

PLANT HEALTH CARE plc

NOTICE OF ANNUAL GENERAL MEETING 2009

The 2009 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, 5 June 2009 at 10:00 am (London time) to consider and, if approved, to pass Resolutions 1 to 8 as Ordinary Resolutions, and Resolutions 9 and 10 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 2008.
2. To elect Dr. David Buckeridge as a director of the Company.
3. To elect Dr. Dominik Koechlin as a director of the Company.
4. To elect Jeremy Scudamore as a director of the Company.
5. To re-elect Samuel Wauchope as a director of the Company.
6. To re-appoint BDO Stoy Hayward LLP as auditors of the Company to hold office until the conclusion of the next AGM.
7. To authorise the Audit Committee to determine the auditors’ remuneration.
8. 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 £148,350;
 - (ii) the authority given by this Resolution shall expire at the conclusion of the AGM in 2010, or, if earlier, on 30 June 2010, 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.
9. That, subject to the passing of Resolution 8, 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 £44,950 and shall expire at the conclusion of the Company’s AGM in 2010, or, if earlier, on 30 June 2010; 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.

10. 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 4,485,899;
 - (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 2010, or, if earlier, on 30 June 2010 (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.

By Order of the Board

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

Andrew C. Wood FCIS
Company Secretary

14 April 2009

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 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.

Documents on display

- (4) Copies of the directors’ service contracts or memoranda of the terms thereof (other than contracts expiring or determinable by the employing company without compensation within one year) 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

Resolutions 2 to 5: DIRECTORS

The Company's annual report for the year ended 31 December 2008, which accompanies this notice, contains biographical details on pages 9 and 10 of the directors referred to in resolutions 2 to 5.

Under the Company's articles of association ("**articles**") all directors have to retire every three years at an AGM. This is to comply with the Combined Code on Corporate Governance. As a result, two directors must retire at this year's meeting.

Thomas Isler and Samuel Wauchope retire by rotation in accordance with Article 65 of the articles. Thomas Isler has submitted a letter of resignation as a director and does not intend to seek re-election at the AGM, nor will he be deemed to be re-appointed in accordance with Article 67 of the articles.

Samuel Wauchope, being eligible, will offer himself for re-election at the AGM (see Resolution 5).

Resolution 2: ELECTION OF DR. DAVID BUCKERIDGE AS A DIRECTOR

In accordance with the articles, David Buckeridge offers himself for election to the Board following his appointment by the directors on 30 October 2008. The remaining directors unanimously recommend that he be elected as a director of the Company.

Resolution 3: ELECTION OF DR. DOMINIK KOECHLIN AS A DIRECTOR

In accordance with the articles, Dominik Koechlin offers himself for election to the Board following his appointment by the directors on 30 January 2009. The remaining directors unanimously recommend that he be elected as a director of the Company.

Resolution 4: ELECTION OF JEREMY SCUDAMORE AS A DIRECTOR

In accordance with the articles, Jeremy Scudamore offers himself for election to the Board following his appointment by the directors on 30 October 2008. The remaining directors unanimously recommend that he be elected as a director of the Company.

Resolution 5: RE-ELECTION OF SAMUEL WAUCHOPE AS A DIRECTOR

In accordance with the articles, Samuel Wauchope, who was last elected to the Board on 9 June 2006, retires by rotation and offers himself for re-election. The Board is satisfied, following formal evaluation, that Mr. Wauchope continues to be a very effective non-executive director. He demonstrates the highest commitment to his role and makes a valuable contribution in Board deliberations and as chairman of the Audit Committee. The remaining directors therefore unanimously recommend that he be re-elected as a director of the Company.

Resolution 8: 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 £148,350 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 2010 (six months after the Company's accounting reference date) or at the conclusion of the 2010 AGM of the Company.

Resolution 9: 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 2008 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 2010 or at the conclusion of the 2010 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 £44,950, which is equal to approximately 10% 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. The existing waiver applies to 5% of the Company's issued share capital. The increase in the disapplication limit is sought because the directors consider that the existing limit is not of sufficient size to be used effectively.

Resolution 10: 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 2008 authority, which was in similar terms, and would be limited to 4,485,899 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2008 financial year. This authority shall expire (unless previously renewed or revoked by the Company in general meeting) on the earlier of 30 June 2010 or at the conclusion of the 2010 AGM of the Company.

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.

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, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent, United Kingdom BR3 4TU no later than 10:00 am on Wednesday, 3 June 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 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 AGM 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. This 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 this form will not preclude the relevant member from attending the AGM 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 5 June 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 10:00 am on Wednesday, 3 June 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, Proxy Department, The Registry, 34 Beckenham Road, 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, 5 June 2009 at 10:00 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 in black ink 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 Dr. David Buckeridge			
3. To elect Dr. Dominik Koechlin			
4. To elect Jeremy Scudamore			
5. To re-elect Samuel Wauchope			
6. To re-appoint BDO Stoy Hayward LLP as auditors			
7. Authority for Audit Committee to determine auditors' remuneration			
8. Authority to allot shares			
9. Subject to 8 above, authority to allot shares for cash *			
10. Authority to purchase own shares *			

* Special Resolution

Signature: (see note 7) _____

Date: _____ 2009

For notes on completing the Form of Proxy, please see page 5 of the Notice of AGM

Business Reply
Licence Number
MB 122



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