



# ECO Animal Health Group plc

("the Company")

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

[www.ecoanimalhealth.com](http://www.ecoanimalhealth.com)

Registered in England and Wales as company number 01818170

*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*)

Dr Joachim Hasenmaier (*Non-Executive Director*)

15 August 2024

Dear Shareholder,

## 2024 ANNUAL REPORT AND ANNUAL GENERAL MEETING

I am pleased to enclose the 2024 Annual Report and Accounts and the formal Notice convening the Company's Annual General Meeting ("AGM") to be held at The Grange, 100 High Street, London, N14 6BN on Thursday 26 September 2024 at 9:00 a.m.

The formal Notice of the AGM is enclosed and this letter provides a short explanation of each resolution to be proposed at the AGM. I also enclose a Form of Proxy that you should complete, sign and return. If your shares are held in uncertificated form, you will also be able to appoint a proxy using CREST.

## Explanatory notes to the resolutions to be proposed at the AGM

An explanation of each of the resolutions contained in the Notice of AGM is set out below. Resolutions 1 to 6 (inclusive) are proposed as Ordinary Resolutions. For each Ordinary Resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 9 (inclusive) are proposed as Special Resolutions. For each Special Resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### Resolution 1 – to receive and adopt the Annual Report and Accounts

The Board asks that shareholders receive and adopt the audited financial statements of the Company for the year ended 31 March 2024 together with the Directors' report and the Auditors' report thereon. A hard copy of the Company's Annual Report and Accounts for the year ended 31 March 2024 has been sent to shareholders who have requested them and can be viewed and/or downloaded from the Investors section of the Company's website at [www.ecoanimalhealth.com](http://www.ecoanimalhealth.com).

### Resolution 2 – to approve the Directors' Remuneration Report

Resolution 2 is an advisory and non-binding resolution. The Board asks that shareholders approve the Directors' Remuneration Report, as set out in the Company's Annual Report and Accounts for the financial year ended 31 March 2024.

### Resolutions 3 and 4 – to re-appoint an existing director retiring by rotation

The Company's Articles of Association ("Articles") govern the re-election, retirement and re-appointment of the Board of Directors. Biographical details of the Directors can be found in the Company's 2024 Annual Report and Accounts.

New Directors appointed by the Board are required to retire at the AGM following their appointment. Accordingly, Dr Joachim Hasenmaier shall retire and, being eligible, has indicated that he wishes to seek re-election by shareholders at the AGM.

Existing Directors are expected to seek re-appointment to the Board and the Articles require that a number not exceeding one-third of the Directors seek re-appointment at each AGM. In accordance with the Articles, Dr Frank Armstrong shall retire by rotation and, being eligible, will be seeking re-appointment by shareholders at the AGM.

## Resolution 5 – to re-appoint the auditors

The Company is required to re-appoint auditors at each Annual General Meeting at which accounts are presented to shareholders, who then hold office until the conclusion of the next such meeting.

It is proposed that Haysmacintyre LLP are re-appointed by shareholders as the Company's auditor, to hold office from the conclusion of this AGM until the conclusion of the next Annual General Meeting of the Company and that the Directors are authorised to fix the auditors' remuneration.

## Resolution 6 – renewal of directors' authority to allot shares

Section 551 of the Companies Act 2006 requires that the Directors must seek the authority of shareholders of the Company to allot shares or other relevant securities in the Company. This resolution authorises the Directors to make allotments of shares and/or securities with a nominal value of up to an additional £1,129,081, approximately one-third of the issued ordinary share capital of the Company.

## Resolutions 7 and 8 – disapplication of statutory pre-emption rights

Resolution 7 will be proposed to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings.

The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £169,362 representing approximately 5 per cent. of the Company's issued share capital.

Resolution 8 will be proposed to authorise the Directors to issue additional shares for cash other than strictly pro-rata to existing shareholdings if the proceeds are used for the financing (or refinancing) of an acquisition or other capital investment. The proposed authority is limited to an aggregate nominal amount of £169,362 representing approximately 5 per cent. of the Company's issued share capital.

The Directors have no present intention to use the authorities in Resolutions 7 and 8 but consider that the proposed dis-applications of pre-emption rights are desirable to give the Company the ability to issue a limited number of shares for cash to third parties, where to do so would be of benefit to the Company. The Directors will exercise these authorities only if they consider them to be in the best interests of shareholders generally at that time. These authorities will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of passing of these resolutions.

## Resolution 9 – authority to make market purchases of its Ordinary Shares

Resolution 9 will be proposed to authorise the Company to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.05 each in the capital of the Company. The proposed authority is limited to an aggregate number of 270,000 ordinary shares (approximately 0.4 per cent. of the issued ordinary share capital as of 13 August 2024, being the last practicable date prior to the publication of this circular).

## Form of Proxy

Your proxy may be submitted online by visiting [www.shareregistrars.uk.com](http://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 9:00 a.m. on 26 September 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 AGM and Form of Proxy.

## Recommendation

The Directors are satisfied that the resolutions set out in the Notice of the Annual General Meeting are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend you to vote in favour of each of the resolutions set out in the attached Notice.

Yours faithfully,



**Dr Andrew Jones**

Non-Executive Chairman