



PREMIER
VETERINARY
GROUP

Notice of Annual General Meeting

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

Wednesday 22 March 2023 at 10:30 am

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting of Premier Veterinary Group plc (the "**Company**") will be held at First Floor, Uppingham Gate, Uppingham, Rutland LE15 9NY on Wednesday 22 March 2023 at 10:30 am, to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 4 (inclusive) will be proposed as ordinary resolutions and resolutions 5 to 7 (inclusive) will be proposed as special 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 2022. (**Resolution 1**)

Auditors

2. To re-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**)

Directors' authority to allot shares

4. That the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
 - A. up to an aggregate nominal amount of £571,441.30 (such amount to be reduced by any allotments or grants made under paragraph B. below in excess of such sum); and
 - B. comprising equity securities (as defined in the Companies Act 2006 (the "**Act**") up to an aggregate nominal amount of £1,142,882.60 (such amount to be reduced by any allotment or grants made under paragraph A. above) in connection with an offer by way of a rights issue:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authority to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on the date which is fifteen months from the date this resolution is passed) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority granted by this Resolution 4 ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended. (**Resolution 4**)

SPECIAL BUSINESS

General authority to disapply pre-emption rights

5. That, if Resolution 4 is passed, the directors be given power to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such power to be limited:
 - A. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph B. of Resolution 4, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- ii. to holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- B. in the case of the authority granted under paragraph A. of Resolution 4 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph A. above) up to an aggregate nominal amount of £42,858.10,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on the date which is fifteen months from the date this resolution is passed) but, in each case, during this period 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 power granted by this Resolution 5 ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended. **(Resolution 5)**

Additional authority to disapply pre-emption rights

- 6. That, if Resolution 5 is passed, the directors be given the power in addition to any power granted under Resolution 5 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph A. of Resolution 4 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

- A. limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £85,716.20; and
- B. used only for the purposes of financing a transaction which the directors determine 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 or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the end of next year's annual general meeting (or, if earlier, until the close of business on the date which is fifteen months from the date this resolution is passed) but, in each case, during this period 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 power granted by this Resolution 6 ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended. **(Resolution 6)**

General Meetings

- 7. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice. **(Resolution 7)**

Your Board of Directors believes that the 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
3 February 2023

Registered Office: The Quorum, Bond Street South, Bristol BS1 3AE
Registered in England and Wales Number 04313987

EXPLANATORY NOTES ON THE RESOLUTIONS

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 22 March 2023** at **10:30 am** (the "**AGM**").

Resolutions 1 to 4 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 2022.

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

Resolutions 2 and 3 propose the re-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.

Resolution 4 – Authority to allot shares

Paragraph A. of Resolution 4 would give the directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £571,441.30. This amount represents no more than one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 3 February 2023, the latest practicable date before publication of this Notice.

In line with guidance issued by the Investment Association, paragraph B. of this Resolution 4 would give the directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £1,142,882.60, as reduced by the nominal amount of any shares issued under paragraph A. of Resolution 4. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 3 February 2023, the latest practicable date before publication of this Notice.

The directors have no present intention to exercise the authority sought under Resolution 4, however, it is considered prudent to maintain the flexibility that this authority provides. The Company's directors intend to renew this authority annually.

The powers under Resolution 4, if granted, will expire at the earlier of fifteen months from the date this resolution is passed and the conclusion of the next annual general meeting of the Company.

Resolutions 5 and 6 – Disapplication of pre-emption rights

These resolutions will be proposed as special resolutions. Under section 561(1) of the Companies Act 2006 (the "**Act**"), if the directors wish to allot ordinary shares, or grant rights to subscribe for, or convert securities into, ordinary shares, (which for this purpose includes a sale of treasury shares for cash) other than pursuant to an employee share scheme, they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

The directors have no present intention of exercising these authorities, but these resolutions are considered appropriate to give directors the flexibility referred to above. The directors intend to renew these authorities annually.

The power set out in Resolution 5 would be limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the directors otherwise consider necessary, or (b) otherwise up to an aggregate nominal amount of £42,858.10. This aggregate nominal amount represents no more than 2.5% of the issued ordinary share capital of the Company (excluding treasury shares) as of 3 February 2023, the latest practicable date prior to publication of this Notice.

In respect of the power under paragraph B. of Resolution 5, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles (the "**Principles**") regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

Resolution 5 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Principles. The power under Resolution 6 is in addition to that proposed by Resolution 5 and would be limited to allotments or sales of up to an aggregate nominal amount of £85,716.20 in addition to the power set out in Resolution 5. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as of 3 February 2023, the latest practicable date prior to publication of this Notice.

The powers under Resolutions 5 and 6, if granted, will expire at the earlier of fifteen months from the date this resolution is passed and the conclusion of the next annual general meeting of the Company.

Resolution 7 – Notice of General Meetings

Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 increased the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period. Such a shorter period cannot, however, be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

Until the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings other than an annual general meeting on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 7 seeks the necessary shareholder approval. The shorter notice period would not be used as a matter of routine for such meetings, but only when flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

The changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

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 **Monday 20 March 2023**. 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 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.

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 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.

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 Monday 20 March 2023**. Completed proxy forms **SHOULD NOT** be sent to the Company's registered office.

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 notes 9-11 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). 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.
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 **Monday 20 March 2023**. 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.

Corporate representatives

- 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

- As at close of business on **3 February 2023**, 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

- 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

- 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.
- 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

- 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

- A copy of this Notice can be found on the Company's website at www.premiervetgroup.co.uk.
- The results of the voting at the AGM will appear on our website www.premiervetgroup.co.uk as soon as reasonably practicable.

Premier Veterinary Group plc
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Premier Veterinary Group plc
Registered in England & Wales
Company Number 04313987