

Company Number: 1058015

NOTICE OF ANNUAL GENERAL MEETING

Notice is given of the 42nd annual general meeting of Animalcare Group plc (the “Company”) to be held at Animalcare Group plc, 10 Great North Way, York Business Park, Nether Poppleton, York, YO26 6RB on Tuesday, 17th November 2015 at 11.30am to consider and, if thought fit, pass the following resolutions.

Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution.

Ordinary Business

1. To receive and adopt the directors’ report and audited financial statements for the year ended 30th June 2015.
2. To declare a final dividend for the year ended 30th June 2015 of 4.3 pence per ordinary share.
3. To re-elect R B Harding (who is retiring by rotation) as a director of the Company.
4. To re-elect C J Brewster (who is retiring by rotation) as a director of the Company.
5. To re-appoint KPMG LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
6. To authorise the directors of the Company to determine the auditors’ remuneration.

Special Business

7. That, subject to and in accordance with the Articles of Association of the Company (the “Articles”), the directors of the Company (the “Directors”) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) 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 £1,387,995 (being approximately one third of the Company’s issued share capital as at 30th September 2015) 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 offers or agreements 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 any such offer or agreement as if the authority conferred by this resolution had not expired.
8. That, subject to the passing of resolution 7, and in accordance with the Articles, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 7 as if section 561(1) and sub-sections (1) – (6) of section 562 of the Act 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 issue, open offer or other pre-emptive issue or offer to (a) the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment and (b) persons who are holders of other classes of equity securities if this is required by the rights of such securities (if any) or, if the Directors consider

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 instrument) 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 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 or any other matter whatever; and

- (ii) otherwise than pursuant to sub-paragraph (i) above, up to approximately 10 per cent. of the nominal value of the issued share capital of the Company as at 30th September 2015, being in aggregate a nominal amount of £420,592 as at 30th September 2015,

and such powers 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 offers or agreements which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any 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 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 (an) other person(s) 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. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to different shares. Where a member has appointed more than one proxy, the proxies so appointed will together only have the same number of votes as the member who appointed them would have if he were present at the meeting.
3. In the case of joint holders of shares, the vote of the person whose name appears before the names of the other joint holder(s) on the register of members of the Company in respect of the share and who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s).
4. If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.

5. 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 13th November 2015 in order to be entitled to attend and vote at the meeting.
6. As at 30th September 2015, the Company's issued share capital consisted of 21,029,636 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 21,029,636.

Explanations of resolutions:

Resolution 1 – Accounts

The directors of the Company are obliged to lay the Company's financial statements and the report of the directors before members at a general meeting. Those accounts and the report are contained within the Company's Annual Report, a copy of which is available on the Company's website www.animalcaregroup.co.uk/investors and accompanies this document to shareholders who have not elected to receive such documents by electronic means.

Resolution 2 – Dividends

A final dividend of 4.3 pence per ordinary share is recommended by the directors for payment to shareholders on the register at the close of business on 23rd October 2015. A final dividend can only be paid after it has been approved by shareholders at a general meeting and resolution 2 seeks such approval.

Resolutions 3 and 4 – Re-election of directors

At each general meeting:

- a. any director who was not elected or re-elected at either of the two preceding annual general meetings is required to retire; and
- b. such number of other directors as would be required for the total number retiring to represent one third of the current directors are required to retire.

If the number of relevant directors is not a multiple of three, the number nearest to but not greater than one third of directors are obliged to retire. The directors required to retire under b. above will be those who have been longest in office since their last re-election, and as between persons who become or were last re-elected on the same day, those required to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director is eligible for re-election. R B Harding and C J Brewster retire by rotation and are offering themselves for re-election.

Resolution 5 – Re-appointment of auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid, to hold office until the next general meeting at which accounts are laid.

The present auditors, KPMG LLP, are willing to continue to act as the Company's auditors and this resolution proposes their re-appointment.

Resolution 6 – Determination of auditors' remuneration

In accordance with standard practice, this resolution authorises the directors to determine the level of the auditors' remuneration.

Resolution 7 – Authority to allot shares

Resolution 7 grants the directors of the Company authority to allot unissued share capital up to an aggregate nominal amount of £1,387,995 and being approximately one third of the Company's ordinary share capital in issue at 30th September 2015.

The authority, if granted, will expire at the conclusion of the next annual general meeting of the Company.

Resolution 8 – Disapplication of statutory pre-emption rights

To give the directors some flexibility to raise capital through a non-pre-emptive issue of shares, resolution 8 disapplies the statutory pre-emption rights which would otherwise apply on an issue of shares for cash and is limited to allotments in connection with rights issues or other pre-emptive offers, or otherwise up to a maximum nominal amount of £420,592 and being approximately 10 per cent. of the Company's ordinary share capital in issue at 30th September 2015.

The power, if granted, will expire at the conclusion of the next annual general meeting of the Company.