



ANNUAL GENERAL MEETING 2022

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own personal financial advice from your stockbroker, solicitor, accountant, fund manager or other appropriate independent financial advisor authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if you are not, from another appropriately authorised independent financial advisor.

If you have sold or otherwise transferred all of your shares in CVS Group plc (the "**Company**"), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for transmission to the purchaser or transferee.

ANNUAL GENERAL MEETING 2022

CVS Group plc

Registered in England and Wales No. 06312831 at its registered office:

CVS House
Owen Road
Diss
Norfolk
IP22 4ER

28 October 2022

Dear Shareholder,

ANNUAL GENERAL MEETING 2022

I am pleased to send you details of our 2022 Annual General Meeting (**AGM**), which will be held at The Pennoyer Centre, Station Road, Pulham St Mary, Norfolk IP21 4QT on 23 November 2022 at 11.00 a.m.

The formal notice of the AGM (the "**Notice**") is enclosed with this letter and sets out the business to be considered at the AGM. The purpose of this letter is to provide you with further details about those items of business.

Attendance and voting

We are keen to welcome shareholders to attend in person, however, the Company shall continue to monitor public safety guidance and any legislation in response to the COVID-19 pandemic. Should circumstances change to such a degree that we consider it is no longer possible for shareholders to attend the meeting, we will hold the AGM with the minimum number of persons in attendance as is legally required to form a quorate meeting and this will be achieved through the attendance of employee shareholders. No business will be considered at the AGM other than the resolutions dealt with in this Notice. We will notify shareholders of any changes through our website, <https://www.cvsukltd.co.uk/investor-centre/agm/>, and, where appropriate, by a regulatory information service announcement.

We strongly encourage shareholders to submit a proxy vote in advance of the AGM and to appoint the Chair of the meeting as their proxy, rather than a named person who may not be able to attend the meeting if circumstances change. Further details on how to do this are set out on page 8.

If the Chair of the AGM is appointed as proxy, he or she will vote in accordance with any instructions given to them. If the Chair of the AGM is given discretion as to how to vote, he or she will vote in favour of each of the resolutions to be proposed at the AGM. We are proposing to put all resolutions at the AGM by the way of a poll rather than a show of hands. This will allow the votes of all shareholders to be counted.

Shareholders intending to attend the AGM, should this be possible, are asked to register their intention as soon as practicable by contacting the Company Secretary via an email titled "AGM 2022 – Attendance" to: company.secretary@cvs vets.com providing their name, address and confirmation that they wish to attend.

This year, shareholders will be asked to approve 18 resolutions. Resolutions 1 to 14 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 15 to 18 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report and Accounts

The Directors must present the Company's annual accounts and Directors' and auditor's reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 30 June 2022, and are called the Annual Report 2022. The Annual Report 2022 is available on the Company's website, www.cvsukltd.co.uk/investor-centre.

Resolution 2: Directors' Remuneration Report

The Company is seeking shareholder approval of the part of its Directors' Remuneration Report which describes how the Company's Directors' remuneration policy has been implemented during the previous financial year and will be implemented in the current financial year.

The relevant part of the Directors' Remuneration Report is set out within pages 89 to 93 of the Annual Report 2022.

Unlike companies which are listed on the Main Market of the London Stock Exchange, the Company, as an AIM quoted company, is not required to present the Directors' Remuneration Report to its shareholders under Section 439 of the Companies Act 2006 (the "**Act**"). However, as they have in previous years, the Directors consider it best practice to put the Directors' Remuneration Report to its shareholders for approval. This vote is advisory only; therefore, it does not affect the historical remuneration paid to any individual Director.

Resolution 3: Final dividend

The Directors are recommending a final dividend for the year ended 30 June 2022 of 7.0p per ordinary share. If approved, the final dividend will be paid on 2 December 2022 to shareholders whose names appear on the register at the close of business on 18 November 2022.

Resolutions 4 to 10: Re-appointment and appointment of Directors

In compliance with the UK Corporate Governance Code 2018 (the “Code”), all Directors are standing for re-election at the AGM.

Resolutions 4 to 10 propose the reappointment of Richard Connell, David Wilton, Deborah Kemp, Richard Gray, Richard Fairman, Ben Jacklin and Robin Alfonso respectively as Directors.

Richard Connell has held the position of Chair of the Board since October 2007 and has therefore served on the Board for more than nine years, which is an example in the Code of a circumstance in which a Non-Executive Director’s independence is likely to be, or could appear to be, impaired. The Board of Directors believes that Richard’s knowledge of the veterinary sector and experience of private equity and the Group’s operations and experience of transactions continue to be invaluable to the leadership of the Group. David Wilton, Deborah Kemp and Richard Gray are considered to be independent by the Board.

The Board, having considered the mix of skills, knowledge and experience of the Directors, confirms that each Director continues to perform his or her duties effectively, showing integrity and high ethical standards whilst maintaining sound, independent judgement in respect of all decisions taken at both Board and, where applicable, Committee level to ensure the Company’s long-term sustainable success. For further information on the skills and experience of the Directors, please see the biographies set out on pages 70 and 71 of the Annual Report and in note 6 on pages 9 and 10 of this document.

The review process of the existing Directors and the Company’s assessment of independence are described on page 75 of the Annual Report 2022, and the Company’s updated Corporate Governance Statement can be found on pages 72 to 78.

Resolutions 11 and 12: Re-appointment and remuneration of auditor

The Company is required to appoint an auditor at each general meeting at which its annual accounts and reports are presented to shareholders. The Audit Committee has recommended to the Board that Deloitte LLP be proposed for re-appointment. Therefore, resolution 11 proposes the re-appointment of Deloitte LLP as auditor (to hold office until the next such meeting), and, in accordance with normal practice, resolution 12 authorises the Audit Committee to determine the auditor’s remuneration.

Resolution 13: Authority to allot shares

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders in general meeting.

Resolution 13 renews a similar authority given at last year’s AGM and, if passed, will authorise the Directors to allot shares in the Company (and to grant such rights) up to an aggregate nominal amount of £47,436.97 (which represents approximately one-third of the issued ordinary share capital of the Company as at 27 October 2022, being the last practicable date before the publication of this document). If given, this authority will expire at the conclusion of the Company’s next AGM or within 15 months of the passing of resolution 13 (whichever is the earlier). It is the Directors’ intention to renew this authority each year.

The Directors have no current intention to exercise the authority sought under resolution 13, except to satisfy options under the Company’s share option schemes, if appropriate, and to ensure that the Company has maximum flexibility in managing the Group’s resources.

Resolution 14: Section 190 transaction

Resolution 14 seeks approval for the Company to acquire The Harrogate Vet Limited from certain individual sellers which include a connected person of Mr Benjamin Jacklin (a Director of the Company) for a total acquisition price of up to £4.1 million (the “Acquisition”). As the consideration receivable by the connected person of Mr Jacklin is in excess of £100,000, it constitutes a substantial property transaction under Sections 190 and 191 of the Act, and therefore requires the prior approval of the shareholders, which is being sought at this AGM. The proposed Acquisition, which has been entered into on 13 October 2022 conditional on the approval of the shareholders (in accordance with Section 190(1) of the Act), has been conducted on an arm’s length basis and has been subject to the usual level of scrutiny and review applied to all proposed acquisitions. This has included a full review by the Company’s Board of Directors and its legal advisors. Mr Jacklin has not been involved in the negotiations or decision making related to the proposed Acquisition and has absented himself from all Board discussions relating to it.

ANNUAL GENERAL MEETING 2022 continued

Resolutions 15 and 16: Disapplication of pre-emption rights

Generally, if the Directors wish to allot new shares or other equity securities (within the meaning of Section 560 of the Act) for cash then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disappplied by shareholders.

Resolutions 15 and 16, which will be proposed as special resolutions, renew a similar power given at last year's AGM and, if passed, will enable the Directors to allot equity securities for cash without having to comply with statutory pre-emption rights.

The powers proposed under resolution 15 will be limited to allotments:

- (a) in connection with a rights issue, open offer or other pre-emptive offer to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the Directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £7,115.54 (which represents approximately 5% of the issued ordinary share capital of the Company as at 27 October 2022, being the last practicable date before the publication of this document).

The powers proposed under resolution 16 are in addition to those sought under resolution 15 and will be limited to allotments:

- (a) up to an aggregate nominal amount of £7,115.54 (which represents approximately 5% of the issued ordinary share capital of the Company as at 27 October 2022, being the last practicable date before the publication of this document); and
- (b) used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) 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.

There are no present plans to exercise these powers and, in accordance with the provisions in the Statement of Principles issued by the Pre-Emption Group, the Directors do not intend to allot shares for cash on a non-pre-emptive basis pursuant to the authorities in resolution 15 and 16:

- in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares); or
- in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period,

in each case other than: (i) in connection with one or more acquisition or specified capital investment announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment; or (ii) when suitable consultation has been undertaken in advance and an explanation given.

If given, these powers will expire at the conclusion of the Company's next AGM or on or within 15 months of the passing of resolutions 15 and 16 (whichever is the earlier). It is the Directors' intention to renew this power each year.

Resolution 17: Purchase by the Company of its own shares

Resolution 17, which will be proposed as a special resolution, renews a similar authority given at last year's AGM. If passed, it will allow the Company to purchase up to 7,115,545 ordinary shares in the market (which represents approximately 10% of the issued ordinary share capital of the Company as at 27 October 2022, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next AGM or within 15 months of the passing of resolution 17 (whichever is the earlier). It is the Directors' intention to renew this authority each year.

The Directors have no current intention to exercise the authority sought under resolution 17 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base.

Resolution 18: Notice of general meeting

The notice period required by the Act for general meetings of traded companies is 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. The Company is not a traded company for the purposes of the Act as its shares are admitted to AIM, which is not considered a regulated market for the purposes of the Act, but is choosing to put resolution 18 to shareholders to comply with best practice. Annual General Meetings will continue to be held on at least 21 clear days' notice.

The authority granted by resolution 18, if passed, will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The shorter notice period afforded by resolution 18 would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. It is the Directors' intention not to call a meeting on less than 14 working days' notice unless there is a need for urgency.

Recommendation

The Board considers that all the resolutions that will be put to the AGM are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of them.

Action to be taken

Notwithstanding that shareholders are welcome to attend the AGM in person, we are strongly encouraging all shareholders to vote on all resolutions by appointing the Chair of the AGM as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person. Members planning on attending are encouraged to perform a COVID-19 test the day before, to mitigate risk of exposure and transmission.

You can appoint the Chair as your proxy:

- > by completing the Proxy Form sent to you with this document, and returning it to our registrar; or
- > online at [Sharevote.co.uk](https://sharevote.co.uk) using the voting numbers printed on your Proxy Form; or
- > (if you are a CREST member) by using the CREST electronic proxy appointment service; or
- > institutional investors may be able to appoint a proxy electronically via the Proxymity platform.

Your proxy appointment must be received by 11.00 a.m. on 21 November 2022. Further details relating to voting by proxy are set out in the notes to the Notice and in the Proxy Form.

Yours sincerely

Richard Connell
CHAIR

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting of CVS Group plc (the “**Company**”) will be held at The Pennoyer Centre, Station Road, Pulham St Mary, Norfolk, IP21 4QT on 23 November 2022 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company’s annual accounts and the Directors’ and auditor’s reports for the year ended 30 June 2022.
2. To approve the Directors’ Remuneration Report (other than the part containing the Directors’ remuneration policy) for the year ended 30 June 2022.
3. To declare a final dividend for the year ended 30 June 2022 of 7.0p per ordinary share in the capital of the Company, which will be paid on 2 December 2022 to shareholders whose names appear on the register at the close of business on 18 November 2022.
4. To re-appoint Richard Connell as a Director of the Company.
5. To re-appoint David Wilton as a Director of the Company.
6. To re-appoint Deborah Kemp as a Director of the Company.
7. To re-appoint Richard Gray as a Director of the Company.
8. To re-appoint Richard Fairman as a Director of the Company.
9. To re-appoint Ben Jacklin as a Director of the Company.
10. To re-appoint Robin Alfonso as a Director of the Company.
11. To re-appoint Deloitte LLP as auditor of the Company.
12. To authorise the Audit Committee to determine the remuneration of the auditor.
13. That, pursuant to Section 551 of the Companies Act 2006 (the “**Act**”), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £47,436.97, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in substitution for all existing authorities under Section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).
14. That the acquisition by the Company of The Harrogate Vet Limited for a total acquisition price of up to £4.1 million, from certain individual sellers, which include a connected person of Mr Benjamin Jacklin (a Director of the Company), be approved in accordance with Section 190 of the Act.

To consider and, if thought fit, to pass the following resolutions as special resolutions:

15. That, subject to the passing of resolution 13 and pursuant to Section 570 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority granted by resolution 13 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 15.1. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - 15.1.1. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 15.1.2. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

15.2. otherwise than pursuant to paragraph 15.1 of this resolution, up to an aggregate nominal amount of £7,115.54 and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under Section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

16. That, subject to the passing of resolutions 13 and 15, the Directors be and are generally empowered in addition to any authority granted under resolution 15 to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority granted by resolution 13 for cash as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

16.1. up to an aggregate nominal amount of £7,115.54; and

16.2. used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) 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, and this power shall expire at the conclusion of the next Annual General Meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

17. That, pursuant to Section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0.2p each in the capital of the Company ("**Shares**"), provided that:

17.1. the maximum aggregate number of Shares which may be purchased is 7,115,545;

17.2. the minimum price (excluding expenses) which may be paid for a Share is 0.2p; and

17.3. the maximum price (excluding expenses) which may be paid for a Share is an amount equal to 105% of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made, and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company or within 15 months of the passing of this resolution (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

18. That the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 clear days' notice.

By order of the Board

Jenny Farrer
Company Secretary
28 October 2022

Registered office:
CVS House
Owen Road
Diss
Norfolk
IP22 4ER

Registered in England and Wales No. 06312831

NOTES

Entitlement to vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.30 p.m. on 21 November 2022 (or, if the meeting is adjourned, 6.30 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to vote by proxy at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to vote by proxy (and the number of votes they may cast) at the meeting.

Shareholders wishing to attend the meeting, should this be possible, are asked to register their attendance as soon as practicable by emailing the Company Secretary at company.secretary@cvsjets.com using the heading "AGM 2022 – Attendance". Please provide your name, address and confirmation that you wish to attend in person.

We would remind all shareholders that rules around capacity at the venue and changes in health and safety requirements may mean that shareholders cannot ultimately attend the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

Notwithstanding shareholders are welcome to attend the AGM in person, we are strongly encouraging all shareholders to vote on all resolutions by appointing the Chair of the AGM as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.

A proxy may only be appointed in accordance with the procedures set out in this note 2, notes 3 and 7 and the notes to the Proxy Form.

3. A Proxy Form is enclosed. Additional Proxy Forms may be obtained by contacting the Company's registrar on +44 (0)371 384 2030 or the Proxy Form may be photocopied.

To be valid, a Proxy Form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, no later than 11.00 a.m. on 21 November 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, www.sharevote.co.uk, using the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk by using their usual user ID and password. Once logged in, simply click "view" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full details and instructions on these electronic proxy facilities are given on the respective websites.

Corporate representatives

4. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

Documents available for inspection

5. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this Notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:

- 5.1 copies of the service contracts of the Executive Directors;
- 5.2 copies of the letters of appointment of the Non-Executive Directors;
- 5.3 copies of the Articles of Association of the Company; and
- 5.4 a copy of the Company's Articles of Association showing details of the Directors' indemnities.

Biographical details of Directors seeking re-election

6. Biographical details of all those directors who are offering themselves for re-appointment at the meeting are set out here and on pages 70 and 71 of the Annual Report and Accounts for the year ended 30 June 2022.

Richard Connell, Chair

Key skills and experience:

- > An experienced chair with strong financial expertise with a wide range of companies
- > Experience in acquisition and valuation of companies

Previous relevant experience: Richard was previously Chair of Dignity plc, Mercury Pharma Group Limited and Ideal Stelrad Group.

Qualifications: Richard is a Chartered Accountant.

David Wilton, Non-Executive Director

Key skills and experience:

- > Deep knowledge of corporate finance
- > Experience as an executive and non-executive director including financial management and investor relations

Previous relevant experience: David is a qualified Chartered Accountant with more than 30 years' post-qualification experience as a Chief Financial Officer, Non-Executive Director and consultant after many years in corporate finance, primarily in mid-cap M&A, with Rothschilds. David has held roles in both public and private equity backed companies including as CFO of Sumo Group plc, Group Finance Director of WYG plc and Non-Executive Director and Chair of the Audit Committee of Sweett Group plc. With effect from 22 September 2022, David was appointed as Non-Executive Director and Chair Designate at Frontier Developments plc and is due to take over as Chair in December 2022.

Qualifications: David qualified as a Chartered Accountant with Coopers & Lybrand (now PricewaterhouseCoopers).

Deborah Kemp, Non-Executive Director

Key skills and experience:

- > Strong executive experience as a CEO in the consumer and hospitality sector
- > Senior Independent Director and Designated NED for workforce engagement

Previous relevant experience: Deborah held a FTSE 100 directorship of Punch Taverns Plc, following a period at Bass Plc and working in private equity. She is currently a Director of Vennco Limited, a consultancy and interim specialist in the consumer-facing retail and hospitality sector.

Qualifications: Deborah qualified as a Chartered Surveyor.

Richard Gray, Non-Executive Director

Key skills and experience:

- > Deep knowledge of international capital markets and corporate finance
- > Experience as an executive and non-executive director

Previous relevant experience: Richard is an investment banker who has extensive capital markets and corporate finance experience. He is Chair of CT Private Equity Trust PLC, a Non-Executive Director of Alpha Real Capital, Vice Chair of Invescore Group and a Director at Zeus Capital. He has previously worked with Panmure Gordon, Lazard, Charterhouse and UBS.

Richard Fairman, Chief Executive Officer

Key skills and experience:

- > Extensive executive experience
- > Strong financial expertise combined with a clear strategic mindset

Previous relevant experience: Richard spent six years at the RAC Group, including as CFO from 2016 to 2018. He was Finance Director of Virgin Money, CFO of Central Trust and Finance Director of Virgin Money Giving.

Qualifications: Richard qualified as a Chartered Accountant at Ernst & Young.

NOTES continued

Biographical details of Directors seeking re-election continued

Ben Jacklin, Chief Operating Officer

Key skills and experience:

- Deep understanding of veterinary practice and operations
- Strong strategic and management skills

Previous relevant experience: Ben worked as an Equine Veterinarian and Surgeon before moving into management.

Qualifications: Ben qualified as a Veterinary Surgeon at Cambridge University and is an ECVS and RCVS recognised specialist in equine surgery.

Robin Alfonso, Chief Financial Officer

Key skills and experience:

- Extensive financial and internal controls experience
- Strong strategic and management skills

Previous relevant experience: Robin spent eight years at the RAC Group initially as Group Financial Controller and latterly as Divisional Finance Director of its largest commercial division and profit centre.

Qualifications: Robin is a Chartered Accountant, qualifying at PricewaterhouseCoopers.

CREST

7. Further to note 2 above, CREST members who wish to appoint the Chair of the AGM as their proxy through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf. Please do not appoint any other person (apart from the Chair of the AGM) as your proxy as they will not be able to attend the AGM and your vote will not be counted.

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, regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications 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 a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members, and where applicable their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. 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, to procure that his CREST sponsor or voting service provider takes) 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 service 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.

Proxymity

8. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. on 21 November 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Communications with the Company

9. Shareholders who wish to communicate with the Company in relation to the meeting should do so by calling the Company's registrar on 0371 384 2030. You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purpose other than those expressly stated.

Total voting rights

10. As at 27 October 2022 (being the last practicable date before the publication of this Notice), the Company's issued share capital consists of 71,155,457 ordinary shares of £0.002 each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 27 October 2022 are 71,155,457.

