



**PREMIER  
VETERINARY  
GROUP**

## Notice of Annual General Meeting

First Floor, Uppingham Gare, Uppingham, Rutland LE15 9NY

Wednesday 15 September 2021 at 10:30am

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**This document is important and requires your immediate attention**

If you are in any doubt as to any aspect of the contents of this document or as to the action you should take in relation to the Annual General Meeting, you should consult your stockbrokers, bank manager, solicitors, accountants or other professional independent adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Premier Veterinary Group plc you should pass this notice and other enclosures to the person through whom the sale or transfer was made for onwards transmission to the purchaser or transferee.

# **PREMIER VETERINARY GROUP PLC**

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### **Arrangements for the 2021 AGM**

In light of the British Government's lifting of restrictions, shareholders are permitted to attend the AGM in person this year, however, in view of the current prevailing guidance in relation to the COVID-19 pandemic, specifically the recommendation in relation to large indoor gatherings, and in the interest of the health and safety of all our shareholders and colleagues, it is our preference that the 2021 AGM be convened with the minimum quorum of shareholders (which will comprise the Company's Directors) in order to conduct the business of the meeting. We are strongly recommending shareholders do not attend the AGM and instead you are encouraged to appoint the Chair of the AGM as your proxy. Should you still elect to attend, notwithstanding this recommendation, please inform us in advance by emailing [investorrelations@premiervetgroup.co.uk](mailto:investorrelations@premiervetgroup.co.uk) and we will share details of our health and safety policy.

We will, of course, monitor developments in relation to the pandemic and the latest Government guidance and will continue to assess over the coming weeks whether it becomes necessary to make any amendments to the arrangements for the AGM. We, therefore, ask shareholders to monitor the Company's website for any further updates in relation to the AGM.

This year, we are requesting that any questions on the Annual Accounts or other business to be transacted at the meeting are submitted by shareholders in advance. Shareholders can do so by sending questions in writing to the Registered Office or by emailing [investorrelations@premiervetgroup.co.uk](mailto:investorrelations@premiervetgroup.co.uk) to arrive no later than Friday 10 September 2021. Prior to the meeting, relevant questions to the Directors will be answered and shown on the investor section of the Company's website at [www.premiervetgroup.co.uk](http://www.premiervetgroup.co.uk).

Due to the pandemic, the Directors have taken the decision that voting on each of the resolution to be put to the AGM will be taken on a poll, rather than a show of hands to reflect the numbers of shares held by a shareholder. Only those shareholders registered on the Company's register of members as at close of business on 13 September 2021 will be entitled to attend, speak and vote at the meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. To ensure their vote is counted the Company recommends shareholders appoint the Chair of the AGM as proxy rather than a named person. Proxy votes must be received no later than 10:30 am on 13 September 2021.

### **Premier Veterinary Group plc**

Company Number: 04313987

Registered in England and Wales

Registered Office: New Bond House, Bond Street, Bristol BS2 9AG

# PREMIER VETERINARY GROUP PLC

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the 2021 Annual General Meeting of Premier Veterinary Group plc (the "**Company**") will be held at the offices of First Floor, Uppingham Gate, Uppingham, Rutland LE15 9NY on Wednesday 15 September 2021 at 10:30 am, to consider and, if thought fit, pass the following ordinary resolutions.

### **ORDINARY BUSINESS**

#### **Annual Report and Accounts**

1. To receive the Annual Report and Accounts (incorporating the reports of the Directors and the auditor) for the year ended 30 September 2020. (**Resolution 1**)

#### **Auditors**

2. To appoint Bishop Fleming LLP as auditors of the Company to hold office until the conclusion of the Company's next annual general meeting. (**Resolution 2**)
3. To authorise the Directors to set the auditors' remuneration. (**Resolution 3**)

Your Board of Directors believes that the ordinary resolutions proposed at this Annual General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

By order of the Board of Directors

**Andrew Paull**  
**Company Secretary**  
**Premier Veterinary Group plc**  
**6 August 2021**

Registered Office: New Bond House, Bond Street, Bristol BS2 9AG  
Registered in England and Wales No 04313987

## **EXPLANATORY NOTES ON THE RESOLUTIONS**

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The notes on the following pages explain the resolutions proposed at the Annual General Meeting of Premier Veterinary Group plc (the "**Company**"), to be held at First Floor, Uppingham Gate, Uppingham, Rutland LE15 9NY on Wednesday 15 September 2021 at 10:30 am (the "**AGM**").

Resolutions 1 to 3 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### **Resolution 1 – Adoption of Annual Report and Accounts**

For each financial year, the Directors are required to present the Annual Report and Accounts (incorporating the reports of the Directors and the auditor) to the shareholders at a general meeting. The Annual Report and Accounts laid before the Annual General Meeting are for the financial year ending 30 September 2020.

#### **Resolutions 2 and 3 – Re-appointment of auditors and auditors' remuneration**

Resolutions 2 and 3 propose the appointment of Bishop Fleming LLP as the Company's auditor, to serve until the conclusion of the Company's next annual general meeting, and authorises the Directors to agree the auditor's remuneration.

## PROCEDURAL AND EXPLANATORY NOTES FOR THE AGM

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

### Entitlement to attend and vote

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on **13 September 2021**. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested to please inform us in advance at [investorrelations@premiervetgroup.co.uk](mailto:investorrelations@premiervetgroup.co.uk) and we will share details of our health and safety policy, and if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

### Proxies

3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - request a hard copy form of proxy directly from the registrars, Link Group on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:30, Monday to Friday; excluding public holidays in England and Wales
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by **10:30 am on 13 September 2021**. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

In each case the appointment of a proxy must be received by PXS 1 Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by **10:30 am on 13 September 2021**.

Completed proxy forms should NOT be sent to the Company's registered office.

## Corporate representatives

12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. In accordance with the provisions of the Companies Act 2006 (the "Act"), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, though there are restrictions on more than one such representative exercising powers in relation to the same shares.

## Issued share capital and total voting rights

13. As at close of business on 6 August 2021, being the last practicable day prior to the publication of this Notice, the Company's issued share capital comprised **17,143,239** ordinary shares of 10 pence. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this Notice is **17,143,239**.

## Members' rights to ask questions

14. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

## Inspection of documents

15. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 10:15 am on the day of the Meeting until the conclusion of the Meeting:
  - copies of the Directors' letters of appointment or service contracts.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

## Security

17. Security measures will be in place to ensure your safety at the AGM. Please do not bring suitcases, large bags or rucksacks. If you do, we may ask you to leave the item in the cloakroom. Recording equipment, cameras and other items that might interfere with the good order of the meeting will not be permitted. Mobile phones must be turned off or on silent during the meeting. Please also note that those attending the AGM will not be permitted to hand out leaflets in the venue.

## Website and voting results

18. A copy of this Notice, and other information required by Section 311A of the Act, can be found on the Company's website at [www.premiervetgroup.co.uk](http://www.premiervetgroup.co.uk).
19. The results of the voting at the AGM will be announced through a regulatory information service and will appear on our website [www.premiervetgroup.co.uk](http://www.premiervetgroup.co.uk) as soon as reasonably practicable.

## Nominated persons

20. Any person to whom this Notice is sent as a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.
21. The statement of the rights of members in relation to the appointment of proxies in paragraph 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company.



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[www.premiervetgroup.co.uk](http://www.premiervetgroup.co.uk)  
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