

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your registered holding of ordinary shares in the Company, please forward this document, together with any accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.



ANIMALCARE GROUP PLC

(the "Company")

Registered in England and Wales with no. 01058015

NOTICE OF 2020 ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of the Company to be held at the Company's registered office at Unit 7 10 Great North Way, York Business Park, Nether Poppleton, York YO26 6RB on Tuesday 30 June 2020 at 15:00 BST is set out on pages 2 to 7 of this document.

Due to the ongoing COVID-19 pandemic, and the attendant control measures put in place by the UK Government, the Board has decided to run the 2020 AGM as a closed meeting. As a result, shareholders will not be permitted to attend in person. Quorum will be achieved through the attendance of two Group director shareholders and/or employee shareholders. Under the circumstances, shareholders are encouraged to submit their proxy form to ensure that their votes are registered. The Board strongly advises shareholders to appoint the chairman of the meeting as proxy for all votes. Please note that appointing a proxy who cannot attend the AGM will effectively void your vote.

You can appoint your proxy electronically by visiting www.signalshares.com where full details of the procedure can be found. You will need your investor code or IVC number. This is printed on dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, Link Asset Services. You may also request a hard copy proxy form directly from the Company's Registrars. Instructions on how to do this are provided on page 7 of this document. Your proxy appointment(s) and instructions whether submitted by hard copy or made electronically must be received by Link Asset Services by 15:00 BST on Friday 26 June 2020. Any appointments and instructions received after this time, or sent to any address other than that provided, will not be valid. A proxy may also be appointed by CREST members by using the CREST electronic proxy appointment service.

The situation surrounding COVID-19 is evolving and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the pandemic. Our Group website contains the latest information for shareholders and will be updated before the AGM to reflect any changes to the arrangements set out above. Where appropriate, we may also communicate via a Regulatory Information Service announcement.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting of Animalcare Group plc will be held at the Company's registered office at Unit 7 10 Great North Way, York Business Park, Nether Poppleton, York, YO26 6RB on Tuesday 30 June 2020 at 15:00 BST (the Meeting). The Meeting will consider and, if thought appropriate, pass the following resolutions, of which resolutions 1 to 12 will be proposed as ordinary resolutions and resolutions 13 to 15 will be proposed as special resolutions:

Ordinary resolutions

Report and Accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2019 together with the directors' report and the auditor's report on those annual accounts.

Directors

2. To re-elect Mr J Boone as a director.
3. To re-elect Mr C Brewster as a director.
4. To re-elect Mr C Cardon as a director.
5. To re-elect Mr M Coucke as a director.
6. To re-elect Lord Downshire as a director.
7. To re-elect Mr E Torr as a director.
8. To re-elect Ms J Winter as a director.

Directors' Remuneration report

9. To approve the Directors' Remuneration report set out on pages 42 to 45 of the Annual Report and Accounts 2019.

Auditors

10. To approve the appointment of PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

Remuneration of Auditors

11. To authorise the Audit and Risk Committee to determine the remuneration of the auditors.

Directors' authority to allot shares

12. To generally and unconditionally authorise the directors, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the Act), in substitution for all previous authorities to the extent unused, to exercise all the powers of the Company 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 £4,000,000 (representing approximately one third of the total share capital in issue at 27 May 2020, being the latest practicable date prior to publication of this notice of meeting); and
 - b) comprising equity securities (as defined in Section 560 (1) of the Act) up to a further aggregate nominal value of £4,000,000 in connection with an offer by way of a rights issue;

such authorities to expire at the conclusion of the 2021 Annual General Meeting (or, if earlier, at the close of business on 30 September 2021) save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, 'rights issue' means an offer to:

- a) shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - b) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;
- to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors consider necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

Special resolutions

Disapplication of pre-emption rights

13. That if resolution 12 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
- to allotments for rights issues and other pre-emptive issues; and
 - to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £600,000, such authority to expire at the end of the 2021 Annual General Meeting of the Company (or, if earlier, at the close of business on 30 September 2021) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
14. That if resolution 12 is passed, the Board be authorised in addition to any authority granted under resolution 13 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £600,000; and
 - used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dis-applying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice, such authority to expire at the end of the 2021 Annual General Meeting of the Company (or, if earlier, at the close of business on 30 September 2021) save that, in each case, the Company may before such expiry make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase of own shares

15. That the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 20 pence each in the capital of the Company ('ordinary shares') provided that:
- the maximum number of ordinary shares hereby authorised to be purchased is 6,005,716;
 - the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 20 pence per share, being the nominal amount thereof;
 - the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
 - the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the 2021 Annual General Meeting, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase such shares as if the authority conferred hereby had not expired.

By order of the Board



Chris Brewster
Secretary

5 June 2020

Registered in England and Wales No. 01058015

Registered office:
Unit 7 10 Great North Way
York Business Park
Nether Poppleton
York
YO26 6RB

Explanatory notes on the resolutions

Resolutions 1 to 12 are ordinary resolutions; resolutions 13 to 15 are special resolutions. To be passed, ordinary resolutions require more than 50% of votes cast to be in favour of the resolution whilst special resolutions require at least 75% of the votes cast to be in favour of the resolution.

Ordinary Resolutions

To receive the Annual Report and Accounts 2019

Resolution 1 is a standard resolution. The Companies Act 2006 requires the directors to lay before the Company in a general meeting the Company's annual accounts, and the directors' report and auditor's report on those accounts. The Annual Report and Accounts 2019 will be available online at <http://www.animalcaregroup.co.uk/investors/reports-and-accounts>

Re-election of directors Resolutions 2 to 8

Resolution 2 seeks approval for the re-election of Jan Boone.

Resolution 3 seeks approval for the re-election of Chris Brewster.

Resolution 4 seeks approval for the re-election of Chris Cardon.

Resolution 5 seeks approval for the re-election of Marc Coucke.

Resolution 6 seeks approval for the re-election of Lord Downshire.

Resolution 7 seeks approval for the re-election of Ed Torr.

Resolution 8 seeks approval for the re-election of Jennifer Winter.

Biographical information for each of the directors is provided on pages 28 to 31 of the Annual Report and Accounts 2019.

The Board has no hesitation in recommending the re-election of the directors to shareholders. In making these recommendations, the Board confirms that it has given careful consideration to the Board's balance of skills, knowledge and experience and is satisfied that each of the directors putting themselves forward for re-election has sufficient time to discharge their duties effectively, taking into account their other commitments.

Remuneration report

Although it is not a requirement for companies listed on AIM, the Company is putting before shareholders Resolution 9 to approve the Directors' remuneration report. The Directors' Remuneration report for the year ended 31 December 2019 is set out on pages 42 to 45 of the Annual Report and Accounts 2019 and includes details of the Directors' remuneration.

Please note that the vote on the Directors' remuneration report is advisory in nature and no director's remuneration is conditional upon the passing of the resolution.

Re-appointment of auditor

The auditor of a company must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 10 seeks approval to appoint PricewaterhouseCoopers LLP as the Company's auditor until the conclusion of the next general meeting of the Company at which accounts are laid.

Remuneration of auditors

In accordance with standard practice, Resolution 11 seeks consent for the Audit and Risk Committee to determine the remuneration of the auditors.

Directors' authority to allot shares

Resolution 12 is to renew the Directors' power to allot shares.

The authority granted in paragraph a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to approximately one third (33.3%) of the total issued share capital of the Company which, at 27 May 2020, being the latest practicable date prior to the publication of this notice of meeting, is equivalent to a nominal value of £4,000,000.

The authority granted in paragraph b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of £4,000,000 which is equivalent to approximately one third (33.3%) of the total issued share capital of the Company at 27 May 2020.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. The authorities will expire at the 2021 Annual General Meeting of the Company or if earlier, at close of business on 30 September 2021.

Special resolutions

Disapplication of pre-emption rights

Resolutions 13 and 14 will be proposed as special resolutions. If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 13 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given by resolution 12, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £600,000, being approximately 5% of the total issued share capital of the Company as at 27 May 2020.

In addition, the Pre-Emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than a further 5% of issued share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-Emption Group's Statement of Principles defines 'specified capital investment' as meaning 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 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.

Accordingly, and in line with the template resolutions published by the Pre-Emption Group, resolution 14 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given by resolution 12, or sell treasury shares, for cash up to a further nominal amount of £600,000, being approximately 5% of the total issued share capital of the Company as at 27 May 2020, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 14 is used, the Company will publish details of the placing in its next Annual Report. If these resolutions are passed, the authorities will expire at the end of the 2021 AGM or on 30 September 2021, whichever is the earlier.

The Board considers the authorities in resolutions 13 and 14 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions. The Board does not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-Emption Group's Statement of Principles) without prior consultation with shareholders.

Authority to purchase own shares

Resolution 15 is a special resolution and seeks authority for the Company to make market purchases of its own ordinary shares up to a maximum number of 6,000,000 ordinary shares, representing approximately 10% of the issued share capital at 27 May 2020. The authority requested would expire at the end of the 2020 AGM, or if earlier, 30 September 2021.

In reaching a decision to purchase ordinary shares, the directors will take account of the Company's cash resources and capital and the general effect of such purchase on the Company's business. The authority would only be exercised by the directors if they considered it to be in the best interests of the shareholders generally and if the purchase could be expected to result in an increase in earnings per ordinary share.

Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to vote at this Meeting or to appoint someone else to vote on your behalf. Given the restrictions in place during the COVID-19 pandemic, shareholders are encouraged to submit their proxy form to ensure that their votes are registered and the Board strongly advises shareholders to appoint the chairman of the meeting as proxy for all votes. Please note that appointing a proxy who cannot attend the AGM will effectively void your vote.

1. To be entitled to vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Friday 26 June 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the Meeting.
2. Given the restrictions in place during the COVID-19 pandemic, shareholders are encouraged to submit their proxy form to ensure that their votes are registered. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. Under the current circumstances, the Board strongly advises shareholders to appoint the chairman of the meeting as proxy for all votes. Please note that appointing a proxy who cannot attend the AGM will effectively void your vote.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
5. You can vote either:
 - by logging on to www.signalshares.com and following the instructions; you will need your investor code or IVC number. This is printed on dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, Link Asset Services; or
 - by requesting a hard copy proxy form directly from Link Asset Services.

Link Asset Services can be contacted on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid, a proxy form

must be completed. In each case the proxy form must be received by Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 15:00 BST on Friday 26 June 2020.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. 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 of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
8. In order for a proxy appointment or instruction 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 must be transmitted so as to be received by the issuer's agent (ID RA10) by 15:00 BST on Friday 26 June 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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 instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. 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 message. 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(s), 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 system 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.

Section 311A of the Companies Act 2006, can be found on the Group's website www.animalcaregroup.com/investors/aggm

10. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
11. As at 27 May 2020 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 60,057,161 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 May 2020 are 60,057,161.
12. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
13. As the meeting will be a closed meeting, the Board encourage shareholders to submit questions for the Board ahead of the Meeting by email to communications@animalcaregroup.com. The Board will, where appropriate, post answers on the Group's website www.animalcaregroup.com/investors/aggm after the Meeting.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
15. Voting on all resolutions will be conducted by way of a poll as the Meeting will be a closed meeting and shareholders will not be permitted to attend the Meeting in person, with the exception of those permitted to form a quorum. The results of the poll will be announced via a Regulatory Information Service and made available on the Company's website as soon as practicable after the Meeting.

A copy of this Notice, and other information required by

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