

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

ANIMALCARE GROUP PLC
(the “Company”)

Registered in England and Wales with no. 01058015

NOTICE OF 2023 ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of the Company to be held at the offices of Panmure Gordon & Co, 40 Gracechurch Street, London, EC3V 0BT on Tuesday 13 June 2023 at 11:30 BST is set out on pages 2 to 3 of this document.

You can vote electronically by visiting www.signalshares.com where full details of the procedure can be found. You will need your investor code or IVC number which are printed on dividend stationery and share certificates or can be obtained by contacting the Company’s Registrar, Link Group. Alternatively you can use Link Group’s shareholder app, LinkVote+, which you can download on the Apple App Store and Google Play. The app is free to download and use and gives shareholders the ability to access their records at any time and allows users to submit a proxy appointment quickly and easily online. You may also request a hard copy proxy form directly from Link Group. Instructions on how to do this are provided on page 6 of this document. Your proxy appointment(s) and instructions whether submitted by hard copy or made electronically must be received by Link Group by 11:30 BST on Friday 9 June 2023. 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 49th Annual General Meeting of Animalcare Group plc will be held at the offices of Panmure Gordon & Co, 40 Gracechurch Street, London, EC3V 0BT on Tuesday 13 June 2023 at 11:30 BST (the Meeting). The Meeting will consider and, if thought appropriate, pass the following resolutions, of which resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 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 2022 together with the directors' report and the auditors' report on those annual accounts.

Dividends

2. To declare a final dividend for the year ended 31 December 2022 of 2.4 pence per ordinary share.

Directors

3. To re-elect Mr J Boone as a director.
4. To re-elect Mr C Brewster as a director.
5. To re-elect Mr M Coucke as a director.
6. To re-elect Dr D Hutchens as a director.
7. To re-elect Ms S Metayer as a director.
8. To re-elect Mr E Torr as a director.
9. To re-elect Ms J Winter as a director.

Directors' Remuneration report

10. To approve the Directors' Remuneration Report set out in the Annual Report and Accounts 2022.

Auditors

11. 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

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

Directors' authority to allot shares

13. 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 £4,006,144 (representing approximately one third of the total share capital in issue at 5 May 2023, 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 £4,006,144 in connection with an offer by way of a rights issue;such authorities to expire at the conclusion of the 2024 Annual General Meeting (or, if earlier, at the close of business on 13 September 2024) 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:

- i. shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. 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

14. That if resolution 13 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:

- a. to allotments for rights issues and other pre-emptive issues; and
- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount of £1,201,843.22, being 10% of the total ordinary share capital in issue as at 5 May 2023, being the latest practicable date prior to publication of this notice of meeting; and
- c. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. or paragraph b. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b. above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying 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 2024 Annual General Meeting of the Company (or, if earlier, at the close of business on 13 September 2024) 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.

15. That if resolution 13 is passed, the Board be authorised in addition to any authority granted under resolution 14 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:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,201,843.22 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or a specified 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; and
- b. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a. above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying 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 2024 Annual General Meeting of the Company (or, if earlier, at the close of business on 13 September 2024) 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

16. 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:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 6,009,216;
- b. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 20 pence per share, being the nominal amount thereof;
- c. 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
- d. the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the 2024 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
19 May 2023

Registered in England and Wales No. 01058015

Registered office:
Animalcare Group plc
Moorside
Monks Cross Drive
York, YO32 9LB UK

Explanatory notes on the resolutions

Resolutions 1 to 13 are ordinary resolutions; resolutions 14 to 16 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 2022

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 auditors' report on those accounts. The Annual Report and Accounts 2022 will be available online at www.animalcaregroup.com/investors/reports-and-accounts

Declaration of Final Dividend

Resolution 2 deals with the recommendation of the Directors that a final dividend of 2.4 pence per ordinary share be paid. If approved, it is intended that the final dividend will be paid on Friday 14 July 2023 to shareholders on the register of members at close of business on Friday 16 June 2023.

Re-election of directors Resolutions 3 to 9

Resolution 3 seeks approval for the re-election of Jan Boone.

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

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

Resolution 6 seeks approval for the re-election of Doug Hutchens.

Resolution 7 seeks approval for the re-election of Sylvia Metayer.

Resolution 8 seeks approval for the re-election of Ed Torr.

Resolution 9 seeks approval for the re-election of Jennifer Winter.

Biographical information for the directors who served during the year is provided in the Board of Directors section of the Annual Report and Accounts 2022.

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 10 to approve the Directors' Remuneration Report. The Directors' Remuneration Report for the year ended 31 December 2022 is set out within the Our Governance section of the Annual Report and Accounts 2022 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

A company's auditors must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 11 seeks approval to appoint PricewaterhouseCoopers LLP as the Company's auditors 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 12 seeks consent for the Audit and Risk Committee to determine the remuneration of the auditors.

Directors' authority to allot shares

Resolution 13 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 5 May 2023, being the latest practicable date prior to the publication of this notice of meeting, is equivalent to a nominal value of £4,006,144.

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 £4,006,144 which is equivalent to approximately one third (33.3%) of the total issued share capital of the Company at 5 May 2023.

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 2024 Annual General Meeting of the Company or if earlier, at close of business on 13 September 2024.

Special resolutions

Disapplication of pre-emption rights

Resolutions 14 and 15 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 14 deals with the authority of the directors to allot new shares or other equity securities pursuant to the authority given by resolution 13, 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 £1,201,843.22, being approximately 10% of the total issued share capital of the Company as at 5 May 2023.

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 10% 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 15 seeks to authorise the directors to allot new shares and other equity securities pursuant to the authority given by resolution 13, or sell treasury shares, for cash up to a further nominal amount of £1,201,843.22, being approximately 10% of the total issued share capital of the Company as at 5 May 2023, 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 15 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 2024 AGM or on 13 September 2024, whichever is the earlier.

The Board considers the authorities in resolutions 14 and 15 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.

Authority to purchase own shares

Resolution 16 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 6,009,216 ordinary shares, representing approximately 10% of the issued share capital at 5 May 2023. The authority requested would expire at the end of the 2024 AGM, or if earlier, 13 September 2024.

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. 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 9 June 2023. This is two working days before the Meeting. 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. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 6.30pm on the day which is two working days prior to the adjourned AGM, or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.
2. 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. 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. A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the proxy form. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the Meeting.
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 Group; or
 - by using Link Group's shareholder app, LinkVote+, which you can download on the Apple App Store and Google Play. The app is free to download and use and gives shareholders the ability to access their records at any time and allows users to submit a proxy appointment quickly and easily online; or
 - by requesting a hard copy proxy form directly from Link Group.
Link Group can be contacted on Tel: +44 (0)371 664 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 Group at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK by 11:30 BST on Friday 9 June 2023.

6. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion or withhold from voting.
7. 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.
8. 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). 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.
9. 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 & International 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 11:30 BST on Friday 9 June 2023. 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.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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.
11. 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. Corporate shareholders are encouraged to complete and return a form of proxy appointing the Chairman of the Meeting to ensure their votes are included in the poll.
12. As at 5 May 2023 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 60,092,161 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 5 May 2023 are 60,092,161.
13. 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.
14. The Board encourages shareholders to submit questions ahead of the Meeting by email to: communications@animalcaregroup.com; questions must be submitted by 11.30 BST on Friday 9 June 2023. The Board will seek to respond to questions during the Meeting and/or by publishing written responses on the Group's website www.animalcaregroup.com/investors/shareholder-centre/agm/ after the Meeting.
15. 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.
16. Voting on all resolutions will be conducted by way of a poll. The result 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 Section 311A of the Companies Act 2006, can be found on the Group's website www.animalcaregroup.com/investors/shareholder-centre/agm/

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