

Animalcare Group plc

15th October 2012

Company Number: 1058015

NOTICE OF MEETING

Notice is hereby given of the 39th Annual General Meeting of ANIMALCARE GROUP plc to be held at The Bridge Hotel, Walshford, Wetherby, North Yorkshire, LS22 5HS on Tuesday, 6th November 2012 at 11.30 am to transact the following business:

Ordinary Business

1. Approval of the minutes of the 38th Annual General Meeting
2. Adoption of the directors' report and audited financial statements for the year ended 30th June 2012
3. To declare a final dividend for the year ended 30th June 2012
4. To reappoint as a director S M Wildridge (who retires by rotation)
5. To appoint as a director R B Harding
6. To appoint as a director C J Brewster
7. Reappointment of KPMG Audit Plc as auditors to the Company
8. To authorise the directors to fix the remuneration of the auditors
9. To authorise the use of electronic communications to shareholders

Special Business

As special business, to consider and if thought fit pass the following resolutions which will be proposed as to resolution 10 as an ordinary resolution and as to resolution 11 as a special resolution:

10. That, subject to and in accordance with the Articles of Association of the Company, the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 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 up to a maximum nominal amount of £855,000 (being approximately 21 per cent of the current issued share capital) provided that such authority shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or such rights to be granted after such expiry, and the Directors may allot such shares and grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.
11. That, subject to the passing of resolution 10 as set out in the notice of this meeting, and in accordance with the Articles of Association of the Company, the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 9 as set out in the notice of this meeting as if section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:

- (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
- (ii) otherwise than pursuant to sub-paragraph (i) above, up to 5% of the nominal value of the issued share capital of the Company, being in aggregate a nominal amount of £207,000 as at 14th September 2012

and such power shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

By Order of the Board

C J Brewster
Company Secretary

Note:

Every member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.

As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders (including those who hold shares in uncertificated form) must be entered on the Company's share register at 6.00 pm on Friday 2nd November 2012 in order to be entitled to attend and vote at the Annual General Meeting.

Explanation of Special Business

The Companies Act 2006 provides that Directors shall only allot unissued shares with the authority of shareholders in general meeting. Resolution 9 will be proposed as an ordinary resolution to grant the Directors general authority to issue shares in the Company up to an aggregate nominal amount of £855,000.

The Companies Act 2006 also provides that any allotment of new shares for cash must be made pro rata to individual shareholders' holdings, unless such provisions are disapplied under section 570 of the Companies Act 2006. Resolution 10 will be proposed as a special resolution to grant the Directors authority to allot equity securities for cash, without first offering them to shareholders pro rata to their holdings. This authority facilitates issues made by way of rights to shareholders which are not strictly in accordance with section 561(1) of the Companies Act 2006, and authorises other allotments of up to a maximum aggregate nominal amount of £207,000 of equity securities, representing approximately 5 per cent of the nominal value of the issued ordinary share capital of the Company as at 14th September 2012.