

PLANT HEALTH CARE plc

ANNUAL GENERAL MEETING 2008

NOTICE OF ANNUAL GENERAL MEETING

The 2008 annual general meeting (“**AGM**”) of Plant Health Care plc (“**Company**”) will be held at the offices of Tavistock Communications Limited, 131 Finsbury Pavement, London EC2A 1NT on Friday, 6 June 2008 at 10:30 am (London time) to consider and, if approved, to pass Resolutions 1 to 5 as Ordinary Resolutions, and Resolutions 6 to 8 as Special Resolutions.

1. To receive and consider the Company’s accounts and the reports of the directors and the auditors for the financial year ended 31 December 2007.
2. To elect Stephen Weaver as a director of the Company.
3. To re-appoint BDO Stoy Hayward LLP as auditors of the Company to hold office until the conclusion of the next AGM.
4. To authorise the Audit Committee to determine the auditors’ 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 “**1985 Act**”) to allot relevant securities (as defined in Section 80(2) of the 1985 Act) of the Company up to an aggregate nominal value of £147,630;
 - (ii) the authority given by this Resolution shall expire at the conclusion of the AGM in 2009, or, if earlier, on 30 June 2009, 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, the directors be and are hereby empowered pursuant to Section 95(1) of the Companies Act 1985 (the “**1985 Act**”) to allot equity securities (as defined in Section 94(2) of the 1985 Act) of the Company as if Section 89(1) of the 1985 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 £22,365 and shall expire at the conclusion of the Company’s AGM in 2009, or, if earlier, on 30 June 2009; 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 1985 Act.

7. That the Company be and is hereby granted general and unconditional authority (pursuant to Section 166 of the Companies Act 1985 (the “**1985 Act**”)) to make market purchases (as defined in Section 163(3) of the 1985 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 4,421,422;
 - (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 AGM in 2009, or, if earlier, on 30 June 2009 (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. To adopt new articles of association in substitution for and to the exclusion of the existing articles of association, in the form as presented to the meeting.

By Order of the Board

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

Andrew C. Wood FCIS
Company Secretary

24 April 2008

Notes:

In addition to the notes set out below, an explanation of certain of the resolutions is set out in Appendix 1 to this document.

Entitlement to attend and vote

- (1) 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. Changes to the Company's register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

- (2) Members of the Company at the time set out at note (1) above are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this Notice. The notes on completing the Form of Proxy on page 8 explain how to direct a proxy how to vote on each resolution or withhold their vote.

Corporate representatives

- (3) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Documents on display

- (4) Copies of 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 copies of the Company's existing articles of association and its proposed new articles of association 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 AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting.

Appendix 1 – Explanation of certain resolutions

Resolution 2: ELECTION OF DIRECTOR

Both Dr. Donald Marx and Dr. Robert Chanson, who retire by rotation in accordance with Article 65 of the Company's articles of association, have submitted letters of resignation as directors and neither intends to seek re-election at the AGM, nor will they be deemed to be reappointed in accordance with Article 67 of the Company's articles of association.

Stephen Weaver was appointed to the Board by the directors on 28 March 2008.

Accordingly, under Article 63 of the Company's articles of association, Stephen Weaver will retire as a director and seek election by shareholders at the meeting. The Company's annual report for the year ended 31 December 2007, which accompanies this Notice, contains a short biography of Mr. Weaver on page 15.

Resolution 5: ALLOTMENT OF SHARES

Under Section 80 of the Companies Act 1985 (the "**1985 Act**"), the directors of the Company may only allot relevant securities if authorised to do so. The articles of association give a general authority to allot relevant securities, but that authority is subject to renewal by shareholders each year. This resolution proposes that the directors' authority be renewed, giving the power to allot relevant securities up to an aggregate nominal value of £147,630, which is equal to approximately 33% of the issued share capital of the Company as at the date of this Notice. This authority shall expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2009 (six months after the Company's accounting reference date) or at the conclusion of the 2009 AGM 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 1985 Act grants pre-emption rights to existing shareholders. However, the authority of shareholders, which may be given under Section 95 of the 1985 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 2007 AGM 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 30 June 2009 or at the conclusion of the 2009 AGM 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 £22,365, 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 1985 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 2007 authority, which was in similar terms, and would be limited to 4,421,422 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2007 financial year. This authority shall expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2009 or at the conclusion of the 2009 AGM of the Company.

Resolution 8: ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is proposed in Resolution 8 to adopt new articles of association (**'the New Articles'**) in order to update the Company's current articles of association (**'the Current Articles'**), primarily to take account of changes in English company law brought about by the Companies Act 2006 and to adopt a new article which implements certain provisions based on the UK's City Code on Takeovers and Mergers.

The principal changes introduced in the New Articles are summarised in Appendix 2. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006, have not been noted in the appendix.

RECOMMENDATION

The directors recommend that you vote in favour of all these resolutions, as they intend to do in respect of their own shares. The directors consider that the resolutions are in the best interests of the Company and its shareholders as a whole.

APPENDIX 2 — Explanatory notes of principal changes to the Company's articles of association

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below, together with certain other proposed changes.

2. Form of resolution

The Current Articles contain provisions that certain actions to be taken require an extraordinary resolution. Such provisions are being amended as the concept of extraordinary resolutions has not been retained under the Companies Act 2006. These provisions have, therefore, been amended in the New Articles to state that a special resolution is required instead.

3. Variation of class rights (Article 14)

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have, therefore, been removed in the New Articles.

4. Convening extraordinary and annual general meetings (Article 39)

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular, an extraordinary general meeting to consider a special resolution can now be convened on 14 days' notice, whereas previously 21 days' notice was required. The New Articles reflect this change.

5. Votes of members (Articles 51 and 57)

Under the Companies Act 2006 proxies are entitled to vote on a show of hands whereas, under the Current Articles, proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed, provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

6. Limit on directors' fees (Article 76)

The limit on the aggregate of fees to be paid to directors is proposed to be amended from £150,000 to £250,000 to reflect the increased market standard for fees currently being paid to directors of AIM listed companies of the stature of the Company.

7. Conflicts of interest (Articles 85 - 87)

The Companies Act 2006 sets out directors' general duties, which largely codify the existing law but with some changes. Under the Companies Act, from 1 October 2008, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with a company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of

association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

8. Records to be kept (Article 142)

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

9. Electronic and web communications (Article 147)

Provisions of the Companies Act 2006, which came into force in January 2007, enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him/her by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

10. Distribution of assets otherwise than in cash (Article 157 — in Current Articles)

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

11. Provision for employees on cessation of business (Article 157/Article 158 in Current Articles)

The Companies Act 2006 provides that the powers of the directors to make provision for a person employed or formerly employed by a company in connection with the cessation or transfer to any person of the whole or part of the undertaking of a company, may be exercised by the directors or by a company in general meeting. However, if the power is to be exercised by the directors, the articles of association must include a provision to this effect. The New Articles provide that the directors may exercise this power.

12. Directors' indemnities and loans to fund expenditure (Article 158/Article 159 in Current Articles)

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

13. Due to the fact that the Company's securities are not admitted to trading on a regulated market and the Company does not have its place of central management and control in the United Kingdom, any offer for all or part of the share capital of the Company will not currently be governed by the City Code on Takeovers and Mergers (the "City Code").

The Board considers that, in the light of the proposed amendments to the Company's articles of association, it is appropriate for the Company to take this opportunity to amend its articles of association to include an additional article which seeks broadly to apply the City Code as though any offer for the

Company were governed by the City Code. The Board believes that the voluntary adoption of the terms of the City Code and its underlying principles (such as ensuring shareholders are treated fairly, shareholders are not denied an opportunity to decide on the merits of a takeover and equality of treatment between shareholders) are in the best interests of the shareholders.

Article 160 provides that if an offer (either a mandatory or voluntary offer) for the Company does not comply with the City Code, the Board is entitled to suspend all voting rights over shares in which the Board considers any non-compliant bidder (and its concert parties) to have an interest. The Board may only exercise its suspensory powers if it has first obtained a decision from a Court that a breach of Article 160 has occurred.

The City Code is based on a number of General Principles, which are expressed in broad commercial terms. The City Code stresses that its rules are not framed in technical language because the rules are intended to be interpreted to achieve their underlying purpose rather than create a legalistic framework. Article 160 gives the Board a degree of discretion in applying the provisions of the City Code. It also gives the Board power to refer matters to an expert who will give rulings on issues in the same way that the Takeover Panel gives rulings in relation to a City Code-governed offer and allows the Board to waive (as it sees fit) any provision of the City Code.

Notes on completing the Form of Proxy

1. Members of the Company are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at a general meeting of the Company. A proxy may only be appointed using the procedures set out in these notes.
2. **To be valid any Form of Proxy or other instrument appointing a proxy must be completed and lodged with Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU no later than 10:30 am on Wednesday, 4 June 2008, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting. Proxies may be delivered to Capita Registrars' office by hand during normal business hours.**
3. Any member may appoint more than one proxy, provided each proxy is appointed to exercise rights attached to different shares. Where more than one proxy is appointed, a separate Form of Proxy should be used for each appointment specifying clearly the relevant share(s) for which the proxy is appointed.
4. Any member may insert the full name of a proxy or the full names of two alternative proxies of the member'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, but must attend the meeting to represent the relevant member. 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. If the Form of Proxy is signed and returned with no name inserted in the space provided for that purpose, the Chairman of the meeting will be deemed to be the appointed proxy. Where a member appoints as his/her proxy someone other than the Chairman, the relevant member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. Any alteration, deletion or correction made in the Form of Proxy must be initialled by the signatory/ies.
5. 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).
6. A member's instructions to the proxy must be indicated in the appropriate space provided. (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 cast for or against the resolution.) 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 member or by his proxy. The proxy will act at his/her discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
7. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The power of attorney or other authority (if any) under which the Form of Proxy is signed, or a notially certified copy of the power or authority, must be received by the Company's registrar with the Form of Proxy. 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 or executed under common seal. 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.
8. To change your proxy instructions, simply submit a new proxy appointment using 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 appointment received after the relevant cut-off time will be disregarded.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. The completion and lodging of the Form of Proxy will not preclude the relevant member 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 member wish to do so.
11. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the AGM to be held on 6 June 2008 and any adjournment(s) thereof by following the procedures described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by Capita Registrars (ID RA10) no later than 10:30 am on Wednesday, 4 June 2008, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting.

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

Postage by Shareholders outside the UK: Shareholders with addresses outside the UK should post the Form of Proxy in an envelope to: Capita Registrars, (Proxies) PO Box 25, Beckenham, Kent, United Kingdom BR3 4TU. The appropriate postage will need to be paid locally.

PLANT HEALTH CARE plc (“Company”)
Annual General Meeting
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 4) _____
 (if you do not intend to appoint the Chairman as your proxy, please insert full name of your proxy)

as my/our proxy to attend, speak and vote on my/our behalf at the annual general meeting of the Company to be held on Friday, 6 June 2008 at 10:30 am (London time) and at any adjournment or postponement thereof, and to vote or abstain from voting on the following resolutions as I/we have indicated by marking the appropriate box with an ‘X’ in respect of the ordinary shares in the issued share capital of the Company registered in my/our name(s) (see note 6). If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

Please indicate your instructions by placing a cross in the appropriate boxes like this:

Number of resolution as set out in the Notice of meeting	For	Against	Vote withheld
1. To receive the report and accounts			
2. To elect Stephen Weaver			
3. To re-appoint BDO Stoy Hayward LLP as auditors			
4. To determine auditors’ remuneration			
5. Authority to allot shares			
6. Subject to 5 above, authority to allot shares for cash *			
7. Authority to purchase own shares *			
8. To adopt new articles of association*			

* Special Resolution

Signature: _____ (see note 7)

Date: _____ 2008

For notes on completing the Form of Proxy, please see page 8 of the accompanying Notice of annual general meeting.

Business Reply
Licence Number
MB122



Capita Registrars
(PROXIES)
PO Box 25
BECKENHAM
Kent
United Kingdom
BR3 4BR