

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have any doubts about what action you need to take, you should seek your own financial advice from an appropriately authorised independent financial adviser. 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 person through whom you sold or transferred them, to forward to the purchaser or transferee.



ANIMALCARE GROUP PLC

(the “Company”)

Registered in England and Wales with no. 01058015

NOTICE OF 2025 ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of the Company to be held at the offices of Squire Patton Boggs LLP, 60 London Wall, London, EC2M 5TQ on Tuesday 10 June 2025 at 9:30 BST is set out on pages 2 to 3 of this document.

You can vote electronically via the Investor Centre app or web browser at uk.investorcentre.mpms.mufg.com. You will need your investor code (IVC) which is printed on your dividend stationery and share certificates or can be obtained by contacting the Company’s Registrar, MUFG Corporate Markets. You may also request a hard copy proxy form directly from MUFG Corporate Markets. 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 MUFG Corporate Markets by 9:30 BST on Friday 6 June 2025. 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. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting of Animalcare Group plc will be held at the offices of Squire Patton Boggs LLP, 60 London Wall, London, EC2M 5TQ on Tuesday 10 June 2025 at 9:30 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 2024 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 2024 of 3.0 pence per ordinary share.

Directors

3. To re-elect Mr C Brewster as a director.
4. To re-elect Mr M Coucke as a director.
5. To re-elect Dr D Hutchens as a director.
6. To re-elect Ms S Metayer 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 in the Annual Report and Accounts 2024.

Auditors

10. To re-appoint Grant Thornton UK LLP 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 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 £4,598,994 (representing approximately one third of the total share capital in issue as at 28 April 2025 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 £4,598,994 in connection with an offer by way of a rights issue

such authorities to expire at the conclusion of the 2026 Annual General Meeting (or, if earlier, at the close of business on 9 September 2026) 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

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:
 - 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 £1,379,698, being 10% of the total ordinary share capital in issue as at 28 April 2025, 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 2026 Annual General Meeting of the Company (or, if earlier, at the close of business on 9 September 2026) 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:
- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,379,698 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 2026 Annual General Meeting of the Company (or, if earlier, at the close of business on 9 September 2026) 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:
- a. the maximum number of ordinary shares hereby authorised to be purchased is 6,898,492;
 - 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 2026 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

15 May 2025

Registered in England and Wales No. 01058015

Registered office:

Animalcare
Moorside
Monks Cross Drive
York, YO32 9LB UK

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 and 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 2024

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 2024 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 3.0 pence per ordinary share be paid. If approved, it is intended that the final dividend will be paid on Friday 18 July 2025 to shareholders on the register of members at close of business on Friday 20 June 2025.

Re-election of directors - Resolutions 3 to 8

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

Resolution 4 seeks approval for the re-election of Marc Coucke.

Resolution 5 seeks approval for the re-election of Doug Hutchens.

Resolution 6 seeks approval for the re-election of Sylvia Metayer.

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 the directors who served during the year is provided in the Board of Directors section of the Annual Report and Accounts 2024.

All directors are standing for re-election this year.

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 2024 is set out within the Our Governance section of the Annual Report and Accounts 2024 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.

Appointment of auditors

A company's auditors must be appointed or re-appointed at each general meeting at which the accounts are laid. Resolution 10 seeks approval to re-appoint Grant Thornton UK 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 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, as at 28 April 2025, being the latest practicable date prior to the publication of this notice of meeting, is equivalent to a nominal value of £4,598,994.

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 £4,598,994 which is equivalent to approximately one third (33.3%) of the total issued share capital of the Company.

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 2026 Annual General Meeting of the Company or if earlier, at close of business on 9 September 2026.

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. These resolutions are in accordance with the Statement of Principles on Disapplying Pre-Emption Rights issued on 4 November 2022 by the Pre-Emption Group (the “**Statement of Principles**”) and the template resolutions published by the Pre-Emption Group.

Resolution 13 seeks to disapply the pre-emption rights provisions of Section 561 of the Act in respect of: (a) the allotment of equity securities for cash pursuant to rights issues and other pre-emptive issues; (b) other issues of equity securities for cash up to an aggregate nominal amount of £1,379,698, being approximately 10% of the current issued share capital; and (c) a further aggregate nominal amount equal to 20% of the nominal value of any shares allotted under (b) if used only for the purposes of making a follow-on offer of the kind contemplated in paragraph 3 of Section 2(b) of the Statement of Principles.

In addition, the 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 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, 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: (a) up to a further nominal amount of £1,379,698, being approximately 10% of the total issued share capital of the Company, only in connection with an acquisition or specified capital investment of the kind contemplated by the Pre-Emption Group; and (b) a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2(b) of the Statement of Principles.

The maximum number of new shares or other equity securities that could be allotted or treasury shares that could be sold on a non-pre-emptive basis if the authorities in both Resolutions 13 and 14 were used would be 20% of the issued ordinary share capital of the Company, plus a total maximum additional 4% of the issued ordinary share capital of the Company under the provisions permitting the allotment of shares or other equity securities for the purposes of any follow-on offers.

If resolutions 13 and 14 are passed, these powers will expire at the same time as the authority referred to in resolution 12.

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.

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 6,898,492 ordinary shares, representing approximately 10% of the issued share capital of the Company. The authority requested would expire at the end of the 2026 AGM, or if earlier, 9 September 2026.

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 chair 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 6 June 2025. 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.
5. You can vote either:

- via the Investor Centre app or web browser at uk.investorcentre.mpms.mufg.com and following the instructions; you will need your investor code (IVC). This is printed on your dividend stationery and share certificates or can be obtained by contacting the Company's Registrar, MUFG Corporate Markets;

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



- by requesting a hard copy proxy form directly from MUFG Corporate Markets.

MUFG Corporate Markets can be contacted via email at shareholderenquiries@cm.mpms.mufg.com or 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.
- If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9:30 BST on Friday 6 June 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

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 MUFG Corporate Markets at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, UK by 9:30 BST on Friday 6 June 2025.

6. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity 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 9:30 BST on Friday 6 June 2025. 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 28 April 2025 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 68,984,915 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 April 2025 are 68,984,915.
13. The Board encourages shareholders to submit questions ahead of the Meeting by email to: communications@animalcaregroup.com; questions must be submitted by 9:30 BST on Friday 6 June 2025. 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.
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. 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 can be found on the Group's website www.animalcaregroup.com/investors/shareholder-centre/agm/

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