

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all your shares in ECO Animal Health Group plc, please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee save that you should not forward or transmit such documents in or into any jurisdiction in which to do so would constitute a violation of that jurisdiction's relevant laws. If you sell or have sold or otherwise transferred only part of your holding of shares, you should retain this document and the accompanying proxy form.

ECO ANIMAL HEALTH GROUP PLC

(**"ECO"** or the **"Company"**)

(incorporated and registered in England and Wales under number 01818170)

NOTICE OF GENERAL MEETING

Notice of the General Meeting of the Company to be held at the Company's registered office at The Grange, 100 High Street, London, N14 6BN on Tuesday 19 March 2024 at 8.30 a.m.

ECO ANIMAL HEALTH GROUP PLC

(Incorporated and registered in England and Wales under registered number: 01818170)

LETTER FROM THE CHAIRMAN

Registered Office:

The Grange
100 High Street
London
N14 6BN

Directors:

Dr Andrew Jones (*Non-Executive Chairman*)
Dr David Hallas (*Chief Executive Officer*)
Christopher Wilks (*Chief Financial Officer*)
Dr Frank Armstrong (*Non-Executive Director*)
Tracey James (*Non-Executive Director*)
Joachim Hasenmaier (*Non-Executive Director*)

27 February 2024

Dear Shareholder,

Notice of General Meeting

The purpose of this letter is to invite you to a General Meeting (“**GM**”) of Eco Animal Health Group plc, at which the Company is to seek Shareholders’ approval for the board to make limited on market purchases of the Company’s ordinary shares of 5 pence each (“**Ordinary Shares**”).

The formal Notice of GM and the resolution to be proposed at the GM (“**Resolution**”) are set out on page 4 of this document. This letter sets out the details of the items of business to be transacted at the meeting.

Background

On 8 January 2024, the Company announced the disposal of certain freehold properties, with the total cash received from the property sales being £1,058,454 after fees and expenses. The board stated that it intends to use the majority of these proceeds to advance the growth aspirations of ECO. The Board also intends, in due course, to use some of the proceeds to purchase Ordinary Shares of the Company in the market to cover possible future vesting of employee share-based incentives including share options, long term incentive plans and the deferred bonus scheme.

More generally, the power to make market purchases will only be used if the Directors consider that doing so would be in the best interests of Shareholders. In addition, the Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

The power is limited to a maximum of 270,000 Ordinary Shares (approximately 0.4 per cent. of the issued ordinary share capital as of 26 February 2024, being the last practicable date prior to the publication of this circular) and the Resolution details the minimum and maximum prices that can be paid, exclusive of expenses. At the mid-market price at the time of posting this equates to approximately £257,000. The authority conferred by this Resolution will expire on a date which is either 15 months from the date of the passing of the Resolution or the conclusion of the next Annual General Meeting of the Company.

The GM will be held at the Company’s registered office at The Grange, 100 High Street, London, N14 6BN on Tuesday 19 March 2024 at 8.30 a.m.

Form of Proxy

Your proxy may be submitted online by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form), or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 8.30 a.m. on Tuesday 19 March 2024, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of GM and Form of Proxy.

Recommendation and Directors' voting intentions

The Board believes the proposal described above regarding the Resolution to be in the best interests of the Shareholders and the Company as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolution, as they intend to do in respect of their own direct or indirect beneficial holdings of 274,697 Ordinary Shares in aggregate, representing 0.41 per cent. of the current issued share capital of the Company.

Yours sincerely

Dr Andrew Jones

Chairman

NOTICE OF GENERAL MEETING

ECO ANIMAL HEALTH GROUP PLC

(Incorporated and registered in England and Wales under registered number: 01818170)

(“**ECO**” or the “**Company**”)

Notice is hereby given that a General Meeting of the Company will be held at the Company’s registered office at The Grange, 100 High Street, London, N14 6BN on Tuesday 19 March 2024 at 8.30 a.m. to consider and, if thought fit, to pass the following special resolution:

THAT, the Company be generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (“**CA 2006**”) to make one or more market purchases (as defined in section 693(4) of the CA 2006) of Ordinary Shares of £0.05 each in the capital of the Company on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 270,000 Ordinary Shares, being approximately 0.4 per cent. of the current issued ordinary share capital of the Company;
- (b) the minimum price which may be paid for an ordinary share is £0.05;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share in the Company, does not exceed the higher of
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations of an ordinary share in the Company as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the purchase is made; and
 - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

By Order of the Board

Christopher Wilks

Company Secretary

Registered Office: The Grange, 100 High Street, London, N14 6BN

Registered in England and Wales with company number 01818170.

Notes:

1. Shareholders will only be entitled to attend and vote at the General Meeting if they are registered as the holders of Ordinary Shares at 8.30 a.m. on 15 March 2024. If the General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 8.30 a.m. on 15 March 2024.

4. Shareholders can:
 - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
 - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear 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 or is 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:7RA36) no later than 8.30 a.m. on 15 March 2024, or, in the event of an adjournment of the General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. 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 proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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/her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. 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 General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later 8.30 a.m. on 15 March 2024, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. 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).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. 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 shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company 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; orit is undesirable in the interests of the Company or the good order of the meeting that the questions be answered.
18. As at 23 February 2024, being the latest practicable date before publication of this notice, the Company had 67,744,889 Ordinary Shares in issue. Each Ordinary Share carries one vote and the Company holds no Ordinary Shares in treasury. Therefore, the total number of voting rights in the Company is 67,744,889.

