AGM held in 2021, to call a general meeting (other than an annual general meeting) on at least 14 days' notice and would like to preserve this ability. In order to do this, shareholders must first approve the calling of meetings on at least 14 days' notice. This resolution seeks such approval. The approval will be effective until the end of the Company's next AGM or until the close of business on 31 March 2023, whichever is the earlier. The Board will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

* 3 December 2021 being the latest practicable date prior to the publication of this Notice of Meeting.

BIOGRAPHIES OF DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

John Daly

Non-Executive Chairman

John was appointed Chairman of the Board in September 2017. He joined the Board as a Non-Executive Director in January 2015 and became Senior Independent Director in January 2016.

Skills, competence and experience

John brings strong international and consumer expertise to the Board, having held various executive leadership positions over the course of 20 years at British American Tobacco plc (BAT).

His most recent positions at BAT were Chief Operating Officer and Regional Director for Asia Pacific, based in Hong Kong. John is a former Director of Reynolds American Inc., which at the time was a US public company owned 42% by BAT. Prior to his time with BAT, he held various sales and marketing positions with Johnson & Johnson, Bristol-Myers Squibb, Pennwalt Corporation, Schering-Plough and Ferguson plc.

Contribution and key strengths

Extensive experience in plc governance, business development, risk management, executive leadership, stakeholder and investor relations, environment, and health, safety and sustainability.

Committee membership

Chair of the Nomination Committee and member of the Remuneration Committee.

External public directorships

Non-Executive Chairman of Vivo Energy plc.

Sue Clark

Independent Non-Executive Director

Sue was appointed as Non-Executive Director in February 2016 and since September 2017 has been Chair of the Remuneration Committee.

Skills, competence and experience

Sue has strong international credentials and has worked in the global FMCG sector for the last 16 years. In her executive career, Sue held the role of Managing Director of SABMiller Europe and was an Executive Committee member of SABMiller plc. She joined SABMiller in 2003 as Corporate Affairs Director and was part of the executive team that built the business into a top FTSE company.

Previously, Sue held a number of senior roles in UK companies, including that of Director of Corporate Affairs for Railtrack Group and Scottish Power plc.

Sue has an MBA from Heriot-Watt University and was a Director on the Board of the Edinburgh Business School from 2017 to 2019. She is also a Non-Executive Director of Tulchan Communications Group LLP, a leading advisory firm.

Contribution and key strengths

Strong international business credentials in the FMGC sector including manufacturing and supply chain/logistics, proven experience in major corporate transactions and business transformations, strategic planning, investor relations and ESG.

Committee membership

Chair of the Remuneration Committee.

External public directorships

Non-Executive Director of Mondi plc and a member of the Audit, Nomination and Remuneration Committees.

Non-Executive Director and Senior Independent Director of Imperial Brands PLC, Chair of the Remuneration Committee and a member of the Audit and Succession & Nominations Committees.

William Eccleshare

Independent Non-Executive Director

William was appointed as Non-Executive Director in November 2017.

Skills, competence and experience

William has strong international experience in business transformation, expansion, marketing, branding, restructuring and digital innovation.

He has run the European divisions of major advertising agencies WPP and Omnicom and is a former partner of McKinsey & Co where he led the firm's European marketing practice. William also served as a Non-Executive Director of Hays plc from 2004 to 2014.

William is Chief Executive Officer of Clear Channel Outdoor Holdings Inc., and led the global Out-of-Home advertising business through a major digital transformation. William is stepping down from the operational leadership of Clear Channel Outdoor Holdings Inc and has taken on a new role as Executive Vice Chairman, effective from 1 January 2022.

William is also a Director of Donmar Warehouse Projects Ltd.

Contribution and key strengths

Proven leadership skills, strong international experience in customer-focused transformation strategy, digital technologies and growth, expansion, marketing and branding and restructuring.

Committee membership

Member of the Remuneration Committee.

External public directorships

Executive Director of Clear Channel Outdoor Holdings, Inc.

Non-Executive Director and Senior Independent Director of Centaur Media plc and a member of the Remuneration, Audit and Nomination Committees.

Simon Litherland

Chief Executive Officer

Simon has been Chief Executive Officer since February 2013, having joined Britvic in September 2011 as Managing Director, Great Britain.

Skills, competence and experience

Simon's earlier career was with Diageo plc, a global leader in alcoholic beverages. His last role was Managing Director of Diageo Great Britain, having previously run Diageo's businesses in South Africa, Ireland and Central and Eastern Europe. Prior to this he led various functions and held a variety of international finance director roles in Diageo, IDV and Grand Metropolitan.

Simon was the President of the Incorporated Society of British Advertising from 2015 to 2017.

Simon was born in Zimbabwe and qualified as a Chartered Accountant with Deloitte in South Africa having gained a business degree at the University of Cape Town.

Contribution and key strengths

Proven finance, leadership and business skills in a consumer facing industry, well versed in the investment, stakeholder and ESG environments, strong customer-focus with expertise in brand building, marketing and strategy, and strong practical understanding of organisational purpose, culture and employee engagement.

External public directorships

Non-Executive Director of Persimmon plc and a member of the Audit, Nomination and Remuneration Committees.

Ian McHoul

Senior Independent Director

Ian was appointed Senior Independent Director in September 2017, having joined the Board as a Non-Executive Director in March 2014.

Skills, competence and experience

Ian served as CFO of Amec Foster Wheeler plc for nine years. Prior to this, he was Finance Director of Scottish & Newcastle plc and Finance and Strategy Director of the Innpreneur Pub Group Ltd. In addition, Ian spent 10 years with Foster's Brewing Group in a variety of roles. He brings substantial financial expertise, and extensive knowledge and experience of strategy and the beverage and retail industry, to the Board. Ian was a Non-Executive Director and Chairman of the Audit Committee of Premier Foods plc, the last year of which he was also the Senior Independent Director.

Contribution and key strengths

Substantial financial and strategic expertise, and extensive knowledge and experience of manufacturing and the beverage and retail industry.

Committee membership

Chair of the Audit Committee and member of the Nomination and Remuneration Committees.

External public directorships

Chairman of Vitec Group plc.

Non-Executive Director of Young & Co's Brewery plc and Chair of the Audit Committee.

Non-Executive Director of Bellway plc, Chair of the Audit Committee and a member of the Remuneration and Nomination Committees.

Euan Sutherland

Independent Non-Executive Director

Euan was appointed as Non-Executive Director in February 2016.

Skills, competence and experience

Euan currently serves as Group Chief Executive Officer of Saga Plc. Prior to this, he served as Group Chief Executive Officer of SuperGroup Plc for five years and as Group Chief Executive Officer for the Co-op group of companies. Earlier in his career he was Group Chief Operating Officer at Kingfisher Plc, Chief Executive Officer of B&Q and Chief Executive of AS Watson UK, owner of Superdrug. Euan has over 22 years' experience within the retail and FMCG sectors having held roles with Boots, Dixons, Coca-Cola and Mars.

Euan has a first class Honours degree in Managerial and Administrative studies from Aston University.

Contribution and key strengths

Substantial experience in the retail and FMCG sectors, with proven skills in strategy, digital innovation and wholesale expansion.

Committee membership

Member of the Audit and Nomination Committees.

External public directorships

Executive Director of Saga plc.

Joanne Wilson

Chief Financial Officer

Joanne has served as Chief Financial Officer since September 2019. She is responsible for finance, strategic, risk and internal audit, IT and master data teams. She has primary responsibility for all finance-related activities including the development of financial and operational strategies, strategic planning, deal analysis and negotiations, and investor relations. Joanne also chairs Britvic's ESG Committee.

Skills, competence and experience

Joanne has extensive financial and international experience with a strong background in the retail sector. Prior to joining Britvic, Joanne Wilson was Chief Financial Officer at dunnhumby, a global leader in customer data science and part of the Tesco group. Prior to this, she held a variety of financial and commercial roles at Tesco, working internationally as well as in the UK. Joanne started her career at KPMG, where she qualified as a Chartered Accountant and spent three years in Hong Kong.

Joanne studied Economics and Politics at Trinity College Dublin and holds the INSEAD Certificate in Corporate Governance.

Contribution and key strengths

Strong strategic and commercial acumen, proven leadership skills, and extensive experience across pricing, customer segmentation, budgeting & planning, working capital optimisation, process improvement, controls enhancement, cost savings, strategy and M&A, data management and corporate governance.

External public directorships

Non-Executive Director of Informa plc and a member of the Audit and Nomination Committees.

Emer Finnan

Independent Non-Executive Director

Emer was appointed as Non-Executive Director with effect from 1 January 2022.

Skills, competence and experience

Emer is a qualified accountant who has worked both as an investment banker and as a group CFO. She is currently President, Europe of Kildare Partners, a private equity firm based in London and Dublin, where she is responsible for investment origination in Europe. After qualifying as a chartered accountant with KPMG, she worked in investment banking at Citibank and ABN AMRO in London, and then NCB Stockbrokers in Dublin. In 2005 she joined EBS Building Society in Ireland, becoming its Finance Director in early 2010. In 2012, Emer re-joined NCB Stockbrokers to lead a financial services team in Ireland. She joined Kildare Partners in 2013.

Emer holds a Bachelor of Commerce degree from University College Dublin and is a Fellow of the Institute of Chartered Accountants in Ireland.

Contribution and key strengths

Substantial financial skills and experience, including in the FMCG sector, proven expertise in M&A and corporate finance, and strong stakeholder management credentials with regulators and government.

Committee membership

Member of the Audit, Remuneration and Nomination Committees.

External public directorships

Non-Executive Director of C&C Group plc and Chair of the Audit Committee.

ADDITIONAL NOTES ON VOTING

Entitlement to attend and vote

To be entitled to attend and vote in respect of the number of shares registered in their name, shareholders must be entered on the Register of Members of the Company by 6.30pm on Tuesday, 25 January 2022, or, if the AGM is adjourned, on the Register of Members at the close of business on the day being two business days prior to the date of the adjourned AGM. In both cases, changes to entries on the Register of Members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the AGM.

Entitlement to appoint proxies

A registered shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy will not prevent a member from subsequently attending and voting at the AGM in person.

A proxy may be appointed by any of the following methods:

- completing a Form of Proxy in accordance with its instructions and returning it to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA;
- submitting an electronic proxy appointment by logging onto Equiniti's website sharevote.co.uk. Shareholders will need their Voting ID, Task ID and Shareholder Reference Number, which can be found on the Form of Proxy or email provided. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Registrars' on-line portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at shareview.co.uk using your usual user ID and password; or
- if you are a member of CREST, by using the CREST electronic appointment service explained below.

IMPORTANT: In any case, to be valid, your electronic proxy appointment instructions or Form of Proxy must be received by the Company's Registrars, Equiniti, no later than 11.00am on Tuesday, 25 January 2022.

Instructions for CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedure described in the CREST Manual (available at euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti as the Issuer's agent (RA19) by 11.00am on Tuesday, 25 January 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that

their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Rights of persons whose shares are held on their behalf by another person

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Act (Nominated Persons). Nominated Persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you are such a Nominated Person, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee that it will deal with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.

Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares. Any such representative should bring to the Meeting a certified copy of a resolution of the directors or other governing body of the corporation concerned confirming the appointment.

Information required by Section 311A of the Act Issued Share Capital

As at 3 December 2021, being the latest practicable date prior to the publication of this Notice of Meeting, the Company's issued share capital consisted of 267,366,526 ordinary shares, carrying one vote each. Therefore, the total number of exercisable voting rights in the Company as at 3 December 2021 was 267,366,526.

Audit statements

Shareholders should also note that it is possible that, pursuant to requests made under Section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to the audit of the Company's statutory reports and accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM. The Company cannot require the shareholders requesting such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement under Section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Information available on website

A copy of the notice of AGM and other information required by Section 311A of the Act, can be found at britvic.com. You may not use any electronic address provided either in this document or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated. The 2021 Annual Report will remain on the Company's website for 10 years.

USEFUL INFORMATION

2021 dividends

	Payment date	Amount per share
Interim	7 July 2021	6.5p
Final	2 February 2022	17.7p

Dividend mandates

If you choose to take your dividends in cash, you can have these paid directly into a Sterling bank or building society account in the UK. This method of payment removes the risk of delay or loss of dividend cheques in the post and ensures that your account is credited on the due date.

The easiest way to arrange this is to register on Shareview, at shareview.co.uk, the share portal for managing your shareholding. Alternatively, you can complete a dividend mandate form and return it to the Registrar by post. You can download a mandate form from the dividends page at britvic.com/dividends. Your instruction must be received by the Registrar before the record date for a dividend in order for it to be implemented for that payment.

If you live outside the UK, our Registrar offers an Overseas Payment Service, which provides dividend payments that are automatically converted into your local currency and paid directly into your bank account. The service is available in over 90 countries worldwide and it normally costs less than paying in a sterling cheque. You can find more information and download application forms at shareview.co.uk. You can call the Registrar on +44 (0) 121 415 7019 if you need further assistance.

If you don't instruct us to pay your cash dividend into your bank account, you will be sent a Sterling cheque to your registered address. You are strongly advised to register on Shareview to keep your details up to date.

Dividend reinvestment plan (DRIP)

Shareholders can choose to reinvest dividends received to purchase further shares in the company through the company's DRIP. The purchases are made on, or as soon as reasonably practicable, after the dividend payment date, at the market price(s) available at the time. Any surplus cash dividend remaining is carried forward and added to your next dividend payment. A DRIP application form is available via the Registrar or via download from the shareholder information pages at britvic.com/dividends.

Share dealing services

The Company's Registrar, Equiniti, offers a telephone and internet dealing service, Shareview, which provides a simple and convenient way of buying and selling shares. For telephone dealings call 03456 037 037 between 8.00am and 4.30pm, Monday to Friday, and for internet dealings log onto shareview.co.uk/dealing.

Individual Savings Accounts (ISAs)

ISAs in Britvic plc ordinary shares are available through Equiniti Financial Services Limited. Further information may be obtained through their ISA Helpline, telephone 0345 0700 720.

American Depository Receipts (ADRs)

Britvic American Depository Receipts are traded on the Over The Counter (OTC) market under the symbol BTVCY. One ADR represents two Britvic plc ordinary shares. This is a sponsored Level 1 ADR programme for which the Bank of New York Mellon acts as both Depository Bank and Registrar. For the issuance and management of ADRs and any general ADR questions, please contact:

BNY Mellon Shareowner Services:

PO Box 505000, Louisville, KY 40233-5000, USA

Direct mailing for overnight packages:

BNY Mellon Shareowner Services, 462 South 4th Street, Suite 1600, Louisville, KY 40202, USA

Investor Helpline:

+1-888-BNY-ADRs (US callers, toll free), +1-201-680-6825 (non-US callers)

Email: shrrelations@cpushareownerservices.com

Website: mybnymdr.com

Financial calendar

Ex-dividend date	16 December 2021
Record date	17 December 2021
AGM	27 January 2022
Payment of final dividend	2 February 2022
Interim results announcement	17 May 2022

Warning to shareholders – boiler room fraud and other investment scams

We are aware that some of our shareholders have received unsolicited phone calls or correspondence concerning investment matters where a connection to this company is implied. These calls typically come from people claiming to be brokers based overseas who target UK shareholders, offering to sell them what often turn out to be worthless or high risk shares in US or UK investments. These operations are commonly known as 'boiler rooms'.

Similar scams have been attempted with the shareholders of many UK companies in recent years. Even experienced shareholders have been duped.

If you receive any unsolicited investment advice:

- Get the full, correct name of the person and the organisation they purport to represent.
- Before becoming involved, check that they are authorised by the FCA (Financial Conduct Authority). Check the online register or phone 0800 111 6768.
- We would advise you not to share any of your personal information such as bank account details or national insurance number.
- If you suspect an attempt at fraud, report it to the FCA on 0800 111 6768.

Read the FCA advice at

fca.org.uk/scamsmart/share-bond-boiler-room-scams.

Electronic communications

Britvic has adopted website communication as the default method of communication with shareholders. We periodically contact shareholders to ask if they would prefer to receive hard copy documents. Shareholders who do not respond to this query within 28 days are deemed to have consented to website communication under the 2006 Companies Act provisions. Britvic will still send a paper notification to tell these shareholders when new documents are posted to the website.

Alternatively, shareholders can elect to receive these notifications by email, by registering with Shareview at shareview.co.uk. This will save on printing and distribution costs, creating environmental benefits. When registering, you will need your shareholder reference number which can be found on your share certificate or proxy form. Please contact Equiniti if you require any assistance or further information.

Contacts

The Company Secretary is Clare Thomas.

The registered office is Breakspear Park, Breakspear Way, Hemel Hempstead, Hertfordshire HP2 4TZ, telephone +44 (0)1442 284400, website britvic.com.

Shareholder inquiries to the Company Secretary may be submitted to company.secretariat@britvic.com

Investor Relations enquiries may be submitted to investors@britvic.com

The 2021 Annual Report is available to download at britvic.com/annualreport.

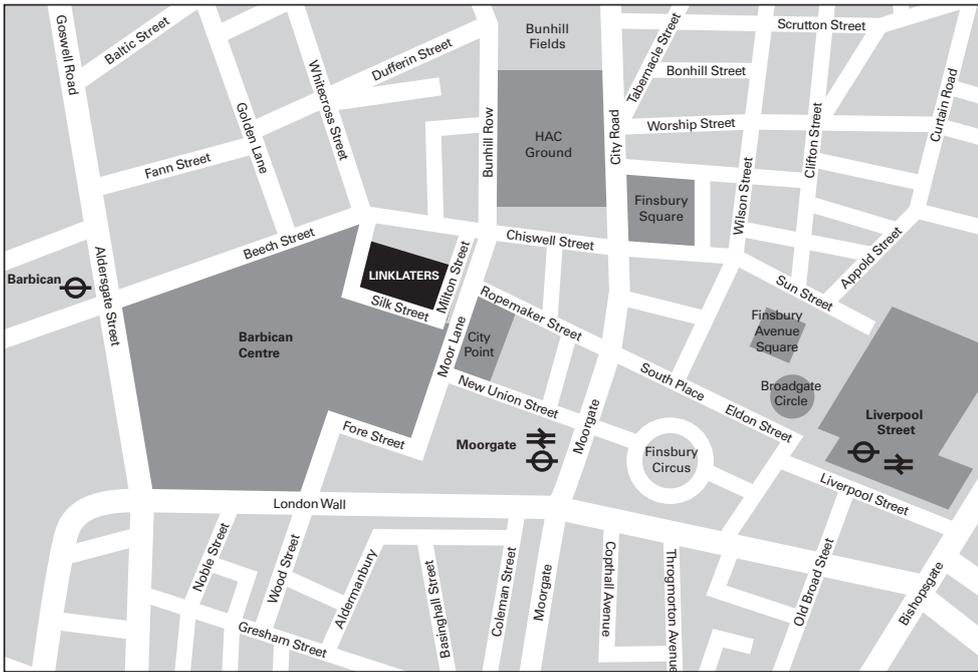
The Company's Registrar is Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, telephone 0371 384 2550* (UK callers), +44 121 415 7019 (non-UK callers).

* For those with hearing difficulties, a textphone is available on 0371 384 2255 for UK callers with compatible equipment.

NOTES FOR SHAREHOLDERS ATTENDING THE MEETING

Location

The map below shows the location of Linklaters LLP, One Silk Street, London EC2Y 8HQ where the Annual General Meeting of Britvic plc will be held.



Linklaters LLP, One Silk Street, London, EC2Y 8HQ
+44 (0) 20 7456 2000
linklaters.com

🚆 Moorgate is the nearest mainline train station. Liverpool Street and Old Street railway stations are also easily accessible.

🚶 Moorgate (Circle, Hammersmith & City, Metropolitan and Northern lines), Barbican (Circle, Hammersmith & City and Metropolitan lines).

Car park: there is a public car park in the immediate vicinity, located at the Barbican centre.

Disabled access: Linklaters' offices are accessible to wheelchair users, with the entire building being wheelchair friendly. Blue badge parking directly outside of the building is not available, but Linklaters have five bookable parking spaces underneath the building with assistance on arrival for wheelchair users – please contact Linklaters on 020 7456 2000 for further information and booking. For the hard of hearing, there are induction loops with signage at the main reception.

Schedule

10.15am: Registration commences and tea, coffee and biscuits will be available. You should allow 10-15 minutes for registration formalities.

10.45am: Auditorium doors open.

11.00am: Annual General Meeting commences.

Following the conclusion of the Meeting, further refreshments will be provided.

Security

Staff will be on duty to assist shareholders. The Company will not permit behaviour that may interfere with another person's security or safety, or the good order of the meeting.

Guests

The AGM is a private meeting of shareholders and their representatives. Only shareholders, properly appointed proxies, corporate representatives and invited company guests are permitted to attend the AGM. Shareholders wishing to bring a guest must make a request to the Company in advance by contacting Britvic's registrar. Contact details are shown on page 11. If a shareholder brings a guest without giving advance notice to the company, the guest may not be permitted to enter the ante-room or auditorium at the venue of the AGM and may be asked to leave the premises.

The Company retains absolute discretion to exclude or admit guests to the AGM, including pre-registered guests. Only the Deputy Company Secretary or a more senior company staff member may exercise this discretion.

Right to ask questions

Any member entitled to attend the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.