

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your shares in CVS Group plc, please forward this document to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

CVS Group plc
CVS House, Vinces Road
Diss, Norfolk
IP22 4AY

To ordinary shareholders

10 November 2008

Dear Shareholder

Annual General Meeting to be held on 4 December 2008 at 11.00 am at the Cornwallis Hotel, Rectory Road, Brome, Eye, Suffolk IP23 8AJ

The first Annual General Meeting of the Company will be held at the Cornwallis Hotel, Rectory Road, Brome, Eye, Suffolk IP23 8AJ on Thursday 4 December 2008 at 11.00 am. The formal notice of the meeting is set out on the page following this letter.

I am writing to give you details of the items of business that will be put before the meeting.

Shareholders will be asked to approve 13 resolutions. Resolutions 1 to 10 will be proposed as ordinary resolutions. This means that more than 50 per cent of the votes cast must support these resolutions. Resolutions 11 to 13 will be proposed as special resolutions. At least 75 per cent of the votes cast must support these resolutions if they are to be passed.

You should refer to the explanatory notes on the resolutions which follow the notice.

Action to be taken

You will find enclosed a proxy form for use in respect of the annual general meeting. As a member you are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the annual general meeting. A proxy need not be a member of the company. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on 0870 707 1656 or you may photocopy the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not intend to attend the meeting in person, please complete and return this form indicating how you wish your votes to be cast on each of the resolutions. You will still be able to attend and vote at the meeting should you wish to do so.

To be effective, the proxy form must be completed in accordance with the instructions printed on it and returned as soon as possible but, in any event, so as to reach the Company's registrar, Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 11.00 am on Tuesday 2 December 2008 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

Yours sincerely

Richard Connell
Chairman
CVS Group plc

CVS Group plc

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the first annual general meeting of CVS Group plc ("**Company**") will be held at the Cornwallis Hotel, Rectory Road, Brome, Eye, Suffolk IP23 8AJ on Thursday 4 December 2008 at 11.00 am for the following purposes:

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11, 12 and 13 will be proposed as special resolutions.

1. To receive the directors' report and the Company's annual accounts for the year ended 30 June 2008, together with the auditors' report on those accounts and the directors' report.
2. To reappoint Simon Innes as a director of the Company.
3. To reappoint Paul Coxon as a director of the Company.
4. To reappoint Mark Finn as a director of the Company.
5. To reappoint Richard Connell as a director of the Company.
6. To reappoint David Timmins as a director of the Company.
7. To reappoint Christopher Marsh as a director of the Company.
8. To reappoint PricewaterhouseCoopers LLP as auditors of the Company.
9. To authorise the directors to fix the remuneration of the auditors.
10. Pursuant to section 80 of the Companies Act 1985 ("**Act**") and in substitution for all existing authorities under that section (to the extent unused), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum amount of £34,000 provided that in the case of any such allotment, such authority (unless previously revoked, varied or renewed) shall be limited to the allotment of relevant securities up to an aggregate nominal amount equal to one third of the aggregate nominal amount of all the ordinary shares in issue and fully paid immediately following Admission, such authority to expire at the end of the next annual general meeting of the Company to be held after the passing of this resolution or fifteen months from the date of the passing of this resolution, whichever is the earlier and that the directors shall be entitled under the authority conferred by section 80(7) of the Act and this resolution to make at any time prior to the expiry of such authorities any offers or agreements which would or might require securities of the Company to be allotted after the expiry of such authorities and the directors may allot securities in pursuance of that offer or agreement as if the authorities hereby conferred had not expired.

11. The directors of the Company be and they are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act and including equity securities by virtue of section 94(3A) of the Act) for cash pursuant to the authority conferred on them by resolution 10 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an issue or offering by way of rights in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or any territory; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities for cash up to an aggregate nominal amount equal to 5 per cent of the aggregate nominal amount of all the ordinary shares in issue and fully paid immediately following Admission,

and such authority (unless previously renewed, varied or revoked) shall expire at the end of the next annual general meeting of the Company to be held after the date of passing of this resolution or fifteen months from the date of the passing of this resolution, whichever is the earlier but the Company may make offers or agreements which would or might require equity securities to be allotted after the expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if the authority hereby conferred had not expired and provided further that this power shall be in substitution for and shall replace any existing power pursuant to that section 95 to the extent not utilised at the date this resolution is passed.

12. That, pursuant to section 166 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 0.2 pence each in the capital of the Company ("**Shares**"), provided that:

- (a) the maximum number of Shares which may be purchased is 2,578,174;
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is 0.2 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105 per cent of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

13. That the Articles of Association of the Company be amended by making the alterations marked on the print of the Articles of Association produced to meeting and initialled by the Chairman of the meeting for the purpose of identification, with the effect from the conclusion of this meeting.

By order of the board

P D Coxon
Secretary

Monday 10 November 2008

Registered office
CVS House, Vincennes Road, Diss, Norfolk, UK IP22 4AY

Notes

1. *Only those members registered in the register of members of the Company as at 11.00 am on Tuesday 2 December 2008 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 11.00 am on Tuesday 2 December 2008 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.*

2. *A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company's registrar on 0870 707 1656 or you may photocopy the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.*

The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.

3. *A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the Company's registrar, Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive no later than 11.00 am on Tuesday 2 December 2008 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).*

4. *In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:*
 - (a) *if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and*

 - (b) *if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.*

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk/>) for further details of this procedure. The guidance includes

a sample form of representation letter if the chairman is being appointed as described in (a) above.

5. *The following information is available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays). It will also be available for inspection at the place of the annual general meeting from 10.00 am on the day of the meeting until the conclusion of the meeting:*
 - (a) *copies of the service contracts and letters of appointment of the directors; and*
 - (b) *a copy of the articles of association of the Company.*
6. *Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by calling our shareholder helpline on 0870 707 1656.*

No other methods of communication will be accepted.

Explanatory notes to the proposed resolutions

7. *Resolution 1: Directors' report and financial statements*

The directors will present their report, the auditors' reports and the audited financial statements for the year ended 30 June 2008 to the meeting as required by law.

8. *Resolutions 2 to 7: Re-appointment of directors*

Richard Connell: Non-Executive Chairman

Mr Connell has been involved in the financial sector for more than 25 years and has worked with 3i Group, Amvescap and HSBC. He has a degree from Oxford University, and is a Chartered Accountant and has held executive positions in marketing and general management. In addition to working with the Group, he is Chairman of Dignity plc and a number of private companies. Mr Connell is Chairman of the Nomination Committee. The directors unanimously recommend that he be re-appointed as a director of the Company.

Simon Innes: Chief Executive

Mr Innes was appointed as Chief Executive of CVS (UK) Limited in January 2004. Prior to this he was Chief Executive of Vision Express from 2000 to 2004, over which time he built the business up to £220m turnover and 205 practices, and reversed a loss-making position to create one of the most profitable corporate optical operators in the UK. The growth strategy that was successful at Vision Express is now being implemented in the veterinary industry by CVS. Prior to Vision Express, Mr Innes was on the board of Hamleys PLC as Operations Director, where amongst other responsibilities he was involved in opening 60 concession stores in just 3 months for Hamleys in conjunction with Debenhams. Before Hamleys, Mr Innes gained ten years of management experience at Marks & Spencer, and now has a total of 19 years of experience in the retail sector. Mr Innes served for seven years in the British Army, achieving the rank of Captain in the Royal Engineers. The directors unanimously recommend that he be re-appointed as a director of the Company.

Paul Coxon: Finance Director

Mr Coxon was appointed as Finance Director of CVS (UK) Limited in August 2003. He has a total of 20 years of experience in finance and accounting. He qualified as a

chartered accountant with KPMG Peat Marwick in 1991. Prior to working at CVS, Mr Coxon was the Finance Director of Allied Grain (South) Limited, a subsidiary of Associated British Foods PLC. The directors unanimously recommend that he be re-appointed as a director of the Company.

Mark Finn: Group Operations Director

Mr Finn joined CVS in 2006. Prior to this, from 2003 to 2006, he was head of operations and acquisitions for Co-op Group Pharmacy with responsibility for over 400 pharmacies which represents directly relevant experience for working with clinicians. He has also held positions as a Regional Business Manager for J Sainsbury plc, where he was responsible for 18 Sainsbury's supermarkets, as a Category General Manager at Asda, a Divisional Sales Manager at the Royal Mail and as a National Sales Development Manager at Estee Lauder Cosmetics. The directors unanimously recommend that he be re-appointed as a director of the Company.

David Timmins: Non-Executive Director

Mr Timmins was Group Finance Director of Genus plc for over 3 years, until mid-2007. He played a prominent role in the reverse acquisition of Sygen International plc, a listed company, which involved a significant institutional fund raising, and prepared Genus plc for a move onto the Main Market of the London Stock Exchange having adopted IFRS. He has veterinary sector experience through Genus plc business division. He is a graduate and a Chartered Accountant with more than 15 years of experience as CFO in listed companies. Mr Timmins is Chairman of the Audit Committee. The directors unanimously recommend that he be re-appointed as a director of the Company.

Christopher Marsh: Non-Executive Director

Mr Marsh is a corporate broker by background, having joined Phillips & Drew in 1968 and headed the Small Cap broking team at UBS Limited (London) from 1993 until his retirement from UBS Limited (London) in 1998. From 1999 until 2004 he was part of a corporate finance advisory team at the now quoted Benfield Group specialising in insurance related deals. Mr Marsh is currently a non-executive director of Hilton Food Group plc, non-executive director of Framlington AIM VCT 2 PLC, and non-executive Chairman of Alexandra plc. Mr Marsh is Chairman of the Remuneration Committee. The directors unanimously recommend that he be re-appointed as a director of the Company.

9. *Resolution 8: Re-appointment of auditors*

The Company is required to appoint auditors, at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. The resolution, which is recommended by the audit committee, proposes the re-appointment of Pricewaterhouse Coopers LLP, the Company's existing auditors.

10. *Resolution 9: Remuneration of auditors*

This resolution authorises the directors to determine the remuneration paid to the auditors.

11. *Resolution 10: Directors' authority to allot shares*

Resolution 10 renews the directors' authority, pursuant to Section 80 of the Act, granted by the shareholders on 2 October 2007, to allot relevant securities generally up to a maximum nominal amount of £34,000. This authority if renewed will

terminate on the date of the annual general meeting in 2009 or fifteen months from the date of passing this resolution, whichever is the earlier. The directors have no present intention of exercising this authority.

12. *Resolution 11: Director's authority to allot shares for cash*

Subject to the passing of resolution 10, resolution 11 would renew the directors' power, under Section 95 of the Act, granted by shareholders on 2 October 2007, to allot equity securities wholly for cash other than on a pre-emption basis to existing shareholders in connection with a rights issue and otherwise in connection with a rights issue, up to an aggregate nominal amount equal to 5 per cent of the aggregate nominal amount of all the ordinary shares in issue and fully paid as at Tuesday 4 November 2008, the latest practicable date prior to issue of this notice. This authority, if renewed, will terminate on the date of the annual general meeting in 2009. The directors have no present intention of exercising this authority.

13. *Resolution 12: Authority for on-market purchases*

Resolution 12 authorises the Company to purchase its own shares (in accordance with Section 166 of the Act and article 14 of the Company's new Articles of Association), during the period from the date of this annual general meeting until the end of the next annual general meeting, up to a total of 2,578,174 Shares. The minimum price payable for a share shall be 0.2 p. The maximum price shall be an amount equal to 105 per cent of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made.

14. *Resolution 13: Adoption of new Articles of Association*

*It is proposed in resolution 13 to amend the Articles of Association of the Company ("**Current Articles**") in order to update them primarily to take account of changes in English Company law brought about by certain provisions of the 2006 Act which came into force on 6 April 2008 and 1 October 2008 ("**Amended Articles**").*

The principal changes introduced in the Amended Articles are summarised in the Appendix. Other changes which are of minor, technical or clarifying nature and also some minor amendments which merely reflect changes made by the 2006 Act have not been noted in the Appendix.

APPENDIX

Summary of the proposed changes to the Current Articles

A summary of the principal changes to the Current Articles is set out below. The summary serves to provide shareholders with an account of what the principal changes to the Current Articles are and the reasoning for such amendments. References to numbers of the articles of association are, unless otherwise indicated, to those of the Amended Articles.

1. *Articles which duplicate statutory provisions*

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main amended to bring them in line with the 2006 Act. Examples of such provisions include provisions as to the form of the resolutions, provisions regarding the period of notice required to convene general meetings and electronic communications, which are detailed below.

2. *Extraordinary general meetings and extraordinary resolutions*

The 2006 Act dispenses with the concepts of 'extraordinary general meetings' and 'extraordinary resolutions' and accordingly it is proposed to amend the Current Articles by removing all references to these. Matters that formerly required the passing of an extraordinary resolution instead will require the passing of a special resolution.

3. *Proxies and Corporate representatives (Articles 58, 59, 60 and 61)*

Under the 2006 Act proxies are entitled to vote on a show of hands and to speak at general meeting whereas under the Current Articles proxies are only entitled to vote on a poll.

The 2006 Act allows the appointment of multiple proxies by one shareholder provided that each proxy is appointed to exercise rights attached to a different share or shares held by that shareholder. In order to guard against voting on a show of hands being distorted by one member appointing multiple proxies, it is proposed to amend the Current Articles by including a provision that the number of votes of the proxies appointed by a member shall not be more than that member would have had, had he/she attended in person.

Under the 2006 Act, multiple corporate representatives may be appointed. Confusion could arise if two or more representatives appointed by the same corporation purport to exercise their power in a manner that is inconsistent with one another and it is proposed to amend the Current Articles so that corporate representatives appointed by the same corporation may not exercise their powers in different ways or the power will be treated as not exercised.

The 2006 Act states that a company's articles of association cannot require the appointment of a proxy to be made more than 48 hours before the time of the meeting. However, the 2006 Act also makes clear that, if the articles of association permit, companies may exclude weekends and public holidays from this 48 hour period. It is proposed to take advantage of this in the amendments to the Current Articles.,

Because of the administrative difficulties that may arise on a show of hands from the appointment of multiple proxies or corporate representatives, it is proposed to allow

the Company to make clear, in the Notice of general meeting, that certain resolutions may be put straight to a poll.

4. *Conflicts of interest (Articles 106, 107 and 108)*

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act from 1 October 2008, a director must avoid a situation where he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. With effect from 1 October 2008, the 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. It is therefore proposed to amend the Current Articles to allow directors to authorise conflicts and potential conflicts of interest, subject to certain safeguards.

There are two principal safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decisions, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation or subsequently if they think this is appropriate.

It is proposed to make the revisions to the Current Articles described in this paragraph with effect from when the relevant provisions of the 2006 Act are implemented.

5. *Directors' indemnities and loans to fund expenditure (Article 154)*

The 2006 Act has, in some areas widened the scope of the powers of a Company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. The existing exemption allowing a Company to provide money for the purposes of defending a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The Current Articles have been amended to reflect these changes.

6. *Electronic Communications (Article 144 and 145)*

The provisions of the 2006 Act enable companies to communicate with shareholders by electronic and/or website communications. The Current Articles continue to allow communications to shareholders in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him or her by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent.