



**Minerva House
5 Montague Close
London
SE1 9BB**

11 May 2007

Dear Investor,

You will recently have received under separate cover a copy of the Plant Health Care plc 2006 annual report and accounts, which is also available at **www.planthealthcare.com**. I am now pleased to send you notice of this year's annual general meeting for shareholders of Plant Health Care, which will be held in London on **Friday, 8 June at 10:30am**.

You will see that the business for the meeting includes two resolutions on employee share plans. The first seeks authority for your directors to adopt a long-term incentive plan that will support our remuneration strategy for the Company's most senior and key people. The second seeks authority for your directors to establish a plan in which all Plant Health Care's employees would be able to participate. We believe that these new plans will help encourage share ownership among employees of all levels, while simultaneously meeting the need to provide suitable remuneration packages wherever we operate in the world.

Even if you are not able to attend the meeting in person, your vote is still important and I would urge you, regardless of the number of shares you own, to complete, sign and return the accompanying Form of Proxy to arrive at our registrars by no later than 10:30am on 6 June. I am grateful to the many shareholders who have lodged proxy votes in the past and hope that I can count on your continuing support.

Yours sincerely

Dr. Albert Fischer
Non-executive Chairman

P.S. If you would like to receive electronic notification of future shareholder and Company news announcements, please send a request, together with your e-mail address, to: **ir@planthealthcare.com**

PLANT HEALTH CARE plc
Form of Proxy
For use by ordinary shareholders

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, 8 June 2007 at 10:30 am 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	For	Against	Abstain
1. To receive, approve and adopt the report and accounts			
2. To re-elect John Brady			
3. To re-elect Dr. Albert Fischer			
4. To re-appoint BDO Stoy Hayward LLP as auditors			
5. Authority to allot shares			
6. Subject to 5 above, authority to allot shares for cash*			
7. Authority to purchase own shares*			
8. To approve Long Term Incentive Plan			
9. To approve Employee Stock Purchase Plan			

* Special resolution

Signature: _____ (see note 3)

Date: _____ 2007.

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." A proxy need not be a member of the Company. 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 alteration, 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 or 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.

Postage:

United Kingdom (UK) shareholders If the Form of Proxy is posted in the UK, there is no postage to pay.

Shareholders outside the UK Shareholders with addresses outside the UK, should post the Form of Proxy in an envelope to: Proxy Processing Centre, Telford Road, Bicester, Oxfordshire, United Kingdom OX26 4LD. The appropriate postage will need to be paid locally.

Business Reply
Licence Number
RRHB-RSXJ-GKCY



Proxy Processing Centre
Telford Road
BICESTER
Oxfordshire
United Kingdom
OX26 4LD

PLANT HEALTH CARE plc

ANNUAL GENERAL MEETING 2007

NOTICE OF MEETING

The 2007 annual general meeting of Plant Health Care plc will be held at the offices of Tavistock Communications Limited, 131 Finsbury Pavement, London EC2A 1NT on Friday, 8 June 2007 at 10:30 am to consider and, if approved, to pass Resolutions 1 to 5, 8 and 9 as Ordinary Resolutions and Resolutions 6 and 7 as Special Resolutions.

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 2006, together with the report of the auditors thereon.
2. To re-elect John Brady as a director, who retires by rotation in accordance with Article 65 of the Company's articles of association.
3. To re-elect Dr. Albert Fischer as a director, who retires by rotation in accordance with Article 65 of the Company's articles of association.
4. To re-appoint BDO Stoy Hayward LLP as auditors of the Company until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine their remuneration.
5. 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 £138,470;
 - (ii) the authority given by this Resolution shall expire at the conclusion of the annual general meeting in 2008, or, if earlier, on 8 September 2008, and is in substitution for all previous authorities to allot relevant securities of the Company which shall cease to have effect from the date of this Resolution, without affecting the validity of any allotment of securities already made under them; and
 - (iii) during the period stipulated in (ii) above, the directors can make offers and enter into agreements which would, or might, require relevant securities to be allotted after the expiry of such period.
6. That, subject to the passing of Resolution 5 in the notice of annual general meeting of the Company dated 11 May 2007, 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;
 - (ii) the allotment (otherwise than pursuant to paragraph (i) of this resolution) of equity securities up to an aggregate nominal value of £20,980 and shall expire at the conclusion of the Company's annual general meeting in 2008, or, if earlier, on 8 September 2008; and
 - (iii) during the period stipulated in (ii) above, the directors may make offers or enter into agreements which would, or might, require equity securities to be allotted after the expiry of such period.

The authority given by this Resolution applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Act.

7. 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 4,033,397;
 - (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
 - (iv) the authority conferred by this resolution shall expire at the conclusion of the Company's annual general meeting in 2008, or, if earlier, on 8 September 2008 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.
8. That the rules of the Plant Health Care plc Long Term Incentive Plan, the principal features of which are summarised in Appendix II to this Notice of AGM, be and are hereby approved (with such modifications (if any) as the directors consider necessary or desirable) and that the directors be and hereby are authorised to do all acts and things necessary to establish and carry the same into effect.
9. That the rules of the Plant Health Care plc Employee Stock Purchase Plan, the principal features of which are summarised in Appendix III to this Notice of AGM, be and are hereby approved (with such modifications (if any) as the directors consider necessary or desirable) and that the directors be and hereby are authorised to do all acts and things necessary to establish and carry the same into effect.

By Order of the Board

Registered Office:
Minerva House
5 Montague Close
London
SE1 9BB

Andrew C. Wood FCIS
Company Secretary

11 May 2007

Notes:

- (1) An explanation of Resolutions 5-9 is set out in Appendix I to this document.
- (2) 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.
- (3) To appoint a proxy, the form enclosed with this notice should be completed and lodged with the Proxy Processing Centre, Telford Road, Bicester, Oxfordshire, United Kingdom OX26 4LD, not less than 48 hours before the time of the annual general meeting specified above. You may also deliver them by hand, during normal business hours, to The Registry, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU.

Postage:

United Kingdom (UK) shareholders If the Form of Proxy is posted in the UK, there is no postage to pay.

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- (4) 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.
- (5) 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), the draft rules of the Long Term Incentive Plan and the draft rules of the Employee Stock Purchase Plan will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays 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.

Appendix I – Explanation of Resolutions 5-9

Resolution 5: ALLOTMENT OF SHARES

Section 80 of the Companies Act 1985 (the “Act”) requires shareholders’ authority for the directors to allot the unissued share capital of the Company or convertible securities, other than shares which may be allotted under employee share schemes. Such authority may be granted for a period of no more than five years. The existing authority under Section 80, given by shareholders to the directors at the 2006 annual general meeting, is in respect of unissued ordinary shares having an aggregate nominal value of £100,501.53. This authority is due for renewal on the earlier of the date which is 15 months after the date of the passing of the previous authority or the annual general meeting to be held in 2007, unless previously revoked or varied by an ordinary resolution of the Company. The directors consider that this authority should be renewed in respect of unissued ordinary shares having an aggregate nominal value of £138,470, which is equal to approximately 33% of the issued share capital of the Company as at the date of this Notice, so as to expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of the date which is 15 months after the date of the passing of such resolution or at the conclusion of the 2008 annual general meeting of the Company.

Resolution 6: WAIVER OF PRE-EMPTION RIGHTS

In the case of a new allotment of shares or convertible securities for cash, Section 89 of the Act grants pre-emption rights to existing shareholders. However, the authority of shareholders, which may be given under Section 95 of the Act, to disapply generally the provisions of Section 89 may also be obtained. Accordingly, the directors consider that it is in the best interests of the Company for the existing Section 95 authority granted by shareholders at the 2006 annual general meeting of the Company to be renewed for a period expiring (unless previously renewed or revoked by the Company in general meeting) on the earlier of the date which is 15 months after the date of the passing of such resolution or at the conclusion of the 2008 annual general meeting of the Company. The authority will also permit the sale for cash on a non-pre-emptive basis of any shares held by the Company in treasury up to the relevant limit. It is proposed that the waiver will apply to equity securities having an aggregate nominal value of £20,980, which is equal to approximately 5% of the issued share capital of the Company as at the date of this Notice. The waiver will also disapply Section 89 of the Act in respect of fractional entitlements arising on rights issues.

Resolution 7: PURCHASE OF OWN SHARES

The Articles of Association of the Company empower the Company to purchase its own shares. The directors consider it desirable and in the Company’s interests for shareholders to grant to the Company authority to exercise this power, within certain limits, to enable the Company to purchase its own shares. This resolution would renew the 2006 authority, which was in similar terms, and would be limited to 4,033,397 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2006 financial year.

Resolution 8: LONG TERM INCENTIVE PLAN (the “LTIP”)

The directors believe that, to enhance the value of the Company going forward, it is essential that certain senior executives, in particular the Chief Executive, John Brady, are well motivated and appropriately rewarded, as is usual for executives in similar positions at similar companies. The directors are keen to provide an incentive which is aligned as closely as possible with the interests of shareholders. Accordingly, the Remuneration Committee has undertaken a review of the current incentive arrangements for these individuals. The new arrangement, if approved by shareholders, will operate in tandem with the current incentive arrangements. To ensure that shareholders are not excessively diluted, the maximum awards under this plan, together with those granted (and not lapsed) under the Company’s existing share option plans, will be in aggregate no greater than 10% of the issued share capital of the Company. On the recommendation of the Remuneration Committee, it is the intention of the Board, subject to shareholders approving Resolution 8, to award John Brady 300,000 ordinary shares (“LTIP Shares”). The LTIP Shares, together with awards made under the existing option plans, will represent

nearly 10% of the issued share capital of the Company. It is the intention that the LTIP Shares will vest, subject to certain performance conditions, in three equal tranches over three years from 2008. The directors believe that this plan absolutely aligns the interests of shareholders with those of senior management, including John Brady, in growing and developing the Company to maximise value over a sustained period. The principal features of this plan are summarised in Appendix II.

Resolution 9: EMPLOYEE SHARE PURCHASE PLAN (the “ESPP”)

The directors believe that the adoption of the ESPP will allow employees to participate in the continued growth of the Company, without subjecting shareholders to unnecessary dilution of ownership. The ESPP allows employees to purchase shares in the Company through a deduction from salary. The execution of the ESPP remains subject to the discretion of the Remuneration Committee. The principal features of this plan are summarised in Appendix III.

RECOMMENDATION

The directors believe that the proposals in Resolutions 1 to 9 are in the best interests of both the Company and its shareholders as a whole. Accordingly, the directors recommend that you vote in favour of all these resolutions, as they intend to do in respect of their own beneficial holdings.

Appendix II – Summary of principal features of LTIP

1. Constitution

The LTIP will not be submitted to UK HM Revenue and Customs for approval in accordance with the provisions of Schedule 3 to the Income Tax (Earnings and Pensions) Act of 2003.

2. Eligibility

All employees of the Company and its parents or subsidiaries are eligible to participate in the LTIP. The Remuneration Committee of the Company's Board of directors (the "Committee") shall select the employees to receive awards and shall determine the number of ordinary shares subject to a particular award.

3. Type of award and price

A grantee in the LTIP may be granted awards of stock for which the grantee must pay at least the nominal value per share to receive the stock award ("Stock Award").

4. Cap on shares issued

The maximum number of shares that may be issued under the Plan will be within the 10% of the issued share capital of the Company from time to time, as currently allotted under the existing share option plans.

5. Vesting and performance conditions

The Committee will determine the length of vesting for any given Stock Award (any such period, the "Restriction Period"). The vesting of any Stock Award will be contingent on the fulfilment of certain performance criteria set by the Committee. The Committee may accelerate the vesting of any Stock Award at any time if events occur which cause the Committee to consider that any of the existing targets or conditions have become unfair or impractical. The Committee may also amend or relax performance conditions, to the extent that conditions which are amended or relaxed will be no more and no less difficult to satisfy than when they were originally imposed. If a grantee terminates employment for any reason prior to the vesting of all or a portion of a Stock Award, the unvested portion must be returned to the Company and the price paid for such shares shall be refunded to the grantee.

6. Restrictions on issuance and transfer of shares

During the Restriction Period and for 12 months following the end of the Restriction Period, a grantee may not sell, assign, transfer, pledge, or otherwise dispose of the shares issued or transferred pursuant to a Stock Award except by will or the laws of intestate. In addition, the shares are subject to the satisfaction of all legal requirements that would otherwise prohibit the transfer of the shares. If the securities of the Company are the subject of an underwritten public offer, the shares may also be subject to a "lock-up" period, and may not be transferred until the Company permits otherwise.

7. Right to vote and receive dividends

Except as otherwise determined by the Committee, during the Restriction Period, the grantee has the right to vote shares subject to Stock Awards and to receive any dividends or other distributions paid on such shares.

8. Change of control

A "Change of Control" occurs when the Company: (i) merges, consolidates, or changes ownership with respect to 50% of the outstanding voting shares, (ii) sells substantially all of its assets or (iii) experiences a dissolution or liquidation. Upon a Change of Control, the Company must notify the grantees within seven days of becoming aware of the Change of Control, and the Committee may deem performance conditions

satisfied. If, upon a Change of Control, the Company is not the surviving corporation, Stock Awards which remain subject to performance criteria will be converted into Stock Awards in the surviving corporation, unless the Committee determines otherwise.

9. Amendment and termination of LTIP

The LTIP may be amended at any time by the Board, unless stockholder approval is required pursuant to the Internal Revenue Code of 1986, as amended, securities laws or stock exchange requirements. The LTIP automatically terminates 10 years from its effective date, unless the Company terminates the LTIP earlier or the stockholders extend the term of the LTIP. A termination or amendment of the LTIP that occurs after a Stock Award is made shall not materially impair the rights of a grantee unless the grantee consents or unless the Company is required to change or terminate the grant pursuant to applicable law.

Appendix III – Summary of principal features of ESPP

1. Constitution

The ESPP will not be submitted to UK HM Revenue and Customs for approval in accordance with the provisions of Schedule 3 to the Income Tax (Earnings and Pensions) Act of 2003.

2. Eligibility

All employees of Plant Health Care plc (the “Company”) and its parents or subsidiaries designated eligible to participate by the Remuneration Committee of the Company’s Board of directors (the “Committee”).

3. Payroll deductions

An employee participating in the ESPP will agree to have a certain portion of his or her compensation reduced and placed into an individual account. These reductions are accrued for a period consisting of approximately 12 months or more (the “Purchase Period”). Participants may select an amount, in whole percentages, from 1% to 10%, of the amount he or she wants deducted from his or her compensation and set aside for the ESPP. A participant is restricted to contributions equal to 50% of their annual salary. A participant’s payroll deduction remains in effect until the participant changes or revokes the election. A participant may change his or her election provided the proper form is filed with the Company at least 10 days prior to the beginning of a new Purchase Period and may revoke his or her election to participate in the ESPP at any time.

4. Grant and exercise of option

At the end of the Purchase Period, the employee is offered an option to purchase ordinary shares of the Company and simultaneously exercises the option. The shares are placed into an account in the employee’s name.

5. Option price

The exercise price of the option equals 95% of the fair market value of the ordinary shares, averaged over the five-day period immediately preceding the option grant and exercise date.

6. Number of options purchased

The number of shares that the employee purchases is the lesser of: (i) the option price divided into the amount accumulated in the participants account for the purchase of shares, or (ii) a proportionate amount of the shares remaining in the ESPP at the end of a Purchase Period.

7. Shares subject to the ESPP

The aggregate number of ordinary shares which may be sold under the ESPP is to be determined by the Remuneration Committee. The Company may make open-market purchases to provide ordinary shares for purchase under the ESPP or sell treasury shares or issue authorised but unissued ordinary shares.

8. Restrictions of rights prior to issuance

Prior to exercising the option, a participant has no shareholder rights.

9. Restrictions of rights after issuance

Participants may not sell the stock acquired pursuant to the ESPP for a period of six months following his or her purchase of the shares. Unless otherwise determined by the Company, a participant may only sell stock after the restriction period lapses after receiving approval from the Company. The shares may be held on behalf of each participant in a brokerage account selected by the Company. The shares may also be subject to certain United States securities laws which may impose additional restrictions on a participant’s divestiture of the ordinary shares acquired pursuant to the ESPP.

10. Amendment and termination of the ESPP

The ESPP may be amended or terminated at any time by the Company, provided, however, the Company shall not amend the ESPP without stockholder approval if such approval is required in order to comply with applicable laws or applicable stock exchange requirements.

11. Sale of the Company

In the event the Company merges or consolidates with another company and is the surviving corporation, the then current offering of options shall continue to apply to the Company's ordinary shares. However, if the Company is dissolved or liquidated, or the Company merges or consolidates with another company and is not the surviving corporation, the current offering of options terminates and the payroll deductions are refunded to participants.