

Notice of annual general meeting

Notice is hereby given that the first annual general meeting of Plant Health Care plc will be held at the offices of Tavistock Communications, 131 Finsbury Pavement, London EC2A 1NT on Friday, 10 June 2005 at 11.30 am to consider and, if approved, to pass resolutions 1 to 10 as ordinary resolutions, and resolutions 11 to 12 as special resolutions.

Ordinary business

1. To receive approve and adopt the report of the directors and the financial statements of the Company for the financial year ended 31 December 2004 together with the report of the auditors thereon.
2. To elect Albert Fischer as a director, who retires pursuant to article 63 of the Company's articles of association.
3. To elect John Brady as a director, who retires pursuant to article 63 of the Company's articles of association.
4. To elect Steven Whitcomb as a director, who retires pursuant to article 63 of the Company's articles of association.
5. To elect Donald Marx as a director, who retires pursuant to article 63 of the Company's articles of association.
6. To elect Robert Chanson as a director, who retires pursuant to article 63 of the Company's articles of association.
7. To elect Thomas Isler as a director, who retires pursuant to article 63 of the Company's articles of association.
8. To elect Samuel Wauchope as a director, who retires pursuant to article 63 of the Company's articles of association.
9. To appoint BDO Stoy Hayward LLP as auditors to the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting and to authorise the directors to fix their remuneration.
10. That
 - (i) the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in Section 80(2) of the Act) of the Company up to an aggregate nominal value of £99,754.33 during the year commencing on the date of the passing of this resolution and expiring at the conclusion of the annual general meeting of the Company to be held in 2006 provided that the Company may make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired, and

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- (ii) all previous authorisations given by the Company in general meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked to the extent not previously exercised.

Special business

11. That, subject to the passing of resolution 10 in the notice of annual general meeting of the Company dated 29 April 2005, the directors be and are hereby empowered pursuant to Section 95(1) of the Companies Act 1985 (the "Act") to allot equity securities (as defined in Section 94(2) of the Act) of the Company as if Section 89(1) of the Act did not apply to such allotment provided that such power be limited to:

- (i) the allotment of equity securities in connection with a rights issue in favour of the holders of equity securities in accordance with the rights attaching thereto subject only to such exclusions or other arrangements as the directors may consider expedient to deal with fractional entitlements or legal or practical considerations arising under the laws of any territory or the requirements of any regulatory body, and
- (ii) the allotment (otherwise than pursuant to paragraph (i) of this resolution) of equity securities up to an aggregate nominal value of £14,978.12.

and shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the next annual general meeting of the Company to be held in 2006, save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

12. That the Company be and is hereby granted general and unconditional authority (pursuant to Section 166 of the Companies Act 1985 (the "Act")) to make market purchases (as defined in Section 163 of the Act) of its own ordinary shares on such terms and in such manner as the directors may from time to time determine provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 2,995,625;
- (ii) the maximum price which may be paid for an ordinary share is an amount equal to 5% above the average of the middle market quotations for the ordinary shares taken from the London Stock Exchange plc Daily Official List for the ten dealing days before the day on which the share is contracted to be purchased exclusive of expenses payable by the Company;
- (iii) the minimum price which may be paid for an ordinary share is 1p, and

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- (iv) the authority conferred by this resolution shall expire on the conclusion of the annual general meeting of the Company to be held in 2006 or 10 September 2006 (whichever shall first occur), except that the Company may, before such expiry, enter into a contract for the purchase of its own shares which would or may require to be completed or executed wholly or partly after the expiration of this authority and a purchase of shares may be made in pursuance of such a contract.

BY ORDER OF THE BOARD

Christina Kennedy
Company Secretary

29 April 2005

Registered Office:

Minerva House
5 Montague Close
London
SE1 9BB

Notes:

- (1) Any member entitled to attend and vote at the annual general meeting convened by this notice may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) To appoint a proxy, the form attached with this notice should be completed and deposited at the offices of the Company's registrars, **Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU**, not less than 48 hours before the meeting time of the annual general meeting specified above.
- (3) Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and to vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment of it.
- (4) Copies of the articles of association, directors' service contracts or memoranda of the terms thereof (other than contracts expiring or determinable by the employing company without compensation within one year) and the register of interests of directors (and their families) in shares of the Company kept in accordance with Section 325 of the Companies Act 1985 will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the date of the annual general meeting and will be available for inspection at the place of the annual general meeting for at least 15 minutes prior to and during the meeting.

Form of proxy

For use by ordinary shareholders at the 2005 annual general meeting of Plant Health Care plc.
I/We (name in BLOCK CAPITALS) _____

of (address) _____

Being (a) member(s) of Plant Health Care plc hereby appoint the Chairman of the meeting or
(see note 1) _____

as my/our proxy to act for me/us on my/our behalf at the annual general meeting of the Company to be held on Friday, 10 June 2005 at 11.30 a.m. and at any adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares in the issued share capital of the Company registered in my/our name(s) (see note 2).

Number of resolution as set out in the notice of meeting

ORDINARY RESOLUTIONS	For	Against	Abstain
1. To receive, approve and adopt the report and accounts.			
2. To elect Albert Fischer as a director.			
3. To elect John Brady as a director.			
4. To elect Steven Whitcomb as a director.			
5. To elect Donald Marx as a director.			
6. To elect Robert Chanson as a director.			
7. To elect Thomas Isler as a director.			
8. To elect Samuel Wauchope as a director.			
9. To appoint BDO Stoy Hayward LLP as auditors.			
10. Authority to allot shares.			
SPECIAL RESOLUTIONS			
11. Subject to 10 above, authority to allot shares pursuant to Section 95(1) of the Act.			
12. Authority to buy back shares.			

Signature: _____ on _____ 2005.
(see note 3)

Shareholders are entitled to appoint one or more proxies (who need not be an ordinary shareholder of the Company) to attend, speak and vote in place of that ordinary shareholder at the annual general meeting.

Notes:

- Any ordinary shareholder may insert the name of a proxy or the names of two alternative proxies of the ordinary shareholder's choice in the space provided with or without deleting "the Chairman of the meeting." The person whose name appears first on the form of proxy and has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow. Any alternation, deletion or correction made in the form of proxy must be initialled by the signatory/ies.
- An ordinary shareholder's instructions to the proxy must be indicated in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as the proxy deems fit in respect of all the votes exercisable by the ordinary shareholder or by his proxy. The proxy will act at his discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
- This form of proxy must be signed by the appointor or his attorney duly authorised in writing. If the appointor is a corporation the form of proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed. In the case of joint holders the signature of any one of them will suffice, but the names of all joint holders should be stated.
- The completion and lodging of this form will not preclude the relevant ordinary shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such ordinary shareholder wish to do so.
- Forms of proxy with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of the power of authority must be received by the Company's registrars at the address overleaf, not less than 48 hours before the time fixed for the meeting.



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Capita Registrars (Proxies)
PO Box 25
BECKENHAM
Kent
BR3 4BR

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