



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

Thursday, 10 July 2025
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 2025 Annual General Meeting (AGM) is to be held on Thursday 10 July 2025 at 11:00am 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. 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 practically possible. The Board also welcomes any questions during the AGM from attending shareholders.

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 have any questions about the AGM or your shareholding, please contact relations@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

10 June 2025

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, 10 July 2025 at 11.00 am for the following purposes and to consider, and if thought fit, to pass the following resolutions, of which resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 14 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

1. To receive the Company's audited financial statements for the financial year ended 27 March 2025, together with the Directors' reports and the auditor's reports set out in the Annual Report for the year ended 27 March 2025 ('2025 Annual Report').
2. To approve the Directors' remuneration report for the year ended 27 March 2025, as set out on pages 61 to 70 of the 2025 Annual Report.
3. That the Pets at Home Group Plc 2024 Sharesave Plan (the 'SAYE'), 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 SAYE into effect.
4. To declare a final dividend recommended by the Directors of 8.3 pence per ordinary share for the year ended 27 March 2025.
5. By separate resolutions, to re-elect the following individuals as Directors of the Company:
 - 5A Lyssa McGowan
 - 5B Mike Iddon
 - 5C Ian Burke
 - 5D Zarin Patel
 - 5E Roger Burnley
 - 5F Natalie-Jane Macdonald
6. To elect Garret Turley as a Director of the Company.
7. 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.
8. To authorise the Directors to set the fees paid to the auditor of the Company.
9. 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 £1,531,636; and
- ii. comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £3,063,272 (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 9 October 2026, 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.

10. 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 amount of such political donations and political expenditure shall not exceed £100,000 in aggregate.

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

11. That, subject to the passing of resolution 9, 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 9 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:
- 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 9, 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):
 - to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - 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
 - 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 9 up to an aggregate nominal amount of £229,745,

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 9 October 2026, 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.

12. That, subject to the passing of resolution 9, 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 11 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution 9 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:

- limited to the allotment of equity securities or sale of treasury shares pursuant to the authority granted by paragraph (i) of resolution 9 up to an aggregate nominal amount of £229,745; and
- 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 9 October 2026, 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.

13. 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:
- the maximum aggregate number of ordinary shares authorised to be purchased is 45,949,105;
 - 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;
 - the maximum price which may be paid for an ordinary share is not more than the higher of:
 - 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
 - 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;
 - 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 9 October 2026;
 - 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
 - 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.

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

Recommendation

Your Board of Directors ('Board') believe that each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of all of the resolutions proposed, as the Directors intend to do in respect of their own beneficial holdings.

BY ORDER OF THE BOARD

Lesley Lazenby
Company Secretary
 Pets at Home Group Plc
 10 June 2025

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 10 (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 11 to 14 (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 2025 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 27 March 2025 are included in the 2025 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.

The annual statement from the Chair of the Remuneration Committee, set out on pages 61 to 62 of the 2025 Annual Report, summarises, for the year ended 27 March 2025, 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 61 to 70 of the 2025 Annual Report, provides details of the remuneration paid to Directors in respect of the year ended 27 March 2025, 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 SAYE Plan

The purpose of resolution 3 is to seek shareholder approval at the AGM for the renewal of the Pets at Home Group Plc 2024 Sharesave Plan in order to continue to grant tax-advantaged share options over newly issued or treasury shares under the SAYE to eligible colleagues (including the Executive Directors) over the coming years.

The SAYE was first adopted on 25 February 2014 and forms part of the Company's all-employee equity incentivisation offering. No substantial changes are being proposed to the rules.

A copy of the rules of the SAYE 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.

The principal terms of the SAYE are summarised in Appendix 2 to this Notice.

Resolution 4 – Declaration of final dividend

The Board is recommending, and the shareholders are being asked to approve, the declaration of a final dividend of 8.3 pence per ordinary share for the year ended 27 March 2025. The final dividend will, subject to shareholder approval, be paid on 16 July 2025 to the holders of ordinary shares whose names are recorded on the register of members of the Company at the close of business on 6 June 2025.

Resolutions 5A, 5B, 5C, 5D, 5E and 5F and 6 – Individual re-election/election of Directors

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

Following the outcome of the Board Evaluation process, the Nominations Committee concluded that each Director is effective in, and continues to show commitment to, their roles. The Board therefore recommends the proposed election and re-elections (as applicable) 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 the Appendix and on pages 32 to 33 of the Annual Report.

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

Garret Turley was appointed as an independent Non-Executive Director on 12 July 2024 and is therefore standing for election at the AGM.

Resolution 7 – 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 8 – 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.

Explanatory notes to the proposed resolutions continued

Resolution 9 – 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 £1,531,636 being approximately one-third of the Company's issued ordinary share capital as at 28 May 2025.

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 an aggregate nominal amount of £3,063,272 representing approximately two-thirds of the Company's issued ordinary share capital as at 28 May 2025, 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 9 October 2026. 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 other than in relation to employee share schemes.

Resolution 10 – 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 11 and 12 – 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 section 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 11 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 £229,745 representing 5 per cent. of the Company's issued ordinary share capital as at 28 May 2025, which is in accordance with the relevant shareholder guidelines applicable to the Company.

Resolution 12 would give the Directors authority to allot a further 5 per cent. of the Company's issued ordinary share capital as at 28 May 2025 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 11 and 12 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, with, in each case, an additional 2% for follow-on offers to retail investors.

The Board notes the increased flexibility offered by the most 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 11 and 12 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 28 May 2025, but with 5 per cent. of that figure only being permitted to be used for the specific circumstances set out in resolution 12.

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 9 October 2026. 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 11 and 12, they intend to follow the shareholder protections set out in Part 2B of the Statement of Principles, to the extent applicable.

Resolution 13 – 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 45,949,105 ordinary shares, representing 10 per cent. of the Company's issued share capital as at 28 May 2025.

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 9 October 2026. 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 28 May 2025, the Directors intend to undertake a buy back programme of up to, in aggregate, £25 million over the next 12 months. 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. The proposed buyback programme will only be able to continue following the AGM if resolution 13 is approved by the requisite majority.

As at 28 May 2025, the Company had granted options and awards under its colleague share plans over in aggregate 7,828,405 ordinary shares (assuming full vesting and exercise). This represents 1.70% of the Company's issued share capital as at 28 May 2025.

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 2.09% of the Company's issued share capital as at 28 May 2025.

Resolution 14 – 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 were 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 11.00 am on 8 July 2025 (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 8.00 pm on 8 July 2025 (or, in the event of an adjournment, by 8.00 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 28 May 2025, the Company's issued share capital consists of 459,491,054 ordinary shares of £0.01 each, carrying one vote each. Therefore, the total voting rights in the Company as at 28 May 2025 are 459,491,054.
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 8 July 2025 (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 Proxymity platform. For further information regarding Proxymity, please go to www.proxymity.io. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.

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.
12. 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.
13. 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 irrelations@petsathome.co.uk.
14. A copy of this notice, and other information required by section 311A of the Act, can be found at <https://investors.petsathome.com>.
15. 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.
16. 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.
17. 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. In addition, where a Director has been appointed since the last AGM, that Director will stand for election. The Board confirms, following the outcome of the Board evaluation, 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.

Lyssa McGowan – Chief Executive Officer

Lyssa joined Pets at Home in April 2022 as CEO Designate and as Chief Executive Officer from June 2022. Lyssa was Chief Consumer Officer at Sky UK Limited and has broad experience of managing product, service and subscription-led businesses, leveraging deep capabilities in new product and service innovation, omnichannel development, marketing and customer experience excellence, and data and digital transformation. Lyssa brings strong corporate, strategic and operational expertise across a range of consumer-facing businesses, and a proven track record of growth at Sky, with significant experience in customer and digital-first initiatives across multiple channels and sites. Previously, Lyssa was a Non-Executive Director of the Board of Wm Morrison Supermarkets plc until its sale to CD&R.

Mike Iddon – Chief Financial Officer

Mike joined Pets at Home in September 2016 as Chief Financial Officer. Mike was the Chief Financial Officer of New Look from 2014 until 2016. Prior to this, Mike held a number of finance roles at Tesco plc over a period of thirteen years, with his final position as Group Planning, Treasury and Tax Director. Before this he held finance roles with Kingfisher plc and Whitbread plc. He qualified as a Chartered Accountant with Arthur Andersen. Mike is also appointed as a Non-Executive Director and Audit Committee Chair at Wickes Group Plc.

Ian Burke – Chair

Ian was appointed as Chair Designate in March 2020 and 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 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 and is a Trustee of National Trust. Zarin is also a Non-Executive Director, Chair of the Audit and Risk Committee and member of the ESG Committee at Hays Plc. Previously, Zarin was 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. In 2022, Roger took on the position of Non-Executive Chair of Finnbrogue Artisan, an Irish food manufacturer.

Natalie-Jane Macdonald – Independent Non-Executive Director

Natalie-Jane was appointed to the Board of Pets at Home in May 2023.

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 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. She also holds an MBA from London Business School.

Garret Turley – Independent Non-Executive Director

Garret joined the Pets at Home 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.

Appendix 2 – Summary of the principal terms of the Pets at Home Group Plc 2024 Sharesave Plan

The following summarises the principal terms of the Pets at Home Group Plc 2024 Sharesave Plan (the 'SAYE') for which shareholder approval is being sought.

The SAYE was adopted by the Board on 19 September 2024, on condition that it could only be used for the grant of options over non-dilutive market purchase shares, until such time as the SAYE was approved by the Company's shareholders at its next Annual General Meeting.

Overview

Under the SAYE, options to acquire ordinary shares in the capital of the Company may be granted at a discount of up to 20 per cent. to their market value with a vesting period of three or five years. Participants enter a savings contract with a savings provider for the duration of the vesting period and make contributions to their savings contract out of their net of tax salary each month. At the end of the vesting period, participants can choose to use their savings (and any accrued interest) to exercise their option and acquire ordinary shares or they can choose to withdraw their savings (and any accrued interest), resulting in the lapse of their option. If options are exercised, then provided the SAYE remains tax-favoured at that time, no income tax, employee or employer National Insurance contributions are chargeable on any gain made by participants. Capital Gains Tax is payable when the underlying shares are sold.

Eligibility

The SAYE is an all-employee tax-favoured plan intended to meet the requirements of Schedule 3 to the Income Tax (Earnings & Pensions) Act 2003 ('ITEPA').

All employees of the Company (including Directors who dedicate at least 25 hours per week to their directorial duties) and of any participating subsidiaries of the Company (the 'Group'), are eligible to participate in the SAYE and must be invited to do so. The Company may, but does not have to, impose a continuous minimum work requirement of up to five years prior to becoming eligible to participate.

Timing of Grant

Invitations may be issued (i) within 42 days after its adoption; (ii) within 42 days after the announcement of the results of the Company for any period, (iii) within 42 days after a General Meeting of the Company, (iv) within 42 days following any change in the applicable tax legislation or savings contract prospectus and/or (v) in any other period that the Board (following consultation with the Remuneration Committee) considers it appropriate to issue invitations (provided the Company is not restricted by statute, order or regulation (including any regulation, order or requirement imposed on the Company by the London Stock Exchange or the Financial Conduct Authority or any other regulatory authority) from issuing invitations and/or granting options.

Option Exercise Price

The exercise price of an option is determined by the Company prior to invitations being sent to all eligible employees. The exercise price must not be less than the nominal value of an ordinary share (if it is an option to subscribe for ordinary shares) or 80 per cent. of the market value of an ordinary share.

Vesting and Exercise

Options may be granted subject to a three- or five-year savings contract and must be exercised in the six-month period following the maturity date of the related savings contract.

Individual Limits

Participants can save a minimum of £5 per month (or such higher amount specified by the Company not exceeding £10) and a maximum of £500 per month. The limit of £500 per month may increase in line with changes in the applicable legislation. Applications must be received within a specified period and if the Company receives applications for options over more shares than are available, applications may be scaled down. On receipt of the applications (after scaling down, if applicable) options must be granted to participants by the Company within 30 days of making the invitations.

Company Dilution Limits

No option may be granted if, in any 10-year rolling period prior to the date of grant, more than 10 per cent. of the issued ordinary share capital of the Company (which includes shares transferred from treasury, so long as institutional investor guidelines require it) has been issued or is issuable under the SAYE or any other employee share scheme or option plan operated by the Company (from time to time). These limits do not include rights to ordinary shares which have lapsed or been surrendered or rights satisfied with ordinary shares purchased in the market.

Leaving Employment

If a participant ceases employment or to hold office prior to the third anniversary of grant by reason of injury, disability, redundancy, retirement, because their employing company ceases to be a member of the Group or because the business by which they are employed is transferred out of the Group, the participant may choose to either (i) continue to save and then exercise their option no later than six months following cessation, using the savings (plus any interest) that have accrued to date in that participant's savings contract or (ii) withdraw their savings (plus any accrued interest) and choose not to exercise. Any option that is not exercised within the six-month period will lapse.

If a participant dies prior to the third anniversary of grant, their option may be exercised within twelve months of their death by their personal representatives, again using the savings (plus any interest) that have accrued to date in that participant's savings contract.

If a participant ceases employment or to hold office for any other reasons prior to the third anniversary of grant, their option will lapse and cease to be exercisable on cessation, but they shall retain their savings (plus any accrued interest).

Takeovers, Corporate Events and Company Restructurings

On a takeover, scheme of arrangement, voluntary winding up or certain other reorganisations, options will vest and become exercisable, but the number of ordinary shares will be limited to reflect the early vesting and the reduced amount of savings accrued under the savings contract.

If any company obtains control of the Company as a result of a takeover offer or the sanctioning of a scheme of arrangement under section 899 of the Companies Act 2006 or if a company has become bound or entitled to acquire all the ordinary shares a participant may, by agreement with that other company, seek the release of their options in return for the grant of equivalent options over shares in that other company (subject to the requirements of Schedule 3 to ITEPA being met).

Variation of Share Capital

On a variation of the Company's share capital by way of capitalisation or rights issue, sub-division, consolidation or a reduction, the exercise price and the number of shares comprised in an option can be varied at the discretion of the Board and subject to the requirements of Schedule 3 to ITEPA being met. This is subject to any variation not being unlawful, the total market value of the shares and total exercise price after variation being substantially the same as before the variation.

Administration

The Board has the power to administer, interpret and amend the rules of the SAYE as it sees fit. Certain provisions of the SAYE dealing with eligibility and the basis for determining a participant's entitlements under the SAYE cannot be altered to the advantage of participants without the prior sanction of the Company in a general meeting, except in the case of minor amendments to benefit the administration of the SAYE to take account of any change to legislation, or to obtain favourable tax, exchange control, or regulatory treatment for participants or any Group company. The rules of the SAYE cannot be altered to increase the Company dilution limits without prior approval of the Company in a general meeting.

The SAYE may be amended to allow it to be operated outside the United Kingdom taking account of overseas legal, taxation and securities laws.

General

Options may not be transferred (other than in the case of death) or charged and if a participant attempts to do so their options will lapse immediately. If a participant ceases employment they will not be entitled to compensation for the loss of their options. Benefits under the SAYE are not pensionable. The SAYE and its rules are governed by and construed in accordance with the law of England and Wales.

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