



**Proxy Form**

For use at the 42nd annual general meeting of Animalcare Group plc (the "Company") convened for 11.30am on Tuesday 17th November 2015 at Animalcare Group plc, 10 Great North Way, York Business Park, Nether Poppleton, York, YO26 6RB.

**Notes:**

- 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. Submission of a proxy form does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be terminated automatically.
- If it is desired to appoint any other person(s) as your proxy, the words "the Chairman of the Meeting" should be deleted and the name and address of the other person(s) inserted in block letters in the space provided. A proxy need not be a member of the Company. Any alterations or deletions must be signed or initialled. A duly appointed proxy may attend the meeting, speak, vote on a show of hands and vote on a poll. To appoint more than one proxy, complete a photocopy of this form. Please also indicate, by ticking the relevant box, if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
- The manner in which the proxy is to vote should be indicated by marking a 'X' in either "For" or "Against", if neither is marked, the proxy will vote or abstain (i.e. can decide not to vote at all) at his/her discretion. The proxy will vote or abstain at his/her discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting). The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- In the case of a corporation this proxy form must be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders of shares the signature of any one of them will suffice, but the names of all joint holders should be shown. In the case of joint holders of shares, the vote of the person whose name appears before the name of the other joint holder(s) on the register of members of the Company in respect of the share and who tenders a vote by proxy will be accepted to the exclusion of the votes of the other joint holder(s).
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Company's share register at 6.00pm on Friday 13th November 2015.
- To be valid, this proxy form must be lodged, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the Company's registrars, Capita Asset Services, Proxy Department, 34 Beckenham Road, Beckenham, BR3 4TU to arrive by 11.30am on Friday 13th November 2015.
- 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.

I/We .....  
of .....  
..... (BLOCK CAPITALS)

being a member/members of the Company appoint the Chairman of the meeting, or (see note 2)

..... (BLOCK CAPITALS)

as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held on Tuesday 17th November 2015 at 11.30am or at any adjournment thereof, on the following resolutions, as indicated by an 'X' in the appropriate box below (see note 3) and any other business which may properly come before the meeting or any such adjournment.

Please tick here if this proxy is one of multiple appointments being made (see note 2)

Please enter number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement

**RESOLUTIONS**

|   | <b>For</b>           | <b>Against</b>       | <b>Vote Withheld</b> |
|---|----------------------|----------------------|----------------------|
| 1. To receive and adopt the directors' report and audited financial statements for the year ended 30th June 2015. | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 2. To declare a final dividend for the year ended 30th June 2015.   | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 3. To re-elect R B Harding as a director of the Company.  | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 4. To re-elect C J Brewster as a director of the Company.   | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 5. To re-appoint KPMG LLP as auditors to the Company.   | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 6. To authorise the directors to determine the auditors' remuneration.  | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 7. To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006.                  | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| 8. To authorise the directors to allot equity securities pursuant to section 570 of the Companies Act 2006.       | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Signature ..... Date .....

Joint holders (if any)

Signature..... Signature.....

Signature..... Signature.....

**Registered Office and Head Office:** Unit 7, 10 Great North Way, York Business Park, York, YO26 6RB.

www.animalcaregroup.co.uk

Business Reply  
Licence Number  
RLUB-TBUX-EGUC



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