

Company Number: 1058015

**NOTICE OF MEETING**

Notice is hereby given of the 40<sup>th</sup> 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, 5<sup>th</sup> November 2013 at 11.30 am to transact the following business:

**Ordinary Business**

1. Approval of the minutes of the 39<sup>th</sup> Annual General Meeting.
2. Adoption of the directors' report and audited financial statements for the year ended 30<sup>th</sup> June 2013.
3. To declare a final dividend for the year ended 30<sup>th</sup> June 2013 of 3.8 pence per ordinary share.
4. To reappoint as a Director J S Lambert (who retires by rotation).
5. KPMG Audit Plc have notified the Company that they are not seeking reappointment. It is proposed that KPMG LLP be and are hereby appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the auditors' remuneration.
7. 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 13<sup>th</sup> September 2013) 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.
8. That, subject to the passing of resolution 7 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 13<sup>th</sup> September 2013

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 6.00 pm on Friday 1st November 2013 in order to be entitled to attend and vote at the Annual General Meeting.
3. As at 13<sup>th</sup> September 2013, the Company's issued share capital consisted of 20,745,204 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company are 20,745,204.
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.
5. In connection with the resignation of KPMG Audit Plc (Resolution 5), the Company is required as a matter of law to circulate to you a copy of the statement of circumstances connected with the resignation of the Company's auditors. This statement is enclosed within the document.

## Resolution 5

### Statement of circumstances of resignation



**KPMG Audit Plc**  
1 The Embankment  
Neville Street  
Leeds LS1 4DW  
United Kingdom

Tel +44 (0) 113 231 3549  
Fax +44 (0) 113 231 3200

Animalcare Group Plc  
Unit 7, 10 Great North Way  
York Business Park  
Nether Poppleton  
York  
YO26 6RB

1 October 2013

Dear Sirs

**Statement to Animalcare Group Plc (no. 01058015) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be accepting appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

A handwritten signature in black ink that reads 'KPMG Audit Plc'.

KPMG Audit Plc

