



Animal Health Group plc

78 Coombe Road, New Malden, Surrey KT3 4QS
Tel: 020 8336 2900 Fax: 020 8336 0909

5th December 2008

Dear Shareholder,

Proposed amendments to Articles of Association to allow for Treasury Shares

An Extraordinary General Meeting has been convened for 21 January 2009 to seek your approval for the amendments to the Company's articles of association required in order to permit the creation, holding and sale of treasury shares.

While the liquidity of smaller companies with their shares traded on AiM, such as ours, remains minimal and, very small trades can still cause disproportionate fluctuations in our share price, the ability to hold shares in treasury for resale or issue by the company at a later date, may give greater stability to our share price. As I reported in my last statement, we have removed ourselves from the SETS trading platform of the London Stock Exchange and also allowed our shares to be traded on PLUS Markets. With this additional purchasing authority, we hope to improve our shareholder base and the value of your company.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Peter Lawrence', is written over a horizontal line.

Peter Lawrence
Chairman

Registered No. 1818170

NOTICE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of ECO Animal Health Group plc will be held at 78 Coombe Road, New Malden, Surrey KT3 4QS on 21 January 2009 at 10 a.m. for the following purposes:

To consider and if thought fit to pass the following resolutions which will be passed as Special Resolutions:

1. THAT:

(A) Article 6.2 of the Company's Articles of Association be amended by the insertion of the words "and to sell treasury shares wholly for cash" after the words "within the terms of the said authority" in the second line, and the heading to such Article be amended to read "Authority to allot securities and sell treasury shares, and power to disapply statutory pre-emption rights".

(B) Article 42 of the Company's Articles of Association be renumbered as Article 42.1 and be amended by the insertion of the words "including for cancellation or to be held as treasury shares" after the words "any way" on the second line, and that the following new article be inserted as Article 42.2:

"The Company may not exercise any right in respect of treasury shares held by it, including any right to attend and vote at meetings, to participate in any offer by the Company to shareholders or to receive any distribution (including in a winding up), but without prejudice to its right to sell the treasury shares, to receive an allotment of shares as fully paid bonus shares in respect of the treasury shares or to receive any amount payable on redemption of any redeemable treasury shares".

(C) Article 58.1 of the Company's Articles of Association be amended by the insertion of the words "Article 42.2 and to" after the words "Subject to" on the first line, and to the insertion of the word "other" after the words "Subject to Article 42.2 and to any" on the first line.

2. THAT: the Company be and is generally and unconditionally authorised for the purposes of section 166 of the Companies Act 1985 ("the Act") to make one or more market purchases (within the meaning of section 163(3) of the Act) on the Alternative Investment Market of the London Stock Exchange of ordinary shares of £0.05 each in the capital of the Company to be held in treasury, provided that:

(a) The maximum aggregate number of ordinary shares authorised to be purchased is 464,024 shares representing 1% per cent of the Company's issued ordinary share capital;

(b) The minimum price which may be paid for such shares is £0.05 per share;

(c) The maximum price which may be paid for an ordinary share shall not be more than 5 per cent above the average of the middle market quotations for an ordinary share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased;

(d) Unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting or 12 months from the date of passing of this resolution, if earlier;

(e) The Company may make a contract or contracts to purchase ordinary shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

3. That in substitution for the authority granted to the directors pursuant to a special resolution passed at the Annual General Meeting of the Company held on 17th September 2008, the directors be generally and unconditionally authorised for the purposes of section 80 of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act), up to an aggregate nominal amount of £3,405,000 provided that this authority shall expire on the day preceding the fifth anniversary of the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. All authorities previously conferred under section 80 of the Act are revoked, but such revocation shall not have retrospective effect.

4. That, subject to the passing of and pursuant to the passing of the Resolution numbered 3 in the notice containing this special resolution, and in substitution for the authority granted to the directors at the Annual General Meeting held on 17th September 2008, the directors be empowered pursuant to section 95(1) of the Act to allot securities (as defined in section 94(2) of the Act) and sell treasury shares for cash as if subsection (1) of section 89 of the Act did not apply to any such allotment or in the case of treasury shares, sale, provided that the authority conferred by Resolution 3 above and by this Resolution 4 shall expire twelve months from the passing of this special resolution or, if sooner, at the Company's next Annual General Meeting (save that the Company may, before the expiry of such authority, make offers or arrangements requiring relevant securities to be allotted or in the case of treasury shares, sold, after such expiry and the directors may allot relevant securities or sell treasury shares in pursuance of such offers or arrangements as if the authority conferred had not expired) and provided that the disapplication of section 89 of the Act effected by this Resolution 4 is limited to the allotment of equity securities and sale of treasury shares up to an aggregate nominal value of £139,207, being 6% of the current issued share capital.

By order of the Board

Julia Trowse
Company Secretary
New Malden

5th December 2008



Animal Health Group plc

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/Weof
(Please complete in BLOCK CAPITALS)

being (a) Member(s) of the above named Company, owning shares; HEREBY APPOINT

.....of

failing whom the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf on any resolution proposed at the Extraordinary General Meeting of the Company to be held on 21 January 2009 at 10am and in particular to vote on the resolutions to be proposed thereat in the manner indicated below

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To amend the Company's articles of association by adding additional provisions enabling the Company to buy, hold and sell treasury shares			
2. To authorise the purchase of up to 1% of the Company's issued ordinary shares by way of market purchase to be held as treasury shares.			
3. To give the Board authority to allot unissued shares up to an aggregate nominal value of £3,405,000			
4. To allow the Board to allot equity securities and sell treasury shares for cash up to a nominal value of £139,207 being 6 per cent of the current issued share capital.			

(Please indicate with an "X" in the appropriate space how you wish your vote to be cast. If no specific direction as to voting is given then proxy will vote or abstain at his discretion.)

Date: Signature:

NOTES:

1. If you wish to appoint a proxy other than the Chairman of the meeting, please insert the name and address of your proxy (who need not be a member of the Company).
2. **This form of proxy must be lodged at the Company's Registered Office at 78 Coombe Road, New Malden, Surrey KT3 4QS not less than 48 hours before the time appointed for the holding of the meeting.**
3. In the case of a corporation, this form of proxy must be executed under seal or under the hand of a duly authorised officer of the corporation.
4. In the case of joint holders, the vote of the senior who tends a vote whether in person or by proxy shall be accepted to the exclusion of votes of the other joint holders and or this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holdings.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an ' X '. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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.
6. Any alterations to this form of proxy should be initialled.