

THE COMPANIES ACT 2006

COMPANY NUMBER 1058015

Resolutions of
Animalcare Group plc (the 'Company')

Passed 7 June 2022

At the 48th Annual General Meeting of the above-named Company, convened and held on 7 June 2022 at 11:30 BST, the following resolutions were proposed and duly passed:

Ordinary Resolution

Directors' authority to allot shares

13. To generally and unconditionally authorise the directors, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 'Act'), in substitution for all previous authorities to the extent unused, 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

- a. up to an aggregate nominal amount of £4,006,144 (representing approximately one third of the total share capital in issue at 3 May 2022, being the latest practicable date prior to publication of this notice of meeting); and
- b. comprising equity securities (as defined in Section 560 (1) of the Act) up to a further aggregate nominal value of £4,006,144 in connection with an offer by way of a rights issue;

such authorities to expire at the conclusion of the 2023 Annual General Meeting (or, if earlier, at the close of business on 7 September 2023) save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, 'rights issue' means an offer to:

- i. shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. holders of other equity securities if this is required by the rights of those securities or, if the directors consider it 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 document) 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 consider necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

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Special Resolutions

Disapplication of pre-emption rights

14. That if resolution 13 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- a. to allotments for rights issues and other pre-emptive issues; and
- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £600,922, being 5% of the total ordinary share capital in issue at 3 May 2022, being the latest practicable date prior to publication of this notice of meeting, such authority to expire at the end of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 7 September 2023) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. That if resolution 13 is passed, the Board be authorised in addition to any authority granted under resolution 14 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £600,922; and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the 2023 Annual General Meeting of the Company (or, if earlier, at the close of business on 7 September 2023) save that, in each case, the Company may before such expiry make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase of own shares

16. That the Company be generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 20 pence each in the capital of the Company ('ordinary shares') provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 6,009,216;
 - b. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 20 pence per share, being the nominal amount thereof;
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- c. the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
- d. the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the 2023 Annual General Meeting, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed wholly or partly after the expiry of such authority and the Company may purchase such shares as if the authority conferred hereby had not expired.



Chris Brewster
Company Secretary
Animalcare Group plc