

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

|  |                              |
|--|------------------------------|
| <b>(a) Full name of discloser:</b>   | Premier Veterinary Group plc |
| <b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b><br><i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i> | N/A                          |
| <b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b><br><i>Use a separate form for each offeror/offeree</i>  | Premier Veterinary Group plc |
| <b>(d) Is the discloser the offeror or the offeree?</b>  | OFFEREE                      |
| <b>(e) Date position held:</b><br><i>The latest practicable date prior to the disclosure</i>   | 28 September 2023            |
| <b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b><br><i>If it is a cash offer or possible cash offer, state "N/A"</i>                                       | N/A                          |

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

| Class of relevant security:   | Interests |   | Short positions |   |
|---|-----------|---|-----------------|---|
|   | Number    | % | Number          | % |
| <b>(1) Relevant securities owned and/or controlled:</b>                                   | Nil       |   | Nil             |   |
| <b>(2) Cash-settled derivatives:</b>  | Nil       |   | Nil             |   |
| <b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b> | Nil       |   | Nil             |   |
| <b>TOTAL:</b>   | Nil       |   | Nil             |   |

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

|  |             |
|--|-------------|
| <b>Class of relevant security in relation to which subscription right exists:</b>  | <b>None</b> |
| <b>Details, including nature of the rights concerned and relevant percentages:</b> | <b>None</b> |

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE****Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

- (a) Interests in Premier Veterinary Group plc's ordinary shares in which the directors of Premier Veterinary Group plc are interested (including their close relatives and related trusts):

| <b>Director</b>               | <b>Number of ordinary shares (0.1p)</b> | <b>Percentage of issued share capital<sup>1</sup></b> |
|-------------------------------|---|---|
| Rajan Uppal <sup>2,3,4</sup>  | 6,369,454                               | 38.60%  |
| Dominic Tonner <sup>2,4</sup> | 2,071,874                               | 12.55%  |
| Andy Paull <sup>2</sup>       | 56,500                                  | 0.34%   |
| Neil Wood <sup>2</sup>        | 2,606                                   | 0.01%   |

1. Based on issued share capital of 16,497,970 (and excludes the ordinary A shares detailed below)
2. Includes shares held by family members
3. Includes shares held in the Rajan Uppal 2022 Trust
4. Bybrook Financial Solutions Limited (whose sole shareholder and director is Rajan Uppal) ("BFSL") and Crossroads Finance Limited (a company wholly owned by Dominic Tonner and his wife) ("Crossroads"), Rajan Uppal, Tracey Uppal (wife of Rajan Uppal) and Dominic Tonner and all of the direct and indirect subsidiaries of BFSL and Crossroads and any associated companies and companies of which such companies are associated companies are defined as acting in concert. Together they hold 8,441,328 ordinary shares.

- (b) Interests in Premier Veterinary Group plc's ordinary A shares in which the directors of Premier Veterinary Group plc are interested (including their close relatives and related trusts):

| <b>Director</b> | <b>Number of ordinary A shares (0.1p)</b> | <b>Percentage of issued share capital including ordinary A shares<sup>1</sup></b> |
|-----------------|---|---|
| Dominic Tonner  | 645,269 <sup>2</sup>                      | 100.00%   |

1. Based on issued ordinary A share capital of 645,269
2. Ordinary A Shares are subject to automatic conversion into, and re-designation as, A deferred shares of £0.10 nominal value each ("A Deferred Shares") on the basis of one A Deferred Share for every A Share in the event of a sale

- (c) Options over Premier Veterinary Group plc's ordinary shares held by the directors of Premier Veterinary Group plc and their close relatives and related trusts:

| <b>Name</b> | <b>Option scheme</b> | <b>Date of award</b> | <b>Number of shares</b> | <b>Exercise price</b> | <b>Vesting date</b> | <b>Expiry date</b> |
|-------------|----------------------|----------------------|-------------------------|-----------------------|---------------------|--------------------|
|-------------|----------------------|----------------------|-------------------------|-----------------------|---------------------|--------------------|

|                |                              |                  |           |         |                  |                  |
|----------------|------------------------------|------------------|-----------|---------|------------------|------------------|
| Dominic Tonner | 2014 EMI Scheme              | 27 February 2015 | 279,035   | £0.1010 | 27 February 2016 | 27 February 2025 |
| Employees      | 2014 EMI Scheme              | 13 February 2019 | 94,517    | £0.4617 | 13 February 2022 | 13 February 2029 |
| Employees      | 2014 EMI Scheme - Unapproved | 13 February 2019 | 45,000    | £0.4617 | 13 February 2022 | 13 February 2029 |
| Employees      | 2020 EMI Scheme              | 2 March 2021     | 1,120,094 | £0.5000 | 2 March 2021     | 12 October 2025  |
| Dominic Tonner | 2020 EMI Scheme              | 2 March 2021     | 633,094   | £0.5000 | 2 March 2021     | 12 October 2025  |
| Andy Paull     | 2020 EMI Scheme              | 2 March 2021     | 486,996   | £0.5000 | 2 March 2021     | 12 October 2025  |
| Employees      | 2020 EMI Scheme – Unapproved | 2 March 2021     | 340,894   | £0.5000 | 2 March 2021     | 12 October 2025  |

(d) Convertible loans over Premier Veterinary Group plc's ordinary shares held:

| Name            | Date of award   | Number of shares | Exercise price | Exercise period / vesting date   |
|-----------------|-----------------|------------------|----------------|--|
| Denplan Limited | 12 October 2020 | 15,346,949       | £0.1000        | The earlier of a sale of the Company, a listing of the Company, a sale of all or a material part of the business and assets of the Company and 12 October 2025 |

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

**(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or  
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

None

**(c) Attachments**

**Are any Supplemental Forms attached?**

|   |    |
|---|----|
| <b>Supplemental Form 8 (Open Positions)</b> | NO |
| <b>Supplemental Form 8 (SBL)</b>            | NO |

|                            |  |
|----------------------------|--|
| <b>Date of disclosure:</b> | 29 September 2023                        |
| <b>Contact name:</b>       | <b>Andy Paull, Chief Finance Officer</b> |
| <b>Telephone number:</b>   | <b>+44 117 370 0300</b>                  |

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*