

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom, or if you are taking advice in another jurisdiction, from an appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in Plant Health Care plc you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

PLANT HEALTH CARE PLC

(Incorporated and registered in England and Wales with registered number 05116780)

PROPOSED PLACING AND SUBSCRIPTION OF 44,602,188 SHARES

AND

NOTICE OF GENERAL MEETING

This document should be read as a whole. 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 that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at the offices of DWF Law LLP at 20 Fenchurch Street, London EC3M 3AG, on 16 March 2020 at 11.00 am is set out at the end of this document. A Form of Proxy for use at the General Meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received at the offices of the Company's Registrars by not later than 11.00 am on 14 March 2020. Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.

Copies of this document will be available for collection, free of charge, for a period of one month from the date of this document, at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) and at the Company's website, www.planthealthcare.com.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction. In particular, this document should not be distributed, forwarded to or transmitted in or into the United States, Canada, Japan, the Republic of South Africa, New Zealand or Australia.

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FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the Proposals, the expected timing and scope of the proposals and other statements other than in relation to historical facts. Forward-looking statements are statements which contain, without limitation, words such as "intends", "anticipates", "targets", "estimates", "believes", "should", "plans", "will", "expects" and similar expressions or statements that are not historical facts. The statements are based on the assumptions and assessments by the Board and are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, local and global political and economic conditions, future revenues of the Company being lower than expected, expected cost savings from the Proposals or other future transactions not being realised fully or in line with expected timeframes, competitive pressures in the industry increasing, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither the Company, nor any of its respective associates or Directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Market Abuse Regulation, the Disclosure and Transparency Rules of the Financial Conduct Authority and the City Code on Takeovers and Mergers), the Company is not under any obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Date of this document	25 February 2020
Announcement of the Placing and Subscription	7.00 am on 24 February 2020
Dispatch of the Circular and Form of Proxy	25 February 2020
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00 am on 14 March 2020
General Meeting	11.00 am on 16 March 2020
Admission of New Shares to trading on AIM	7.00 am on 18 March 2020

NOTES:

- (1) Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company, in which event details of the new times and dates will be notified by an appropriate announcement to a Regulatory Information Service.
- (2) References to times in this document are to London times unless otherwise stated.
- (3) All events in the above timetable are conditional upon the passing of the Resolutions.

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

Act	the Companies Act 2006
Admission	the admission of the New Shares to trading on AIM in accordance with the AIM Rules
AIM	a market operated by the London Stock Exchange
AIM Rules	the rules of AIM as set out in the publication entitled "AIM Rules for Companies" published by London Stock Exchange from time to time
Arden	Arden Partners plc
Board of Directors, Directors or the Board	the board of directors of the Company as at the date of this document, comprising Dr Christopher Richards, Guy van Zwanenberg, Dr Richard Webb, William Lewis, Jeffrey Hovey and Jeffrey Tweedy
Circular or this document	this document
City Code	the City Code on Takeovers and Mergers
Company	Plant Health Care plc, a company incorporated in England and Wales with registered number 05116780 and having its registered office at c/o DWF Law LLP, 1 Scott Place, 2 Hardman Street, Manchester M3 3AA
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
Form of Proxy	the form or forms of proxy accompanying this document relating to the General Meeting
General Meeting	the general meeting of the Company to be held at 11.00 am on 16 March 2020 at the offices of DWF Law LLP at 20 Fenchurch Street, London EC3M 3AG, notice of which is set out at the end of this document, and including any adjournment(s) thereof
Group	the Company and its subsidiaries
London Stock Exchange	London Stock Exchange plc
Notice of General Meeting	the notice of the General Meeting, set out in Part II of this document
Overseas Shareholders	those Shareholders with registered addresses outside the UK or who are incorporated in, registered in or otherwise resident or located in, countries outside the UK
New Shares	the Placing Shares and the Subscription Shares
Placing	the placing of the Placing Shares
Placing Agreement	the agreement entered into between the Company and Arden in respect of the Placing
Placing Shares	14,715,056 Shares
Registrars	Neville Registrars Limited of Neville House, Steelpark Road, Halesowen B62 8HD
Regulatory Information Service	has the meaning given in the AIM Rules
Resolutions	the Resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting and "Resolution" means any one of them
Shareholders	the holders of the Shares
Shares	the ordinary shares of £0.01 each in the capital of the Company
Subscribers	Ospraie AG Science LLC, Boulder River Capital Corporation, Scobie Ward, William Lewis, Jeffrey Tweedy, Jeffrey Hovey, Christine Mazzone and Thomas Isler, being certain individual and institutional investors based in the US and Switzerland
Subscription	the proposed subscription by the Subscribers for the Subscription Shares
Subscription Agreements	the subscription agreements entered into between the Company and each of the Subscribers in relation to the subscription by the Subscribers for Shares
Subscription Shares	29,887,132 Shares
UK or United Kingdom	the United Kingdom of England, Scotland, Wales and Northern Ireland
US or United States	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia

PLANT HEALTH CARE PLC

(Incorporated and registered in England and Wales with registered number 05116780)

DIRECTORS

Dr Richard Webb (Non-executive Chairman)
 Dr Christopher Richards (Chief Executive Officer)
 Guy van Zwanenberg (Senior Independent Director)
 William Lewis (Non-executive Director)
 Jeffrey Hovey (Executive Director)
 Jeffrey Tweedy (Executive Director)

REGISTERED OFFICE

c/o DWF Law LLP, 1 Scott Place
 2 Hardman Street
 Manchester
 M3 3AA

25 February 2020

Dear Shareholder,

PROPOSED PLACING AND SUBSCRIPTION**1. INTRODUCTION AND BACKGROUND RELATING TO THE PLACING AND SUBSCRIPTION**

In November 2019, the Company raised \$3 million through the issue of 34,564,500 new ordinary Shares to Ospraie Ag Science LLC, the agriculture venture capital arm of Ospraie Management, LLC, a New York-based investment management firm which specialises in investing in commodities, agriculture and other basic industries on a global basis.

The proceeds of this fundraise were to strengthen the Company's balance sheet and enable it to accelerate sales growth and commercialisation of the first products from the Company's ground-breaking PREtec (Plant Response Elicitor technology), as well as providing additional working capital.

Progress towards the first launches of products from PREtec (Plant Response Elicitor Technology) continues to be very promising, targeting markets worth more than \$5 billion. Moreover, the Board is confident that the basis has been laid for delivering strong revenue growth in 2020 and beyond, in line with market forecasts. However, following the lower than expected revenue in 2019 and subsequent review of the Company budgets and continuing investment in PREtec, the Board believes that raising additional finance is necessary and is in the best long-term interests of Shareholders. This is both to provide additional resources to underpin forecast revenue growth for commercial products and to ensure the successful launch of the first PREtec products.

Given the seasonality in the Company's cash flows, the Board considers that raising additional funds of a minimum \$4 million is appropriate.

The Company seeks to raise £3,568,175.04 through the Placing and the Subscription, in order to:

1. accelerate the final development of the first products from the PREtec (Plant Response Elicitor Technology) platform, including achieving product registrations in the USA and Brazil on the earliest possible timescale;
2. prepare PHC279 (and potentially PHC949 and PHC414) for a successful launch in the USA, Brazil and other target markets;
3. under-pin the delivery of the growth of Harpin ab in 2020 and beyond, through additional sales and marketing resources; and
4. improve the Company's ability to support sales growth by increasing the funds available for working capital, especially to accommodate payment terms in Brazil.

2. DETAILS OF PLACING AND SUBSCRIPTION**PLACING**

On 24 February 2020, the Company announced a placing to raise approximately £1,177,204 (before expenses) by the issue and allotment by the Company of 14,715,056 new Shares at a price of £0.08 per Share (the "Placing Price"). The Placing is conditional upon the passing of the Resolutions at the General Meeting.

PLACING AGREEMENT

Pursuant to the Placing Agreement, Arden has conditionally agreed to use its reasonable endeavours on behalf of and as agents of the Company to procure subscribers for Shares at the Placing Price.

The Placing Agreement contains certain customary warranties and indemnities given by the Company in favour of Arden and is conditional upon:

- a. approval of the Resolutions at the General Meeting;
- b. the Placing having become unconditional in all respects (save for the condition relating to Admission of the Placing Shares);
- c. Admission of the Placing Shares and the Subscription Shares (save for the Subscription Shares proposed to be subscribed for by Thomas Isler); and
- d. Admission of the Placing Shares becoming effective not later than 18 March 2020 (or such later date being not later than 3 April 2020, being the Long Stop Date under the Placing Agreement).

2. DETAILS OF PLACING AND SUBSCRIPTION CONTINUED**PLACING AGREEMENT CONTINUED**

The Placing Agreement contains certain customary warranties and indemnities given by the Company in favour of Arden which are not subject to financial or time limitations.

Under the Placing Agreement, the Company agrees to use its reasonable endeavours to obtain Admission on or before 8.00 am on 18 March 2020.

The Placing Agreement provides, inter alia, for payment by the Company to Arden of a corporate finance fee of £80,000.

SUBSCRIPTION

On 24 February 2020, the Company announced a conditional subscription to raise approximately £2,390,970.56 (before expenses) by the issue and allotment by the Company of 29,887,132 new Shares at the Placing Price. The Subscription is conditional upon the passing of the Resolutions at the General Meeting.

SUBSCRIPTION AGREEMENTS

Pursuant to the Subscription Agreements, each of the Subscribers agrees to subscribe for Shares at the Placing Price and each Subscription Agreement is conditional upon:

- (a) Admission of the Subscription Shares becoming effective; and
- (b) receipt by the Company of the Placing Price in relation to the relevant Shares subscribed for by each Subscriber.

The Subscription Agreements contain certain representations and warranties from the Subscribers in favour of the Company confirming, inter alia, that each Subscriber is an "accredited investor" as defined in Rule 501(a)(1), (2), (3) or (7) of Regulation D promulgated under the Securities Act of 1933, as amended, and is subscribing for the Shares for its own account for investment purposes and not with a view to, or for offer or sale in connection with, any distribution (with the meaning of the United States securities laws) of the Shares.

3. OVERSEAS SHAREHOLDERS

The implications of the Placing for Overseas Shareholders may be affected by the laws of the jurisdiction in which they are resident or otherwise located. Overseas Shareholders should inform themselves about and observe all applicable legal requirements. It is the responsibility of any person into whose possession this document comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the Placing, including compliance with necessary formalities which are required to be observed and the payment of any taxes or levies due in such jurisdiction.

4. ACTION TO BE TAKEN

A reply-paid Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrars as soon as possible and, in any event, not later than 11.00 am on 14 March 2020, being 48 hours before the time of the General Meeting. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

The Placing can only be implemented if the Resolutions are approved by the requisite majority at the General Meeting and the Placing is confirmed by London Stock Exchange. It is therefore important that you either vote in person or by proxy at the General Meeting.

Shareholders are reminded that, if their Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.

5. RECOMMENDATION

The Board considers that the Placing is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board of Directors unanimously recommend that you vote in favour of the Resolutions set out in the Notice of General Meeting as the Board of Directors intend to do in respect of their own (and connected persons') beneficial shareholdings totalling 3,929,538 Shares, representing approximately 1.9% of the Company's issued voting share capital as at the date of this document.

Whether or not you are able to attend the General Meeting in person, please read the Notice of General Meeting set out at the end of this document and the enclosed Form of Proxy, including the notes thereto, carefully to ensure you are able to record your votes in respect of the Resolutions to be proposed at the General Meeting.

Yours faithfully

RICHARD WEBB

Chairman

PLANT HEALTH CARE PLC

(Incorporated and registered in England and Wales with registered number 05116780)

NOTICE IS HEREBY GIVEN that a General Meeting of Plant Health Care plc (the "Company") will be held at the offices of DWF Law LLP at 20 Fenchurch Street, London EC3M 3AG, at 11.00 am on 16 March 2020 for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"), in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot shares in the Company and to grant Rights pursuant to an offer or agreement made by the Company before the date this Resolution is passed) up to a maximum aggregate nominal value of £1,285,987 provided that such authority shall expire on the earlier of the conclusion of the next following annual general meeting of the Company or 31 July 2021 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require equity securities (within the meaning of section 560 of the Act) to be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is without prejudice to the continuing authority of the Directors to allot equity securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTION

2. THAT subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the Directors of the Company be and are given the general power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 1 above or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors of the Company may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - (b) the allotment (otherwise than pursuant to paragraph (a) of this resolution 2) of equity securities up to an aggregate nominal amount of £698,011.

The power granted by this resolution 2 shall expire on the earlier of the conclusion of the Company's next annual general meeting or 31 July 2021 (unless renewed, varied or revoked by the Company in general meeting prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution 2 has expired. This resolution 2 revokes and replaces all unexercised powers previously granted to the Directors of the Company to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board

RICHARD WEBB

Chairman
25 February 2020

Registered office:
c/o DWF Law LLP
1 Scott Place
2 Hardman Street
Manchester M3 3AA

NOTES:

1. For the Ordinary Resolution to be passed, a majority of the votes cast on such Resolution must be in favour of such resolution. For the Special Resolution to be passed, at least three-quarters of the votes cast on such Resolution must be in favour of such resolution.
2. Members 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 General 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 proxy form (the "Form of Proxy") which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars.
3. To be valid any Form of Proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the offices of the Company's Registrars no later than 48 hours before the time appointed for holding the General Meeting.
4. The return of a complete Form of Proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
5. To be entitled to attend and vote at the General Meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA11) by the latest time(s) for receipt of proxy appointments specified in the notice of General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
11. Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

NOTICE OF AVAILABILITY

The Notice of General Meeting setting out the resolutions to be considered at such General Meeting, to which this Proxy Form relates, is available on the Company's website at <https://www.planthealthcare.com/investors/shareholder-information/meetings-and-voting>.

NOTES TO THE FORM OF PROXY

- 1 Members of the Company are entitled to appoint a proxy of their own choice to exercise all or any of their rights to attend, speak and vote at a General Meeting of the Company. If another proxy is preferred, delete the words "the Chairman of the meeting", initial the alteration and insert the name of the person who you wish to be appointed proxy in the space provided. A proxy need not be a member 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 Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom no later than 11:00 a.m. on 14 March 2020, or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting. Proxies may be delivered to Neville Registrars' offices by hand during normal business hours.
- 3 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 16 March 2020 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 Neville Registrars (ID 7RA11) no later than 11:00 a.m. on 14 March 2020, or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned General Meeting.
- 4 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 (which, in aggregate, should not exceed the number of shares held by you). You may photocopy the form in order to appoint more than one proxy. All forms must be signed and should be returned together in the same envelope.
- 5 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 General 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 General 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.
- 6 In the case of joint holders, the signature of only one of the joint members is required on the Form of Proxy, but 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).
- 7 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 "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 General Meeting (including any resolution to amend a resolution or to adjourn the General Meeting).
- 8 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.
- 9 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.
- 10 In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, United Kingdom. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars no later than 11:00 a.m. on 14 March 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- 11 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.
- 12 The completion and lodging of the Form of Proxy 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 thereof, should such member wish to do so.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Plant Health Care plc

(Incorporated and Registered in England and Wales under the Companies Act 1985 - No. 05116780)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the General Meeting of the Company, to be held on 16 March 2020 at the offices of DWF Law LLP, 20 Fenchurch Street, London, EC3M 3AG at 11:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolution)

- | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|
| 1 To authorise the directors to allot shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2* To disapply the statutory pre-emption rights of the Companies Act 2006 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you are planning to attend the General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD - MM - YY



Plant Health Care plc

Attendance Card

The General Meeting will start at 11:00 a.m. and is being held on 16 March 2020 at the offices of DWF Law LLP, 20 Fenchurch Street, London, EC3M 3AG.

If you plan to attend the General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the General Meeting.

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

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