THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The distribution of this document and/or the accompanying Form of Proxy in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Directors, whose names appear on page 3 of this document, accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Ordinary Shares are admitted to trading on AIM. Conditional upon completion of the Proposed Placing, application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that admission to trading on AIM and dealings in the New Ordinary Shares will commence on 13 May 2009.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should consider carefully whether an investment in the Company is suitable for him in the light of his personal circumstances and the financial resources available to him.

Plant Health Care PLC

(Incorporated and registered in England and Wales with registered No. 05116780)

Proposed Placing of New Ordinary Shares
and
Notice of General Meeting

SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION

Authorised			*Issued and fully paid*	
Number	*Amount (£)*		*Number*	*Amount (£)*
500,000,000	£5,000,000.00	Ordinary shares of 1 pence each	52,104,974	£521,049.74

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Evolution Securities Limited, which is regulated by the Financial Services Authority, is acting as nominated and financial adviser to the Company in connection with the matters described in this document. Persons receiving this document should note that Evolution Securities Limited will not be responsible to anyone other than the Company for providing the protections afforded to clients of Evolution Securities Limited or for advising any other person on the arrangements described in this document. Evolution Securities Limited has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Evolution Securities Limited for the accuracy of any information or opinions contained in this document or for the omission of any information.

The New Ordinary Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with or registered by the Australian Securities and Investments Commission. Accordingly, subject to certain exceptions, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia or Japan. This document is directed and issued only to the Shareholders of Plant Health Care plc and their representatives and shall not be distributed to or used by any other person. This document is not an offering prospectus pursuant to Art. 652a or/and Art. 1156 of the Swiss Federal Code of Obligations or a listing prospectus pursuant to the listing rules of the SWX Swiss exchange. Overseas shareholders and any person (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Notice of a General Meeting of Plant Health Care plc, to be held at the offices of Reed Smith LLP, Broadgate Tower, 20 Primrose Street, London EC2A 2RS at 11.30 a.m. on 12 May 2009, is set out at the end of this document. To be valid the accompanying Form of Proxy for use in connection with the meeting should be completed and returned as soon as possible and, in any event, so as to reach the Company's registrars by post to, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR, or by hand to Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by not later than 11.30 a.m. on 10 May 2009. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Dr. Albert Edward Maria Joseph Fischer (*Non-Executive Chairman*) John Arthur Brady (*Chief Executive*) Stephen Douglas Weaver (*Finance Director*) Thomas Peter Isler (*Senior Independent Non-Executive Director*) Dr. David James Buckeridge (*Non-Executive Director*) Dr. Dominik Samuel Koechlin (*Non-Executive Director*) Jeremy Paul Scudamore (*Non-Executive Director*) Samuel Alan Wauchope (*Non-Executive Director*) all of: 440 William Pitt Way Pittsburgh PA 15238 United States
Company secretary	Andrew C. Wood FCIS
Registered office	The Broadgate Tower 20 Primrose Street London EC2A 2RS
Nominated Adviser and Broker	Evolution Securities Limited 100 Wood Street London EC2V 7AN
Solicitors to the Company	Reed Smith LLP The Broadgate Tower 20 Primrose Street London EC2A 2RS
Solicitors to Evolution Securities	Bird & Bird LLP 15 Fetter Lane London EC4A 1JP
Registrars	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield West Yorkshire HD8 0GA

PLACING STATISTICS

Placing Price	150p
Number of Ordinary Shares in issue as at the date of this document	45,104,974
Number of Placing Shares being placed on behalf of the Company	7,000,000
Estimated proceeds receivable by the Company, net of expenses	£10.0 million
Number of Ordinary Shares in issue following Admission	52,104,974
Number of Placing Shares as a percentage of the enlarged issued ordinary share capital of the Company following the Placing	13.4 per cent.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	24 April 2009
Latest time and date for receipt of Forms of Proxy	11.30 a.m. on 10 May 2009
General Meeting	11.30 a.m. on 12 May 2009
Admission and dealings in the Placing Shares expected to commence on AIM	8.00 a.m. on 13 May 2009
Expected date for CREST stock accounts to be credited for Placing Shares in uncertificated form	13 May 2009
Expected date for posting of share certificates for Placing Shares	by 27 May 2009

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"Admission"	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
"AIM"	the market operated by the London Stock Exchange
"AIM Rules"	the AIM rules for companies and guidance notes as published by the London Stock Exchange from time to time
"Company" or "Plant Health Care" or "PHC"	Plant Health Care plc
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in respect of which Euroclear UK & Ireland is the Operator (as defined in such regulations)
"Directors" or "Board"	the directors of the Company whose names are set out on page 3 of this document, or any duly authorised committee thereof
"Evolution Securities"	Evolution Securities Limited, the Company's nominated adviser
"Form of Proxy"	the form of proxy for use in connection with the General Meeting which accompanies this document
"General Meeting"	the general meeting of the Company to be held at 11.30 a.m. on 12 May 2009
"General Meeting Notice"	the notice convening the General Meeting which is set out at the end of this document
"Group"	the Company, its subsidiaries and its subsidiary undertakings
"London Stock Exchange"	London Stock Exchange plc
"Monsanto"	Monsanto Company
"Monsanto Agreement"	the seed treatment licence and supply agreement announced in December 2008 between Plant Health Care Inc. and Monsanto concerning the development and commercialisation of Harpin as part of a seed treatment for use on corn, soybeans, cotton, canola (oilseed rape) and vegetables
"New Ordinary Shares" or "Placing Shares"	the new Ordinary Shares to be issued in connection with the Proposed Placing
"Ordinary Shares"	ordinary shares of 1p each in the capital of the Company
"Placing Agreement"	the agreement dated 24 April 2009 between the Company and Evolution Securities relating to the Placing, details of which are set out in paragraph 6 of Part I of this document
"Placing Price"	150 pence per New Ordinary Share
"Proposed Placing" or "Placing"	the proposed placing of the New Ordinary Shares at the Placing Price pursuant to the Placing Agreement
"Resolutions"	the resolutions set out in the General Meeting Notice
"Shareholders"	holders of Ordinary Shares

"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"$" or "US dollar"	the lawful currency for the time being of the United States. For the purpose of currency calculations included in this document the Directors have used a rate of (£1: $1.4537), as derived from the Financial Times on 23 April 2009, being the latest practicable date prior to the publication of this document

PART I

Letter from the Chairman of Plant Health Care

PLANT HEALTH CARE PLC

(Registered in England and Wales no. 05116780)

Directors:

Dr. Albert Fischer (*Non-Executive Chairman*)
John Brady (*Chief Executive*)
Stephen Weaver (*Finance Director*)
Thomas Isler (*Senior Independent Non-Executive Director*)
Dr. David Buckeridge (*Non-Executive Director*)
Dr. Dominik Koechlin (*Non-Executive Director*)
Jeremy Scudamore (*Non-Executive Director*)
Samuel Wauchope (*Non-Executive Director*)

Registered office:

The Broadgate Tower
20 Primrose Street
London EC2A 2RS

24 April 2009

Dear Shareholder,

Proposed Placing of New Ordinary Shares and Notice of General Meeting

1. Introduction and summary

Your Board announced today that it proposes to raise £10.5 million (US$15.3 million) (gross) by way of a placing of 7,000,000 New Ordinary Shares at a price of 150 pence per share. The net proceeds of the Placing will strengthen the Company's balance sheet and provide general working capital for the Group. The Placing is conditional, *inter alia*, upon the Company obtaining approval from its Shareholders to grant the Board authority to allot the Placing Shares and to disapply statutory pre-emption rights which would otherwise apply to, *inter alia*, the allotment of the Placing Shares. The Placing, which has been arranged and fully underwritten by Evolution Securities pursuant to the terms of the Placing Agreement, is also conditional upon Admission.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and to explain why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Information on Plant Health Care

Plant Heath Care was established in 1995 and is a leading provider of environmentally responsible natural products for plants and soil. Its products are provided to the agriculture, horticulture and turf industries. Plant Health Care's products create both environmental and economic benefits for its customers and capitalise upon long-term trends towards natural systems and biological products which enhance plant health and growth. The Company's two major proprietary technologies, over which it has extensive intellectual property rights, are Harpin and Myconate®.

The Company currently exploits two routes to market its proprietary technologies, namely via partnerships with major agrichemical companies and a product sales business selling product directly to growers and distributors for use in the agriculture and horticulture and turf markets. The Directors believe that this strategy mitigates risk through diversifying the Company's sources of revenue whilst raising its market profile and understanding.

Further Information on Plant Health Care can be found on the Company's website (www.planthealthcare.com).

Harpin

Plant Health Care's Harpin-based products are based on Harpin proteins that activate a plant's intrinsic ability to protect itself through growth and stress-defence responses. Harpin proteins link to receptors in the plant which alert the plant to the presence of disease pathogens. The proteins contain no pathogens, but stimulate these receptors, activating the plant's self-defence and growth systems. Once this has occurred Harpin proteins quickly degrade in the environment, not having entered the plant.

Harpin is capable of being delivered as a seed treatment, as a foliar spray, in co-formulation with herbicides or fungicides, or by the use of the underlying genes. Current Harpin products include ProAct™ Plant Health Regulator, N-Hibit™ Seed Treatment, Employ™ Plant Health Regulator, Messenger® STS Foliar Spray, and MightyPlant™ All-Purpose Plant Food, which is Harpin protein combined with foliar nutrients.

In December 2007, an agreement was reached with Monsanto to evaluate, develop and commercialise Harpin technology as a seed treatment on certain major row crops. Subsequently, in February 2008, Monsanto announced that it had established a Global Seed Treatment Platform to invest in growth areas for agriculture to complement its seed strategy and yield-enhancing technologies. The success of the Company's testing with Monsanto was evidenced when in December 2008 Monsanto signed a 15 year contract to commercialise Harpin as a seed treatment in corn, soybeans, cotton, canola (oilseed rape) and selected vegetables. Further details of the Monsanto Agreement are set out in paragraph 3 below.

In September 2008, it was announced that a long-term licence agreement had been signed with Bayer CropScience AG for the use of Plant Health Care's current generation of Harpin genes in brassica oilseeds. The arrangement covers all geographic areas, except Canada, the USA and Mexico, and an agreed structured schedule of payments will be made to Plant Health Care.

Myconate®

Over 80 per cent. of all plant species in the world are dependent on mycorrhizal fungi, which occur naturally in soil and contribute to healthy root development. However, the quantities of mycorrhizal fungi occurring in treated or intensively cultivated agricultural soils tend to be significantly less than in natural environments, such as forests, because mycorrhizal populations can be affected by fertilizers, herbicides and other pest management chemicals.

Myconate® encourages more mycorrhizal fungi to colonize the roots of crops. Small amounts of Myconate®, when added to soil during planting, helps activate the mycorrhizal colonization on roots. This enhances root function, even during drought, stress or other conditions such as low soil fertility. The Company's test programmes and large scale field trials have shown considerable yield advantage when using Myconate®, especially on acres that suffer from overworked soil or lack of moisture.

Since the termination of the exclusive agreement in relation to Myconate® with Bayer CropScience AG in December 2008, discussions are underway with several large, multinational agrichemical and seed companies with a view to entering into an agreement or agreements to commercialise and supply Myconate® in major row crops.

The Directors believe that the yield enhancement and drought resistance properties of Myconate® make it an attractive proposition to agrichem companies and the Board remains confident that, as a product of these discussions, the Company will conclude another agreement or agreements in 2010.

3. The Monsanto Agreement

Under the Monsanto Agreement, Monsanto has exclusive worldwide (save for certain developing African countries) rights to commercialise the Company's current generation of Harpin for seed treatment. The Monsanto Agreement, which lasts for 15 years, allows Monsanto to utilise the technology in its own new generation of corn, soybean, cotton, canola (oilseed rape) and selected vegetable seeds. The Monsanto Agreement, which only covers seed coating, does not permit Monsanto to use the technology in foliar applications or in combination with fungicides, insecticides and herbicides (glyphosate) or any other product, or grant access to any future generations of Harpin technology.

Under the Monsanto Agreement, the Group has received certain milestone payments and will, in the future, receive product purchase payments based upon the quantities of Harpin delivered to Monsanto for use in the following year's growing season as well as royalty fees based upon the amount of Harpin used by Monsanto in its seeds production. The product is sold at an agreed fixed price, payment being due within 60 days of the delivery date. Royalty fees are payable following the end of the contract year and based on the amount of product used by Monsanto. For these purposes, the contract year ends on 31 August in each year.

The initial order under the Monsanto Agreement, for five tonnes for the 2009 planting season, was delivered to Monsanto in December 2008. As announced on 2 April 2009 and following the release of guidance by Monsanto increasing its expected soybean acres in 2010 from 5 to 6 million acres to 7 to 8 million acres, the Company received a larger than expected order for delivery in 2009 for the 2010 planting season. The Directors expect an additional order in 2009 with further significant increases from 2010 onwards in order to meet Monsanto's accelerated roll-out of Roundup Ready 2 Yield™ for soybean acreage. Monsanto has estimated that by 2012, Roundup Ready 2 Yield™ will be applied to 40-50 million acres of soybeans in the USA. Monsanto has also indicated that South America could contribute a further 50-60 million acres of demand with rollout commencing in 2012.

4. Company Development Strategy

In light of the Monsanto guidance described above, the Directors believe that the demand for its Harpin product over the next two years will increase very substantially from the 7 to 8 million acres to which it will be applied in 2010 if Monsanto is to be able to achieve its stated expectations for the USA and South American soybean acreage by 2012.

In addition to soybeans, the Directors also expect to commercialise the Company's Harpin-based technology as a key component in Monsanto's seed treatment package for other row crops and vegetables covered by the Monsanto Agreement.

Other Harpin products

The development of Harpin and Harpin products has involved considerable investment by the previous owners of the technology, Eden Bioscience Corporation whose assets, together with the relevant licences, were acquired by Plant Health Care in February 2007. It was this investment which allowed the development of the Harpin technology and Plant Health Care to advance the negotiations with Monsanto. The Directors believe that Plant Health Care now has the opportunity to achieve further commercialisation of the Harpin technology and expand and diversify the Company's current position in the seed treatment market.

The Company is currently in discussions with several major agrichem companies concerning supply agreements for foliar applications of Harpin and is endeavouring to action agreements of a similar format to the Monsanto Agreement. The Directors expect to conclude at least one such agreement during 2010. In order to achieve this, the Company will need to conduct further field trials to demonstrate the effectiveness of such foliar applications and to incur certain registration and product formulation costs.

The Company has also begun to develop a further generation of Harpin technologies for major row crops and vegetables which will be made available for licensing to major agrichemical companies. The development of these technologies, which the Directors expect to generate first products within 3 to 5 years, will involve a certain amount of further laboratory work and field trials as the Company seeks to create appropriate formulations and combinations.

Myconate®

The successful commercial exploitation of Myconate® remains key to PHC's value proposition. Discussions are currently in progress with several major agrichem companies and the Directors are confident that an agreement will be reached with one of these interested parties in 2010 following field trials and the completion of formulation work in 2009. It is the Board's intention to seek a commercialisation agreement that is similar in structure to the Monsanto Agreement providing upfront payments and further payments based upon volumes used in return for an exclusive licence agreement based upon specific crops and/or geographies.

In order to achieve a successful outcome to these negotiations, the Group will be required to incur some additional costs in relation to the field trials and the finalisation of formulations.

Product Sales

Despite the challenging economic conditions, the Group generated revenues of $19m from product sales other than under partnership agreements in 2008, comprised of $12.1 million from US sales and $6.9 million from the rest of the world. With its strong margins, this business made a valuable contribution to the central costs of the business. Although the revenues in the US will decline initially in 2009 as restrictions under the Monsanto Agreement take effect, the Directors believe that there will be continued growth from the rest of the world. Moreover, the ability to sell product outside of the partnership agreements provides diverse revenue streams and increases the Company's market profile and understanding and therefore represents an important element of its strategy.

5. Background to and reasons for the Placing

The Company is proposing to raise £10.0 million (US$14.5 million) (net of expenses) for the following uses:

Monsanto Order – £2.5 million

Whilst the significantly larger purchase order from Monsanto is positive news for the Company, it does create an additional working capital requirement as the Company will need to place an order with its manufacturing partner in advance of it receiving payment from Monsanto. This initial order combined with the anticipated further orders expected from Monsanto to enable the accelerated roll-out announced on 2 April 2009 will create an additional working capital requirement of up to £2.5 million.

Future Harpin Development – £2.5 million

The Company is already committing resources to the development of additional Harpin applications, in combinations with fungicides and glyphosate for example. However, it has also identified a number of proteins which would be suitable for further development to create a further suite of technologies. The Board believes that it is important to sustain a development programme to expand and diversify PHC's current position in the market. This will require a development laboratory at a capital cost of approximately $1.0 million, together with additional development personnel and related resources at an estimated operating cost of $1.5 million per annum.

General Working Capital – £5.0 million

Despite the contribution being generated from product sales and the start of revenues from the Monsanto Agreement, the Company is still in a cash consumptive phase of its development. It is important that the Company is able to demonstrate its financial strength to potential commercial partners to ensure that it has the strongest position possible when involved in negotiations with these significantly larger companies. The Directors therefore consider it prudent to raise an additional £5.0 million to strengthen its balance sheet and fund the Company's growth through to profitability in 2010.

6. The Proposed Placing

The Company proposes to raise approximately £10.0 million (net of expenses) through the issue of the Placing Shares at the Placing Price. The Placing Price represents a discount of 7.7 per cent. to the closing middle market price of 162.5 pence per Ordinary Share on 23 April 2009, being the last practicable date prior to the publication of this document. The Placing Shares will represent approximately 13.4 per cent. of the Company's issued ordinary share capital immediately following Admission.

The Placing Agreement

Pursuant to the terms of the Placing Agreement, Evolution Securities has conditionally agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares at the Placing Price with certain institutional and other investors. The Placing has been fully underwritten by Evolution Securities. The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting

and Admission becoming effective on or before 8.00 a.m. on 13 May 2009 (or such later time and/or date as the Company and Evolution Securities may agree, but in any event by no later than 8.00 a.m. on 31 May 2009).

The Placing Agreement contains warranties from the Company in favour of Evolution Securities in relation to, *inter alia*, the accuracy of the information contained in this document and certain other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Evolution Securities in relation to certain liabilities it may incur in respect of the Placing. Evolution Securities has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, for *force majeure* or in the event of a material breach of the warranties set out in the Placing Agreement.

Under the Placing Agreement and subject to it becoming unconditional in all respects and not being terminated in accordance with its terms, the Company has agreed to pay Evolution Securities a Corporate Finance fee of £45,000 plus a commission of 3 per cent. on the value at the Placing Price of the Placing Shares, together with all reasonable expenses and any applicable value added tax.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that such Admission will become effective and that dealings will commence on 13 May 2009.

The Placing Shares will, when issued, rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive dividends and other distributions declared following Admission. It is expected that CREST accounts will be credited on the day of Admission and that share certificates (where applicable) will be dispatched by first class post by 27 May 2009.

Directors' participation in the Placing

The following Directors have agreed, either directly or indirectly, to subscribe for Placing Shares at the Placing Price. Immediately after Admission, it is expected that these Directors will have the following beneficial shareholdings:

Director	*No. of Placing Shares subscribed for in the Placing*	*Total no. of Ordinary Shares held following the Placing*	*Percentage of the enlarged issued share capital immediately following Admission*
Dr. Albert Fisher	8,333	144,894	0.28%
Dr. David Buckeridge	66,001	70,499	0.14%
Dr. Dominik Koechlin	33,333	35,402	0.07%
Jeremy Scudamore	20,000	24,498	0.05%
Samuel Wauchope	13,333	68,564	0.13%

7. Current trading and prospects

Plant Health Care released its audited preliminary results for the year ended 31 December 2008 on 23 March 2009. The Company recorded an increase of revenue of 9 per cent. to $19.9 million with gross margin improving from 46 per cent. to 54 per cent. due to technology partnering revenue and increased product sales of high margin Harpin business. Operating loss, before share based payments, reduced to $3.5 million (2007: $4.8 million) whilst net loss reduced by 21 per cent. to $4.3 million. At 31 March 2009 cash balances were $4.0 million.

Whilst only in the early months of the year and notwithstanding the difficult economic climate, the Board remains confident regarding the future prospects of the Company. The significant advances made in both the partnerships and product sales businesses provide the Company with an excellent platform for continued future growth. The commercialisation agreement with Monsanto for the Harpin-based technology provides

the Group with improved revenue visibility and opportunity for further collaboration to develop this exciting seed treatment.

8. General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held on 12 May 2009 at the offices of Reed Smith LLP, Broadgate Tower, 20 Primrose Street, London EC2A 2RS, at 11.30 a.m., at which the Resolutions will be proposed for the purposes of implementing the Proposed Placing.

Resolution 1, which will be proposed as an ordinary resolution and which is subject to the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, authorises the Directors to allot the Placing Shares in connection with the Placing provided that such authority shall expire at the next Annual General Meeting of the Company.

Resolution 2, which will be proposed as a special resolution and which is subject to the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, disapplies Shareholders' statutory pre-emption rights in relation to the issue of the Placing Shares provided that such authority shall expire at the next Annual General Meeting of the Company.

9. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed in accordance with the instructions set out at the end of this document and returned to the Company's registrars, by post to, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR or by hand to Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event so as to be received by 11.30 a.m. on 10 May 2009. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

10. Recommendation

The Directors consider the Proposed Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their beneficial holdings of Ordinary Shares amounting, in aggregate, to 589,111 Ordinary Shares, representing approximately 1.3 per cent. of the existing issued ordinary share capital of the Company.

Yours faithfully

Dr. Albert Fischer
Chairman

NOTICE OF GENERAL MEETING

PLANT HEALTH CARE PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered no. 05116780)

Notice is hereby given that a General Meeting of Plant Health Care PLC (the "Company") will be held at the offices of Reed Smith LLP, Broadgate Tower, 20 Primrose Street, London EC2A 2RS on 12 May 2009 at 11.30 a.m. to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION

1. THAT, conditional upon the Placing Agreement (as defined in the circular to shareholders of the Company dated 24 April 2009 (the "Circular"), becoming unconditional in all respects (save only for the passing of the Resolution and Admission) and it not being terminated in accordance with its terms, the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act") (in addition to any existing authority to allot relevant securities conferred on the Directors) to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) provided that this authority shall be limited to the allotment of up to 7,000,000 new ordinary shares of 1 pence each in the capital of the Company in connection with the Placing (as such term is defined in the Circular) and unless previously renewed, revoked, varied or extended this authority shall expire at the conclusion of the next Annual General Meeting.

SPECIAL RESOLUTION

2. THAT, conditional upon the Placing Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and it not being terminated in accordance with its terms, the directors be and they are empowered pursuant to section 95(1) of the Act (in addition to any existing power to allot equity securities for cash conferred on the Directors) to allot equity securities (within the meaning of sections 94(2) to 94(3A) of the Act) of the Company for cash pursuant to the authority of the directors under section 80 of the Act conferred by Resolution 1 as if section 89(1) of the Act did not apply to such allotment provided that the power conferred by this Resolution 2 shall be limited to the allotment of up to 7,000,000 new ordinary shares of 1 pence each in the capital of the Company in connection with the Placing and unless previously renewed, revoked, varied or extended this power shall expire at the conclusion of the next Annual General Meeting.

Registered office:
The Broadgate Tower
20 Primrose Street
London EC2A 2RS

By order of the Board:
Andrew C. Wood FCIS
Company Secretary
24 April 2009

Notes:

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 general meeting, 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 at the end of this document 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.

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 proxy form or other instrument appointing a proxy must be completed and lodged with Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent, United Kingdom BR3 4BR, no later than 11.30 a.m. on 10 May 2009, 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 this proxy form 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 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 notarially 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 will not preclude the relevant member from attending the 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 General Meeting to be held on 12 May 2009 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 11.30 a.m. on 10 May 2009, 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), The Registry, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU. The appropriate postage will need to be paid locally.

PLANT HEALTH CARE PLC

(the "Company")

For use by ordinary shareholders at the general meeting of the Company to be held on 12 May 2009.

I/We .....

(NAME IN BLOCK CAPITALS)

of .....

(ADDRESS)

being (a) member(s) of the Company appoint the Chairman of the meeting OR (see note 4 in the Notice)

.....

(IF YOU DO NOT INTEND TO APPOINT THE CHAIRMAN AS YOUR PROXY, PLEASE INSERT THE FULL NAME OF YOUR PROXY)

as my/our proxy to attend, speak and vote on my/our behalf at the general meeting of the Company to be held on 12 May 2009 at 11.30 a.m. (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). 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 in black ink like this: [X]

RESOLUTIONS	For	Against	Vote Withheld
1 To authorise the directors to allot shares pursuant to the placing			
2 To disapply statutory pre-emption rights (special resolution)			

When completing this Form, please refer to the notes contained within the Notice to the General Meeting.

Signature (see note 7 in the Notice)..... Date .....

sterling 116086

BUSINESS REPLY SERVICE
Licence No. MB 122

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Proxy Department
Capita Registrars
The Registry
PO Box 25
Beckenham
Kent
BR3 4BR