



Pets at Home Group Plc **Annual General Meeting**

Thursday, 9 July 2026
Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK, SOLICITOR, ACCOUNTANT, FUND MANAGER OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER.

If you have sold or otherwise transferred all of your shares in Pets at Home Group Plc ("**Company**"), you should send this document together with the accompanying documents 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 delivery to the purchaser or transferee.

Letter from the Chair

Dear Shareholder

The 2026 Annual General Meeting ("**AGM**") is to be held on Thursday 9 July 2026 at 09:00 am at Pets at Home, Chester House, Stanley Green Trading Estate, Handforth, Cheshire SK9 3RN.

Voting and Q&A

Your vote is important to the Board of directors of the Company (the "**Board**"). If any shareholder is unable to attend the AGM in person, you can still ensure that your votes are counted by submitting proxies in advance, either online or by post.

All resolutions for consideration at the AGM will be voted on a poll, reflecting the proxy instructions received and all valid proxy votes cast will count towards the poll votes.

The Board is again inviting shareholders to submit questions in advance of the AGM as set out below, and answers to questions on key themes will be made available on our website – <https://investors.petsathome.com> as soon as practicable. The Board also welcomes any questions during the AGM from attending shareholders, proxies and corporate representatives.

Further details of how to vote and submit questions in advance of the AGM can be found on pages 8 and 9.

Recommendation

The Board considers that the proposed resolutions are in the best interests of the Company and its shareholders as a whole. The Directors therefore unanimously recommend that you vote in favour of the resolutions proposed at the AGM, as the Directors intend to do so in respect of their own beneficial holdings.

Questions

If you would like to submit any questions on the business of the AGM in advance, or have any questions regarding your shareholding, please contact relations@petsathome.co.uk or investorrelations@petsathome.co.uk.

Results

The results of the voting will be posted on our website and will be notified to the London Stock Exchange after the meeting.

Yours faithfully

Ian Burke
Chair

9 June 2026

Registered Office:
Pets at Home Group Plc, Epsom Avenue,
Stanley Green Trading Estate, Handforth,
Cheshire SK9 3RN

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the Company will be held at Pets at Home, Chester House, Stanley Green Trading Estate, Handforth, Cheshire SK9 3RN on Thursday, 9 July 2026 at 09:00 am for the following purposes and to consider, and if thought fit, to pass the following resolutions, of which resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 15 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

1. To receive the Company's audited financial statements for the financial year ended 26 March 2026, together with the Directors' report and the auditor's report set out in the annual report for the year ended 26 March 2026 ("**2026 Annual Report**").
2. To approve the Directors' remuneration report for the year ended 26 March 2026 (excluding the part containing the Directors' Remuneration Policy), as set out on pages 68 to 79 of the 2026 Annual Report.
3. To approve the Directors' Remuneration Policy, as set out on pages 80 to 86 of the 2026 Annual Report.
4. That the Company's Performance Share Plan (the "**PSP**"), the rules of which are summarised in Appendix 2 to this notice, be and is hereby approved as an employees' share scheme within the meaning of section 1166 of the Companies Act 2006 ("**Act**") and UKLR 9.3.1R of the UK Listing Rules and that the Directors of the Company be and are hereby authorised to do all such things as may be necessary to establish and carry the PSP into effect.
5. To declare a final dividend recommended by the Directors of 2.7 pence per ordinary share for the year ended 26 March 2026.
6. By separate resolutions, to re-elect the following individuals as Directors of the Company:
 - 6A Ian Burke
 - 6B Zarin Patel
 - 6C Roger Burnley
 - 6D Natalie-Jane Macdonald
 - 6E Garret Turley
7. By separate resolutions, to elect the following individuals as Directors of the Company:
 - 7A James Bailey
 - 7B Sarah Pollard
8. To re-appoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid.
9. To authorise the Directors to set the fees paid to the auditor of the Company.
10. That, in accordance with section 551 of the Act, the Directors be and are generally and unconditionally authorised to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**");
 - i. up to an aggregate nominal amount of £1,494,281; and
 - ii. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £2,988,563 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (i) of this resolution) in connection with an offer by way of a fully pre-emptive offer:
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter, such authorities to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 8 October 2027, but, in each case, so that the Company may make offers or agreements before the authority expires which would or might require shares to be allotted or Rights to be granted after the authority expires, and so that the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
11. That, in accordance with sections 366 and 367 of the Act, the Company and its subsidiaries as at any time during the period for which this resolution has effect be and are authorised to:
 - i. make political donations to political parties and/or independent election candidates, not exceeding £100,000 in total;
 - ii. make donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - iii. incur political expenditure, not exceeding £100,000 in total, provided that the aggregate amount of such political donations and political expenditure shall not exceed £100,000. For the purposes of this authority "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Act. The authority conferred under this resolution shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed.

Notice of Annual General Meeting *continued*

Special resolutions

12. That, subject to the passing of resolution 10, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 10 and/or sell ordinary shares held by the Company as if section 561 of the Act did not apply to any such allotment or sale provided that this power shall be limited:

- i. to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (ii) of resolution 10, such power shall be limited to the allotment of equity securities in connection with an offer by way of a fully pre-emptive offer only):
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter; and

- ii. to the allotment (otherwise than in the circumstances set out in paragraph (i) of this resolution) of equity securities or sale of treasury shares pursuant to the authority granted by paragraph (i) of resolution 10 up to an aggregate nominal amount of £224,142,

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 8 October 2027, but so that the Company may make offers or agreements before the power expires which would or might require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and so that the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this authority has expired.

13. That, subject to the passing of resolution 10, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered, in addition to any authority granted under resolution 12, to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution 10 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale provided that this power shall be:

- i. limited to the allotment of equity securities or sale of treasury shares pursuant to the authority granted by paragraph (i) of resolution 10 up to an aggregate nominal amount of £224,142; and
- ii. used only for purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 8 October 2027, but so that

the Company may make offers or agreements before the power expires which would or might require equity securities (and/or treasury shares to be sold) to be allotted after the power expires and so that the Directors may allot equity securities (and/or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this authority has expired.

14. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company provided that:

- i. the maximum aggregate number of ordinary shares authorised to be purchased is 44,828,459;
- ii. the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
- iii. the maximum price which may be paid for an ordinary share is not more than the higher of:
 - (a) 105 per cent. of the average of the middle market quotation for an ordinary share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,

in each case, exclusive of expenses;

- iv. unless previously varied, revoked or renewed this authority shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 8 October 2027;
- v. the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
- vi. any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

15. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Lesley Lazenby
Company Secretary

Pets at Home Group Plc
9 June 2026

Registered Office:
Epsom Avenue
Stanley Green Trading Estate
Handforth Cheshire
SK9 3RN

Registered in England and Wales Registered Number: 8885072

Explanatory notes to the proposed resolutions

Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions, which means that for each of those resolutions to be passed, more than half the votes cast must be cast in favour of the resolution. Resolutions 12 to 15 (inclusive) will be proposed as special resolutions, which means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution.

Resolution 1 – Receipt of 2026 Annual Report

The Directors are required to lay the Company's audited financial statements and the Directors' and auditor's reports before shareholders each year at the Annual General Meeting ("AGM"). The audited financial statements and the Directors' and auditor's reports for the year ended 26 March 2026 are included in the 2026 Annual Report.

Resolution 2 – Approval of Directors' remuneration report

The Directors' remuneration report ("**Directors' Remuneration Report**") is subject to an annual advisory shareholder vote by way of an ordinary resolution. Resolution 2 is to approve the Directors' Remuneration Report (excluding the part containing the Directors' Remuneration Policy).

The annual statement from the Chair of the Remuneration Committee, set out on pages 68 to 70 of the 2026 Annual Report, summarises, for the year ended 26 March 2026, the major decisions taken on Directors' remuneration, any substantial changes relating to Directors' remuneration made during the year, and the context in which those changes occurred and decisions have been taken.

The annual report on remuneration, set out on pages 68 to 79 of the 2026 Annual Report, provides details of the remuneration paid to Directors in respect of the year ended 26 March 2026, including base salary, taxable benefits, short-term incentives (including percentage deferred), long-term incentives vested in the year, pension-related benefits, any other items in the nature of remuneration and any sum(s) recovered or withheld during the year in respect of amounts paid in earlier years, all in accordance with the remuneration policy that was approved by shareholders at the 2023 Annual General Meeting.

Resolution 3 – Approval of the Directors' Remuneration Policy

Resolution 3 seeks shareholder approval of the Company's Directors' Remuneration Policy, which was last approved by shareholders at the Company's 2023 Annual General Meeting.

Under the Companies Act 2006, the Directors' Remuneration Policy must be put to shareholders for approval at least every three years, or sooner if changes are proposed. The existing policy has applied since its approval in 2023 and will continue to apply unless and until a new policy is approved.

The proposed new Directors' Remuneration Policy is set out on pages 80 to 86 of the 2026 Annual Report. The proposed Directors' Remuneration Policy reflects the outcome of the Committee's scheduled review during the year to ensure continued alignment with the Group's strategy, market practice and shareholder expectations.

The overall structure of remuneration remains largely unchanged, including base salary, benefits, pension alignment with the wider workforce and incentive opportunity levels, and no material changes are proposed to these elements. Updates to the Directors' Remuneration Policy include refinements to the annual bonus framework, including the introduction of a Group underpin to strengthen alignment with overall financial performance, and a transition from a Restricted Share Plan to a Performance Share Plan to reinforce the link between reward and long-term performance and align with prevailing market practice.

The Board considers that the proposed Directors' Remuneration Policy maintains an appropriate balance of simplicity, transparency and a clear link between pay and performance, and is therefore seeking shareholder approval for the new Directors' Remuneration Policy.

Further details on the proposed changes are set out on pages 80 to 86 of the 2026 Annual Report.

If approved, the Directors' Remuneration Policy will take effect at the conclusion of the AGM and will be effective until the conclusion of the Company's Annual General Meeting in 2029, unless it is amended or replaced earlier and a revised policy is submitted to shareholders for approval.

Resolution 4 – Approval of the PSP

In accordance with UKLR 9.3.1R, this resolution seeks shareholder approval for the adoption of a new employees' share scheme, being the Pets at Home Group Plc Performance Share Plan (the "**PSP**"), which is intended to replace the Company's existing Restricted Share Plan (the "**RSP**").

'In-flight' awards granted under the RSP will be unaffected by this change, but new awards, granted on or following the AGM will be granted under the PSP.

The rules of the PSP are summarised in Appendix 2 to this notice. A copy of the rules of the PSP will be available for inspection at the National Storage Mechanism from the date of this Notice of Meeting, and at the place of the AGM from at least 15 minutes before the AGM until the end of the AGM.

Resolution 5 – Declaration of final dividend

The Board is recommending, and the shareholders are being asked to approve, the declaration of a final dividend of 2.7 pence per ordinary share for the year ended 26 March 2026. The final dividend will, subject to shareholder approval, be paid on 15 July 2026 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on 5 June 2026.

Resolutions 6A, 6B, 6C, 6D and 6E – Individual re-election of Directors

In accordance with the UK Corporate Governance Code ("**Code**") and the Company's Articles of Association (the "**Articles**"), every Director will stand for re-election/election at the AGM.

The Board recommends the proposed re-elections be approved. Biographical details for each Director, together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success, are set out in Appendix 1 and on pages 29 to 33 of the Annual Report.

Over half of the Directors standing for re-election/election are non-executive directors who are considered independent under the Code.

Resolutions 7A and 7B – Individual election of Directors

James Bailey, who was appointed as Chief Executive Officer and as an Executive Director on 30 March 2026, and Sarah Pollard, who was appointed as Chief Financial Officer and as an Executive Director on 27 March 2026, are standing for election at the AGM.

In accordance with the Code and the Articles, Directors

appointed by the Board since the last AGM are required to stand for election by shareholders.

Having considered their appointments and the skills and experience they bring, the Board recommends that shareholders vote in favour of their election. Further biographical details are set out in the Appendix and on page 35 of the Annual Report.

Resolution 8 – Re-appointment of auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before shareholders, to hold office until the next such meeting.

The Audit and Risk Committee has reviewed the effectiveness, performance, independence and objectivity of the existing external auditor, Deloitte LLP, on behalf of the Board, and concluded that the external auditor was in all respects effective.

Resolution 9 – Authority to agree auditor's remuneration

This resolution authorises the Directors, in accordance with standard practice, to negotiate and agree the fees to be paid to the auditor.

In practice, the Audit and Risk Committee will consider and approve the remuneration of the auditor on behalf of the Board.

Resolution 10 – Authority to allot shares

This resolution seeks shareholder approval to grant the Directors the authority to allot shares in the Company, or to grant rights to subscribe for or convert any securities into shares in the Company ("**Rights**") pursuant to section 551 of the Act ("**Section 551 authority**"). The authority contained in paragraph (i) of the resolution will be limited to an aggregate nominal amount of £1,494,281, being approximately one-third of the Company's issued ordinary share capital as at 27 May 2026, being the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association, paragraph (ii) of this resolution would give the Directors authority to allot shares in the Company or grant Rights in connection with a fully pre-emptive offer up to aggregate nominal amount of £2,988,563 representing approximately two-thirds of the Company's issued ordinary share capital as at 27 May 2026, as reduced by the aggregate nominal amount of any allotments or grants under paragraph (i) of this resolution. The Company does not hold any shares in treasury.

If approved, the section 551 authority shall, unless renewed, revoked or varied by the Company, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 8 October 2027. The exception to this is that the Directors may allot shares or grant rights after the authority has expired in connection with an offer or agreement made or entered into before the authority expired. The Directors have no present intention to exercise the section 551 authority.

Resolution 11 – Authority to make political donations and expenditure

The Company does not make, and does not intend to make, any political donations (to political parties or other political organisations) or incur political expenditure. However, the Company may from time to time make donations to animal welfare organisations, societies and charities. As the law in this area is widely drafted, it could prohibit these activities unless the Company has first obtained shareholder approval.

Resolutions 12 and 13 – Partial disapplication of pre-emption rights

These resolutions seek shareholder approval to grant the Directors the power to allot equity securities of the Company pursuant to sections 570 and 573 of the Act ("**Section 570 and 573 power**") without first offering them to existing shareholders in proportion to

their existing shareholdings.

The power in resolution 12 will be limited to allotments:

- (i) for cash in connection with pre-emptive offers, subject to any arrangements that the Directors consider appropriate to deal with fractions and overseas requirements; and
- (ii) otherwise for cash up to a maximum nominal value of £224,142 representing 5 per cent. of the Company's issued ordinary share capital as at 27 May 2026, being the latest practicable date prior to publication of this Notice, which is in accordance with the relevant shareholder guidelines applicable to the Company.

Resolution 13 would give the Directors authority to allot a further 5 per cent. of the Company's issued ordinary share capital as at 27 May 2026, being the latest practicable date prior to publication of this Notice, for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group's Statement of Principles (as updated in November 2022) ("**Statement of Principles**").

The disapplication authorities under resolutions 12 and 13 are in line with the authorities sought at the AGM last year and the guidance set out in the Statement of Principles.

The Statement of Principles allow a board to seek authority from its shareholders to allot shares for cash otherwise than in connection with a pre-emptive offer representing (i) up to 10 per cent. of a company's issued share capital for use on an unrestricted basis and (ii) up to a further 10 per cent. of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue.

The Board notes the increased flexibility offered by the recent Statement of Principles but it has concluded that, at this time, the previous thresholds remain in the best interests of the Company and its shareholders.

If both resolutions 12 and 13 are passed, the Directors will have authority to allot shares for cash on a non-pre-emptive basis up to a maximum amount equal to 10 per cent. of the Company's issued share capital as at 27 May 2026, but with 5 per cent. of that figure only being permitted to be used for the specific circumstances set out in resolution 13.

If approved, the section 570 and 573 power shall apply until the end of the Company's next AGM after the resolution is passed or, if earlier, until the close of business on 8 October 2027. The exception to this is that the Directors may allot equity securities after the power has expired in connection with an offer or agreement made or entered into before the power expired. The Directors have no present intention to exercise the section 570 and 573 power. The Directors confirm that, in considering the exercise of the authority under resolutions 12 and 13, they intend to follow the shareholder protections set out in Part 2B of the Pre-emption Group's Statement of Principles to the extent reasonably practicable and relevant.

Resolution 14 – Authority to purchase own shares

This resolution seeks shareholder approval to grant the Company the authority to purchase its own shares pursuant to sections 693 and 701 of the Act.

This authority will be limited to an aggregate maximum number of 44,828,459 ordinary shares, representing 10 per cent. of the Company's issued share capital as at 27 May 2026, being the latest practicable date prior to publication of this Notice.

The maximum price which may be paid for an ordinary share will be an amount which is not more than the higher of (i) 5 per cent. above the average of the middle market quotation for an ordinary share as

derived from the London Stock Exchange Plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out (in each case, exclusive of expenses).

If approved, the authority shall, unless varied, revoked or renewed, expire at the end of the Company's next AGM after the resolution is passed or, if earlier, at the close of business on 8 October 2027. The Directors will only exercise their authority under this resolution if it is in the best interests of shareholders generally and could be expected to result in an increase in the earnings per ordinary share of the Company. As announced on 27 May 2026, the Directors intend to undertake a buy back programme of up to, in aggregate, £50 million over the next 12 months. The purchase of any shares under the buy back programme following the conclusion of the Annual General Meeting is conditional on resolution 14 being passed by the requisite majority. Any shares purchased under this resolution may be cancelled or held in treasury. The Directors believe it is desirable for the Company to have the choice, to give the Company flexibility in the arrangement of its capital base.

As at 27 May 2026, the Company had granted options and awards under its colleague share plans over in aggregate 9,637,567 ordinary shares (assuming full vesting and exercise). This represents 2.15% of the Company's issued share capital as at 27 May 2026.

If the Company were to buy back the maximum number of ordinary shares allowed under the authority under this resolution and the existing authority, and then cancel those shares, the total number of options and awards would represent approximately 2.39% of the Company's issued share capital as at 27 May 2026.

Resolution 15 – Notice period for general meetings other than AGMs

This resolution seeks shareholder approval to allow the Company to continue to call general meetings (other than AGMs) on 14 clear days' notice. In accordance with the Companies (Shareholders' Rights) Regulations 2009, the notice period required for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period (subject to a minimum period of 14 clear days).

AGMs will continue to be held on at least 21 clear days' notice.

If approved, the approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The Company intends to only use the shorter notice period where the flexibility would be helpful given the business of the meeting, the proposals are time sensitive and where the Company considers it is to the advantage of shareholders as a whole.

In accordance with the Act, the Company must make a means of electronic voting available to all shareholders for that meeting in order to be able to call a general meeting on less than 21 clear days' notice.

Explanatory notes as to the proxy, voting and attendance procedures at the Annual General Meeting

1. The holders of ordinary shares in the Company are entitled to attend the AGM and to vote. A member entitled to attend and vote may appoint a proxy to exercise all or any of their rights to attend, vote and speak at a general meeting. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. A proxy need not be a member of the Company.
2. A form of proxy is enclosed with this notice. To be effective, a form of proxy must be completed and returned, together with any power of attorney or authority under which it is completed or a certified copy of such power or authority, so that it is received by the Company's registrars at the address specified on the form of proxy by 09:00 am on 7 July 2026 (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day)). Returning a completed form of proxy will not preclude a member from attending the meeting and voting in person.

Shareholders may also register the appointment of a proxy electronically at investorcentre.co.uk/eproxy. You will need the Control Number, Shareholder Reference Number and PIN which are set out on your proxy form or the electronic broadcast you received from us.

3. To be entitled to vote at the Annual General Meeting (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 6.00 pm on 7 July 2026 (or, in the event of an adjournment, by 6.00 pm, on the date which is two days before the stated time of the adjourned meeting (excluding any part of a day that is not a working day)). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
4. As at 27 May 2026, the Company's issued share capital consists of 448,284,594 ordinary shares of £0.01 each, carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 27 May 2026 are 448,284,594.
5. 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 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.
6. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it constitutes the appointment of a proxy or is 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 3RA50) by 11.00 am on 7 July 2026 (or, in the event of an adjournment, not less than 48 hours before the stated time of the adjourned meeting (excluding any part of a day that is not a working day)). For this purpose, the time of

receipt will be taken to be the time (as determined by the time stamp 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.

7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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, 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.
8. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertified Securities Regulations 2001.
9. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform. For further information regarding Proximity, please go to www.proximity.io. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
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. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website.
12. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

13. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holders.
14. Any member holding ordinary shares has the right to ask questions at the AGM. Any member may also submit questions in advance of the AGM by email to investorrelations@petsathome.co.uk or relations@petsathome.co.uk.
15. A copy of this notice, and other information required by section 311A of the Act, can be found at <https://investors.petsathome.com>.
16. The following documents are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays in the United Kingdom excluded) at the Company's registered office, Epsom Avenue, Stanley Green Trading Estate Handforth, Cheshire SK9 3RN, from the date of this Notice until the conclusion 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 AGM:
 - copies of the Non-Executive Directors' letters of appointment; and
 - a copy of the rules of the PSP (which are also available to view on the National Storage Mechanism).
17. You may not use an electronic address provided in either this notice of Annual General Meeting or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.
18. The Directors have determined that all of the resolutions to be put to a vote at the Annual General Meeting will be decided on a poll.
19. Unacceptable behaviour will not be tolerated at the AGM and will be dealt with appropriately by the Chair.

Appendix 1 – Directors Information

Directors standing for election and re-election

In accordance with the UK Corporate Governance Code, the Directors will retire and submit themselves for re-election by the shareholders each year. The Board confirms, following the outcome of the Board performance review, that all Directors continue to provide effective and valuable contribution to the Board and demonstrate commitment to their roles. In reaching its recommendations the Board considered the individual skills and experience brought by each Director and the overall skill set of the Board. The Board also carefully considers other commitments held by each Director. Where a Director holds other roles, and prior to accepting any additional roles, attention is paid to ensuring they are able to commit sufficient time to the Group. The Board has determined that each Director has the ability to continue to provide the level of focus and time required to fulfil their individual obligations at Pets at Home Group notwithstanding their external appointments.

James Bailey – Chief Executive Officer

James was appointed to the Board as Chief Executive Officer on 30 March 2026.

James has extensive senior leadership experience from the UK grocery and retail sector, with a strong track record in operational performance, customer proposition and digital transformation. Most recently, he served as Managing Director of Waitrose, leading the business through a period of significant challenge, including the Covid-19 pandemic and subsequent inflationary pressures, delivering strong sales and profit performance.

During his time at Waitrose, James oversaw the relaunch of Waitrose.com following the transition away from the Ocado platform and held responsibility for large store estates, supply chains and colleague engagement. Earlier in his career, James held a number of senior roles over more than twenty years at J Sainsbury plc, including Grocery Buying Director, giving him deep commercial, buying and supplier-facing expertise.

Sarah Pollard – Chief Financial Officer

Sarah was appointed to the Board as Chief Financial Officer on 27 March 2026.

Sarah brings extensive financial leadership experience from highly competitive UK and international consumer sectors, with a strong track record in performance management, strategy and M&A, business transformation, risk and financial control. Most recently, she served as Chief Financial Officer of PZ Cussons plc, where she played a key role in navigating complex trading conditions and supporting the delivery of strategic and operational priorities.

Previously, Sarah was Finance Director at Birds Eye and subsequently Deputy Chief Financial Officer at their parent company Nomad Foods, providing her with significant experience of listed company reporting, investor engagement and international operations. Earlier in her career, she held senior finance leadership roles at Unilever, Tesco, PepsiCo and Diageo, building deep expertise across branded consumer goods, retail and global supply chains.

Ian Burke – Chair

Ian was appointed as Chair in May 2020.

Ian has extensive board experience with past board positions including: Chair of Studio Retail Group Plc, Non-Executive Senior Independent Director of intu properties plc, CEO of Thistle Hotels, Chair of the privately owned veterinary group Vet Partners, and a long tenure on the board at Rank Group plc as non executive chair, executive chair and CEO.

Ian brings to the Board a wealth of experience from the leisure and retail sectors and has significant prior experience of participation in audit and remuneration committees.

Zarin Patel – Senior Independent Director & Non-Executive Director

Zarin was appointed to the Board of Pets at Home in 2021 and has wide ranging financial and commercial expertise. Zarin is also a Chartered Accountant.

Zarin is currently appointed as a Non-Executive Director, Chair of the Audit and Risk Committee and member of the Sustainability Committee at Hays Plc and a Trustee of National Trust. Previously, Zarin was Senior Independent Director and Chair of the Audit and Risk Committee of Anglian Water Services Limited, Non-Executive Director and Chair of the Audit and Risk Committee of HM Treasury, an independent member of the Audit and Risk Committee of John Lewis Partnership plc, Chief Financial Officer of the BBC, Chief Operating Officer of The Grass Roots Group plc and Non-Executive Director and Senior Independent Director of Post Office Limited and member of its Audit and Risk Committee.

Roger Burnley – Independent Non-Executive Director

Roger joined the Pets at Home Board in February 2023 and is an experienced retailer who spent ten years as an executive director of Sainsbury's before joining Asda as its Chief Operating Officer in 2016, becoming its CEO in 2017.

Roger was appointed CBE in the 2022 New Year Honours list for services to the food supply chain. He is currently appointed as Non-Executive Director of Marks and Spencer Group plc and as Luminary Advisor of Accenture. Roger was previously Non-Executive Chair of Finnbrogue Artisan and Chair of Plate-Up Limited.

Natalie-Jane Macdonald – Independent Non-Executive Director

Natalie-Jane was appointed to the Board of Pets at Home in May 2023 and is the designated Non-Executive Director for workforce engagement.

Natalie-Jane is a graduate of Glasgow University and spent eight years as an NHS hospital physician before moving into the private sector where she spent 17 years at Bupa holding various roles, including Managing Director of Bupa Health and Wellbeing.

Natalie-Jane has chaired Nuffield Health, since May 2020 and was CEO of Sunrise Senior Living UK until 2021. Natalie-Jane is also a board member of Riverstone Living, a retirement living business and chairs, Voyage Care, a healthcare services company providing support for people with learning disabilities and The Unicorn Trust. She also holds an MBA from London Business School.

Garret Turley – Independent Non-Executive Director

Garret joined the Board in July 2024.

Garret is a qualified veterinarian who co-founded and built Pet Doctors, after which he transitioned into private equity at Bridges Ventures where his focus was on health and education investments. Garret then joined August Equity as a Partner, where his role focused on the healthcare, social care and education sectors through strategic investments. Garret has significant board experience and currently chairs a privately owned social care business Koala Care, is a Non-Executive Director at Dunrogan on a family office board in his native Northern Ireland and chairs Blackrose, a boutique corporate advisory house. He is also appointed as Trustee of Outside In.

Appendix 2 – Summary of the PSP rules

The following summarises the rules of the Pets at Home Group Plc Performance Share Plan (the “**PSP**”) for which shareholder approval is being sought.

Eligibility

All employees of the Company and its subsidiaries (the “**Group**”) (including executive directors who are employees) are eligible to participate in the PSP (the “**Qualifying Employees**”), subject to the absolute discretion of the Board of Directors (the “**Board**”) following consultation, where appropriate, with the Remuneration Committee of the Board (the “**Committee**”).

Type of Awards

The PSP provides for the grant of nil cost awards to acquire ordinary shares in the capital of the Company (whether by purchase or subscription) (the “**Shares**”) in such form as the Board shall determine in its absolute discretion, including in the form of options and/or conditional share awards (together the “**Awards**”).

Grant of Awards

Awards may be granted during the period of 42 days from the date on which the PSP is adopted or within any 42 day period following (i) the announcement of the Company’s results for any financial period; (ii) the commencement date of a Qualifying Employee’s employment with the Group or (iii) the occurrence of an exceptional event relating to or affecting the Company or Group. No Awards may be granted more than 10 years after the approval of the PSP, unless otherwise approved by shareholders.

Company Dilution Limits

The number of Shares over which Awards to subscribe for Shares may be granted under the PSP on any date shall be limited so that the total number of Shares issued and issuable pursuant to rights granted under the PSP and any other employee share scheme operated by the Company in any rolling ten year period is restricted to ten (10) per cent. of the Company’s Shares in issue calculated at the relevant time.

For the purposes of this limit and so long as institutional investors require it, Awards satisfied with treasury shares shall be treated as Awards satisfied with newly issued shares. Further, and for the avoidance of doubt, no account will be taken of options or awards that have lapsed or otherwise ceased to be capable of exercise, and no account will be taken of options or awards granted over (or in respect of) Shares purchased (or to be purchased) in the market.

Individual Limits

Awards may be granted on an annual basis. However, the maximum original market value of Shares granted under the PSP to a Qualifying Employee in any financial year may not normally exceed 250 per cent. of the Qualifying Employee’s annual salary for that year. If exceptional circumstances exist (including, but not limited to, the recruitment of an Eligible Colleague) the Board, following consultation with the Committee, can increase this limit to 300 per cent. If and so long as the Company is listed on the Main Market of the London Stock Exchange, Awards granted to executive directors will be granted subject to any further thresholds or individual limits set out in the Company’s published remuneration policy from time (or as otherwise approved by the Company’s shareholders).

Vesting/Performance Conditions/Holding Periods

Awards will normally vest over a period of 3 years, subject to the satisfaction of performance conditions. On, or prior to, each date of grant, the Board, following consultation with the Committee, must select the type of performance conditions applicable to each Award, including the weighting of each performance condition and the performance period or periods against which they will be assessed. These conditions may include both financial and non-financial performance targets, as well as strategic and personal conditions.

Details of the performance conditions applying to the Awards granted to the Company’s executive directors will be disclosed in the Company’s annual report and accounts as required each year. Following vesting, the Board may require that the Shares subject to a vested Award are held for a further 2 years (net of any Shares sold to cover withholding tax liabilities) or for such longer or shorter period specified in the rules.

If the Committee determines that the performance conditions attaching to an Award are no longer a fair measure of performance, the Committee can waive, amend or replace the conditions with new conditions, provided that any new conditions are not materially more difficult or easy to satisfy than the original conditions were considered to be when they were first awarded.

Without prejudice to the above, the Committee, may, in its absolute discretion, adjust the number of Shares subject to an Award (including a reduction to zero) if it believes, in its absolute discretion, that the formulaic outcome of the performance conditions (or other vesting conditions) do not accurately reflect an award holder’s personal performance, the underlying performance or financial health of the Company and/or the experience of the Company’s shareholders, employees or other stakeholders.

Settlement

Awards may be settled with new issue, treasury or market purchase shares. The Board reserves the right to cash settle Awards (in whole or in part) in order to (amongst other things) facilitate the payment of withholding tax liabilities.

Cessation of Employment

Awards will normally only vest if the award holder is still an employee of the Group and all subsisting Awards will lapse (vested or otherwise) on cessation of employment save in the circumstances set out below. If an award holder ceases to be an employee by reason of (i) death, (ii) ill-health, injury or disability (evidenced to the satisfaction of the Committee and (iii) any other circumstances approved by the Committee in its absolute discretion then he or she shall be treated as a ‘good leaver’.

Good leavers will be permitted to retain their vested Awards and may (in the Committee’s absolute discretion) be permitted to also retain their unvested Awards until the normal vesting date at which point their unvested Awards will vest subject to the satisfaction of any performance conditions and any holding period in the usual way and subject to a pro-rata reduction to the number of Shares subject to the Award by reference to the time that has elapsed between the relevant date of grant and the relevant date of cessation. The Committee also has discretion to (i) permit accelerated vesting (i.e. vesting earlier than the normal vesting date), (ii) to disapply the pro-rata reduction and/or to disapply the holding period. The exercise of discretion in these matters can be applied on an Award by Award basis (so, for example, a departing employee can be deemed to be a ‘good leaver’ for some but not all of their Awards).

Malus and Clawback

All Awards will be granted subject to malus provisions. In addition, Awards granted to members of the executive management team (including to the executive directors) and/or any other colleague who is considered to be sufficiently senior by the Committee in its absolute discretion, will be granted subject to clawback provisions, commencing on the date of grant and ending two years following vesting.

Malus and Clawback will be applied in the event of: (i) a material misstatement of financial results; (ii) any circumstances justifying summary dismissal of a participant from his office or employment with a member of the Group including, but not limited to, dishonesty, fraud, misrepresentation or breach of trust; (iii) any performance and/or other vesting condition being satisfied based on an error, or on inaccurate or misleading information or assumptions (including, but not limited to a misstatement or restatement of financial results); (iv) circumstances arising during the vesting period contributing to insolvency; and/or (v) circumstances giving rise to a significant impact on the reputation of the Company or any business of any member of the Group (or would have, if it were to be made public).

Malus and Clawback will continue to apply to any Awards held by leavers.

Corporate Events/Change of Control

Awards will vest early in the event of a change of control of the Company (whether by way of general offer or scheme of arrangement or otherwise) as well as in the event of a voluntary winding up of the Company (the **"Relevant Event"**). In such circumstances the Committee shall determine the extent to which the Awards shall vest taking account of (i) the time that has elapsed since the relevant date of grant; (ii) the amount of progress made by the award holder/Company towards meeting any performance conditions attaching to the Awards (iii) the likelihood of the performance conditions being met had the Relevant Event not taken place and (iv) any other factors that the Committee considers, in its absolute discretion, to be relevant. For the avoidance of doubt, having taken the foregoing into account, the Committee is permitted to allow accelerated vesting in full and/or subject to time pro-rating or performance adjustment as it sees fit and on an Award by Award basis.

Variation of Share Capital

In the event of a capitalisation issue or offer by way of rights (including an open offer), or upon any consolidation, subdivision or reduction or other variation of the Company's capital, the number of Shares the subject of an Award and/or the price payable on vesting (if any) may be adjusted by the Board (following consultation with the Committee) in such a way as the Committee considers to be fair and reasonable.

Amendments and General

No rights under an Award may be transferred by an award holder to any other person except in the event of an award holder's death. Awards granted under the PSP shall not be pensionable. The PSP may be amended by the Board (following consultation with the Committee) in any way provided that: (i) no amendment may be made which would materially prejudice the interests of award holders in relation to Awards already granted to them under the PSP unless the sanction of award holders has been obtained; (ii) all amendments to the advantage of award holders to the provisions relating to the definition of Qualifying Employee, the Company and/or individual limits on the number of Shares subject to Awards, the leaver provisions and the provisions relating to change of control and/or the provisions relating to the variation of share capital will require the prior consent of the Company in general meeting unless they are minor amendments to benefit the administration of the plan or to obtain or maintain favourable tax, exchange control or regulatory treatment for award holders, the Company or a member of the Group; and (iii) the Board may amend the PSP by way of separate schedules to enable it to be operated overseas.

Note: The above is a summary of the principal terms of the proposed PSP and in the event of any conflict between the rules and the above summary, the rules shall take precedence. The Board reserve the right (up to the time of the Annual General Meeting) to make such amendments and additions to the rules of the PSP as they may consider necessary or desirable provided that such amendments and additions do not conflict in any material respect with the summary set out above.

Pets at Home Group Plc

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