

Notice of annual general meeting

NOTICE IS HEREBY GIVEN that the seventy-third annual general meeting of Associated British Foods plc (the 'Company') will be held at Congress Centre, 28 Great Russell Street, London WC1B 3LS on Friday 5 December 2008 at 11.00 am to transact the following business:

Ordinary business

To propose and, if thought fit, to pass the following resolutions as ordinary resolutions:

Resolution 1

To receive the accounts and the reports of the directors and the auditors thereon for the year ended 13 September 2008.

Resolution 2

To receive and approve the directors' Remuneration report for the year ended 13 September 2008.

Resolution 3

That a dividend of 13.5p per ordinary share be paid on 9 January 2009 to holders of ordinary shares on the register of shareholders of the Company at the close of business on 5 December 2008.

Resolution 4

To elect Charles James Francis Sinclair as a director.

Resolution 5

To re-elect Willard Gordon Galen Weston as a director.

Resolution 6

To re-elect Martin Gardiner Adamson as a director.

Resolution 7

To re-elect John George Bason as a director.

Resolution 8

To re-elect George Garfield Weston as a director.

Resolution 9

To re-appoint KPMG Audit Plc as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders, and to authorise the directors to determine their remuneration.

Special business

To propose and, if thought fit, to pass the following resolution as an ordinary resolution:

Resolution 10

That the directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to a maximum of 263 million ordinary shares of 5¹⁵/₂₂p each provided that this authority shall expire on 4 December 2013, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.

To propose the following resolutions as special resolutions:

Resolution 11

That the directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) for cash pursuant to the authority conferred by Resolution 10 above as if Section 89(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

(i) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of the holders of ordinary shares on the register of members at such record date(s) 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) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with, 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 whatever; and

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate of 39 million ordinary shares of 5¹⁵/₂₂p each;

and shall expire upon the date of the next annual general meeting of the Company after the passing of this resolution or 31 December 2009, whichever is sooner, 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.

Resolution 12

That the Articles of Association of the Company shall be amended in accordance with the form of the document produced to the meeting and signed by the Chairman for the purpose of identification so as to reflect the changes in company law brought about by the 2006 Act which are already in force, as well as some minor technical or clarifying changes.

By order of the board

Paul Lister

Company Secretary
4 November 2008

Weston Centre
10 Grosvenor Street
London W1K 4QY
Registered in England and Wales
Company No. 293262

Notes

1. Resolution 3 (Dividend)

A final dividend for the year ended 13 September 2008 of 13.5p per ordinary share is recommended by the directors and is put to shareholders for their approval. If approved, the dividend will be paid on 9 January 2009 to holders of ordinary shares on the register of shareholders of the Company at the close of business on 5 December 2008 making a total dividend in respect of the year ended 13 September 2008 of 20.25p per ordinary share. In accordance with the Articles of Association of the Company, the shareholders cannot resolve to pay an amount greater than that recommended by the directors.

2. Resolutions 4 to 8 (Directors)

Biographical details of the directors to be elected or re-elected can be found on pages 18 and 19 of the annual report.

In accordance with the Articles of Association, Charles Sinclair, having been appointed a director since the last annual general meeting, is required to retire at this meeting and, being eligible, offers himself for election. The Nomination committee concluded that his general corporate experience would make a valuable contribution to the board. (Please also see the Chairman's statement on page 5 of the annual report.)

Martin Adamson, John Bason and George Weston retire by rotation in accordance with the Articles of Association. Being eligible, Martin Adamson, John Bason and George Weston offer themselves for re-election.

In accordance with the Articles of Association and the Combined Code, Galen Weston (who has served longer than nine years) will retire at the annual general meeting and will seek re-election.

In proposing the re-election of the Chairman, the Senior Independent Director has confirmed that, following a performance evaluation, he acts as an effective chairman, makes a valuable contribution and shows commitment to the role. Details of the evaluation process can be found at page 24 of the annual report.

In proposing the re-election of the non-executive directors, the Chairman has confirmed that, following 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 at page 24 of the annual report.

3. Resolutions 10 and 11 (Renewal of directors' powers to allot shares)

The Companies Act 1985 (the '1985 Act') prevents directors from allotting unissued shares without the authority of shareholders in general meeting. Resolution 10 will authorise the directors to allot substantially all of the unissued ordinary share capital, which represents approximately 25% of the Company's authorised share capital, and approximately 33% of the Company's issued ordinary share capital at 4 November 2008, at any time within the next five years. The proposed renewal of the authority should not be taken as an indication that the directors have any current plans to make an issue of shares. The directors propose to renew this authority every year asking, on each occasion, for the authority to be granted for a further period of five years.

Where shares are allotted pursuant to a general authority as provided in resolution 10 and shareholders are required to pay for them in cash, that allotment is subject to Section 89 of the 1985 Act, which requires new shares to be offered first to existing shareholders in proportion to their existing holdings. There may, however, be circumstances where directors wish to allot shares for cash other than by way of rights issue, open offer or other offer of securities and this cannot be done unless shareholders have first waived their pre-emption rights. Resolution 11 asks shareholders to do this by allowing the directors to allot for cash (i) by way of a rights issue, open offer or other offer of securities to all shareholders (subject to certain exclusions) and (ii) up to 5% of the Company's present issued ordinary share capital as at 4 November 2008 to persons other than existing shareholders. By setting the 5% limit, interests of existing shareholders are protected, as their interest in the Company cannot, without their consent, be reduced by more than 5% by the issue of new shares for cash to new shareholders.

4. Resolution 12 (Amendments to the Articles of Association)

Under Resolution 12, the Company is amending the Articles of Association ('the Articles') to reflect the changes in company law brought about by the Companies Act 2006 ('the 2006 Act') which came into effect on 6 April 2008 and on or before 1 October 2008, as well as some minor technical or clarifying changes. The 2006 Act, which is replacing the Companies Act 1985, is being implemented in stages and will be fully in force by 1 October 2009. Shareholders will be asked to approve further changes to the Articles at the next annual general meeting to take the final provisions into account.

A copy of the amended Articles is available for inspection as stated in note 8 of this notice.

Set out below is a summary of the main differences between the current Articles and the proposed amendments. This summary has been prepared in order to assist shareholders in understanding the rationale for and substance of the proposed amendments. The number identifying each Article corresponds to the amendments.

- **Definitions (Article 1.1)**
In Article 1.1 the definition of 'the seal' has been amended to make it consistent with the new means of executing documents under the 2006 Act which came into force in April 2008.
- **Share Capital (Article 3.1)**
This has been amended to reflect the current authorised share capital of the Company.
- **Transfer of Shares (Articles 28.1, 28.2 and 29)**
Under the 2006 Act, a company must either register a transfer or give the transferee notice of, and reasons for, its refusal to register the transfer. Any registration of a transfer or notice of refusal must be made or given as soon as practicable and in any event within two months from the date that the transfer is lodged with the company. The new Articles reflect these requirements. A company cannot in any event refuse to transfer a fully paid share except in very limited circumstances (such as a transfer to more than four persons).
- **Abolition of Article 30**
The provision which gave the ability to suspend the registration of transfers of shares for periods not exceeding 30 days in any one year has been removed from the Articles as there is no ability under the 2006 Act to close the register.
- **Directors' appointments, interests and conflicts of interest (Articles 102.1, 102.2, 103.1 and 103.2)**
The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director has a statutory duty to avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where appropriate, if the articles of association contain a provision to this effect. The 2006 Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty.

Article 102, which is the provision for dealing with conflicts in our current Articles, allowing directors to be interested in transactions and to be an officer of or employed by or interested in a body corporate in which the Company is interested, has been amended so that it confirms that such interests, offices or employment will not infringe the conflicts duty as codified in the 2006 Act.

New Article 102 gives the directors authority to approve conflict situations including other directorships held by the Company's directors and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

The proposed new Article 102 also contains provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director from being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

It is the board's intention to report annually on the Company's procedures for ensuring that the board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

- **Quorum (Article 106)**
The proposed amendment to Article 106 which deals with the quorum requirement for board meetings, clarifies that a director cannot count in the quorum for a matter or resolution on which he is not entitled to vote but he may count in the quorum for the other matters or resolutions to be considered or voted on at the meeting.
- **Making and retention of minutes (Article 115)**
Article 115 contains a new provision to the effect that minutes must be retained for at least ten years, reflecting the relevant provision of the 2006 Act. (No minimum retention time was previously specified.)
- **The seal (Articles 117 and 118)**
Article 117 provides that instruments (other than share certificates) to which the seal is affixed shall be signed by two authorised persons or by a director in the presence of a witness, whereas previously the requirement was for signature by either the director and secretary or two directors.

5. Voting by proxy

A shareholder entitled to attend and vote at the meeting may appoint a proxy or proxies (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A shareholder can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.

In order to be valid, an appointment of proxy must be returned by one of the following methods:

- in hard copy form by post, by courier or by hand to the Company's registered office or the Company's Registrar; or
- by completing it online at www.sharevote.co.uk and following the on-screen instructions to submit it – you will need to identify yourself with your personal investor code printed on the hard copy of the proxy form; or
- in the case of shareholders who have already registered with Equiniti's online portfolio service, Shareview, they can appoint their proxy electronically by logging on to their portfolio at www.sharevote.co.uk and clicking on 'Company Meetings'; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company not less than 48 hours before the time of the meeting.

Please note that the Company takes all reasonable precautions to ensure that no viruses are present in any electronic communication it sends out. However, the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. 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 made by means of CREST 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 the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp 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.

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.

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 his CREST sponsor or voting service provider(s) take(s)) 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.

As at 3 November 2008 (being the latest business day prior to the publication of this notice) the Company's issued share capital consists of 791,674,183 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company are 791,674,183.

6. Nominated persons

The right to appoint a proxy does not apply to persons who have been nominated by a shareholder to enjoy rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). A copy of this notice is therefore sent to a Nominated Person for information purposes only. A Nominated Person may have a right under an agreement with the shareholder by whom he was nominated to be appointed (or to have someone else appointed) as a proxy for the meeting. Alternatively, if a Nominated Person does not have such a right, or does not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

7. Voting by corporate representatives

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

8. Documents available for inspection

The following documents will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will be available at the place of the meeting from 15 minutes before the start of the meeting until its conclusion:

- copies of the directors' service contracts with the Company and the terms and conditions of the appointment of non-executive directors (except for Galen Weston who does not have a formal letter of appointment);
- the register of directors' interests in the ordinary shares of the Company; and
- a copy of the amended Articles of Association of the Company proposed to be adopted by the Company pursuant to Resolution 12 set out in this notice.

9. Shareholders entitled to attend and vote

Only persons entered on the register of members of the Company at 6.00 pm on Wednesday 3 December 2008 which is two days prior to the meeting or at that time on the date which is two days prior to any adjournment of it shall be regarded as shareholders who are entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.

10. Electronic voting

Voting on all resolutions at the meeting will be conducted electronically by a poll rather than on a show of hands. This is intended to improve the efficiency of the voting procedure.

The AGM Venue



Congress Centre

28 Great Russell Street, London WC1B 3LS

T + 44 (0) 20 7467 1318 F + 44 (0) 20 7467 1313

congress.centre@tuc.org.uk www.congresscentre.co.uk