

**Explanatory notes relating to the completion of the Proxy Form**

Please also refer to the notes on the Notice of Annual General Meeting.

- As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- The completion and return of a Proxy Form (or other appointment of a proxy) does not preclude you from attending the meeting and voting in person. However, if you do so, your proxy appointment will be automatically terminated.
- You can appoint a proxy using this form or electronically at [www.signalshares.com](http://www.signalshares.com) or via the CREST system. Further details are given in the Notice of Annual General Meeting. A proxy need not be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- To instruct your proxy how to vote on each resolution, mark the appropriate box on the Proxy Form with an 'X'. To abstain from voting on a resolution, select the 'Withheld' box. 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 instructions are given, 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.
- To be valid, this Proxy Form and any power of attorney or authority under which it is signed (or a duly certified copy of such power or authority) must be:
  - completed and signed;
  - sent or delivered to our registrar, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by our registrar, Link Asset Services, no later than 11.30am on Friday 21st June 2019.
- Where the member is a company, the Proxy Form and any subsequent formal revocation of a proxy appointment should be signed by a director or duly authorised officer or attorney.
- As an alternative to completing the hard copy Proxy Form, you may appoint your proxy electronically, by visiting [www.signalshares.com](http://www.signalshares.com). You will need your investor code or IVC number. This is printed on dividend stationery and share certificates or can be obtained by contacting Link Asset Services. Full details of the procedure are given on the website. Your proxy appointment(s) and instructions made electronically will not be valid if sent to any address other than that provided or if received by Link Asset Services after 11.30am on Friday 21st June 2019.
- CREST members (ie those that hold shares in uncertificated form) who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Link Asset Services (ID: RA10) by 11.30am on Friday 21st June 2019.
- In the case of joint holders, the vote of the first named in the register will be accepted to the exclusion of the votes of the other joint holders.
- To appoint more than one proxy, please photocopy this form and indicate on each form how many shares may be voted by the named proxy. Multiple proxy forms must be signed individually and should be returned together, in a single envelope, to :Link Asset Services, The Registry, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. The total number of shares to be voted by the proxies must not exceed the total registered in your name.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- Details of how to change your proxy instructions or revoke your proxy appointment are set out in the notes to the Notice of Annual General Meeting.
- You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.
- The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members as at close of business on Friday 21st June 2019 or, if the meeting is adjourned, close of business on the day which is two days prior to the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.



**Proxy Form**

For use at the Annual General Meeting ("AGM") of Animalcare Group plc to be held at 11.30am on Tuesday 25th June 2019 at the offices of Panmure Gordon & Co, One New Change, London EC4M 9AF.

I/We, being a member(s) of Animalcare Group plc, hereby appoint the Chairman of the meeting, or the following person (see note 3)

.....  
 as my/our proxy(ies) to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday 25th June 2019 and at every adjournment thereof.

I/We direct my/our proxy(ies) to vote on the resolutions set out in the Notice convening the Annual General Meeting as I/we have indicated by marking the appropriate box with an "X". If no "X" is inserted, my/our proxy will vote or abstain from voting at their discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM (including any motion to amend a resolution or adjourn the meeting).

Please tick this box if you would like to attend the AGM:

RESOLUTION

	VOTE FOR	VOTE AGAINST	VOTE WITHHELD
1. To receive the Annual Report and Accounts 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend of 2.4p per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect Ms J Winter as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Mr J Boone as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr C Brewster as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr C Cardon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr M Coucke as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Lord Downshire as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr J Lambert as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Mr E Torr as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the Directors' Remuneration report set out on pages 43 to 46 in the Annual Report and Accounts 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve the appointment of PricewaterhouseCoopers LLP as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit Committee to approve the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To dis-apply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Additional authority to dis-apply statutory pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To authorise market purchase of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To authorise general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please give, in block capitals, shareholder name(s) and address (refer to the address label on the envelope in which this proxy form was sent or share certificate or dividend payment) – include the names of joint holders if any.

Shareholder name .....

(and if any) Joint holder(s) name(s) .....

Address .....

.....

I/We authorise my/our proxy(ies) to act at his/her/their discretion in relation to any other business properly put before the meeting (including any resolution to adjourn the meeting).

Date ..... Signature(s) .....

To be valid, this Proxy Form must be received by the Company's Registrar, Link Asset Services, at the address printed overleaf by no later than 11.30am on Friday 21st June 2019.

Business Reply  
Licence Number  
RLUB-TBUX-EGUC



PXS  
34 Beckenham Road  
BECKENHAM  
BR3 4TU