



27th October 2014

Company Number: 1058015

NOTICE OF MEETING

Notice is hereby given of the 41st Annual General Meeting of ANIMALCARE GROUP plc to be held at Animalcare Group plc, 10 Great North Way, York Business Park, Nether Poppleton, York, YO26 6RB on Tuesday, 18th November 2014 at 11.30 am to transact the following business:

Ordinary Business

1. Approval of the minutes of the 40th Annual General Meeting.
2. Adoption of the directors' report and audited financial statements for the year ended 30th June 2014.
3. To declare a final dividend for the year ended 30th June 2014 of 4.0 pence per ordinary share.
4. To reappoint as a director Dr I D Menneer (who retires by rotation)
5. To reappoint as a director Lord Downshire (who retires by rotation).
6. To reappoint KPMG LLP as auditors of the Company.
7. To authorise the directors to determine the auditors' remuneration.
8. 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 £850,000 (being approximately 20 per cent of the Company's issued share capital as at 30th September 2014) 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.
9. That, subject to the passing of resolution 8 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 30th September 2014

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

Notes:

1. 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. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Details of how to appoint the Chairman or another person as your proxy are set out in the notes to the Proxy Form. 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.
2. 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 6.00pm on Friday 14th November 2014 in order to be entitled to attend and vote at the Annual General Meeting.
3. As at 30th September 2014, the Company's issued share capital consisted of 20,960,204 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company are 20,960,204.
4. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:
 - a. The audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
 - b. any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company, that the members propose to raise at the meeting.

