

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

13 November 2009

To ordinary shareholders

Dear Shareholder

Annual General Meeting to be held on 10 December 2009 at 11.00 am at The Cornwallis Country Hotel, Rectory Road, Brome, Eye, Suffolk IP23 8AJ

The 2009 Annual General Meeting of CVS Group plc ("the Company") will be held at The Cornwallis Country Hotel, Rectory Road, Brome, Eye, Suffolk, IP23 8AJ on Thursday 10 December 2009 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.

This year, shareholders will be asked to approve 7 resolutions. Resolutions 1 to 5 will be proposed as ordinary resolutions. This means that more than 50 per cent of the votes cast must support these resolutions. Resolutions 6 and 7 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 8 December 2009 (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 2009 annual general meeting of CVS Group plc ("**Company**") will be held at The Cornwallis Country Hotel, Rectory Road, Brome, Eye, Suffolk, IP23 8AJ on 10 December 2009 at 11.00 am for the following purposes:

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions.

1. To receive the directors' report and the Company's annual accounts for the year ended 30 June 2009, together with the auditors' report on those accounts and the directors' report.
2. To reappoint Christopher Marsh, who retires by rotation, as a director of the Company.
3. To reappoint PricewaterhouseCoopers LLP as auditors of the Company.
4. To authorise the directors to fix the remuneration of the auditors.
5. To generally and unconditionally authorise the directors, pursuant to section 551 of the Companies Act 2006 ("Act"), to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of **£34,376**, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 15 months from the date of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

6. To generally empower the directors, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 5 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
 - 6.1 the allotment of equity securities in connection with an offer of equity securities:
 - 6.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - 6.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 6.2 the allotment of equity securities (otherwise than pursuant to paragraph 6.1 of this resolution) up to an aggregate nominal amount equal to 5 per cent of all the ordinary shares in issue,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 15 months from the date of the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under section 95 of the Companies Act 1985 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

7. To generally and unconditionally authorise the Company, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.2p each in the capital of the Company ("**Shares**"), provided that:

- 7.1 the maximum aggregate number of Shares which may be purchased is 5,156,348;
- 7.2 the minimum price (excluding expenses) which may be paid for a Share is 0.2p; and
- 7.3 the maximum price (excluding 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 a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

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

By order of the board

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P D COXON
Secretary

13 November 2009

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

Registered in England and Wales No. 06312831

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00pm on 8 December 2009 (or, if the meeting is adjourned, 6.00pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and 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 that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in note 3 and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, 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 the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be completed, signed and sent to the offices of 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 8 December 2009 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

Documents available for inspection

4. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.
 - 4.1 Copies of the service contracts of the executive directors.
 - 4.2 Copies of the letters of appointment of the non-executive directors.

Communications with the Company

5. Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by calling our shareholder helpline on 0870 707 1656.

Explanatory notes to the proposed resolutions

Resolution 1: Directors' report and financial statements

6. The directors will present their report, the auditors' reports and the audited financial statements for the year ended 30 June 2009 to the meeting as required by law.

Resolution 2: Re-appointment of directors

7. **Christopher Marsh (65) 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 Chairman of Framlington AIM VCT 2 PLC, and previously Non-Executive Chairman of Alexandra plc. Mr Marsh is Chairman of the Remuneration Committee.

Resolution 3: Re-appointment of auditors

8. 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 reappointment of Pricewaterhouse Coopers LLP, the Company's existing auditors.

Resolution 4: Remuneration of auditors

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

Resolution 5: Directors' authority to allot shares

10. Resolution 5 grants the directors authority, pursuant to section 551 of the Act, to allot relevant securities generally up to a maximum nominal amount of £34,376. This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985. This authority, if granted, will terminate at the date of the next annual general meeting or fifteen months from the date of passing this resolution, whichever is the earlier.

Resolution 6: Director's authority to allot shares for cash

11. Subject to the passing of resolution 5, resolution 6 would empower the directors, under section 570 of the Act, to allot equity securities 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 as at 3 November 2009, the latest practicable date prior to the issue of this notice. This limit is in line with the 2008 Statement of Principles issued by the Pre-Emption Group. In addition, in accordance with normal practice, the resolution would enable the board to deal with treasury shares, fractional entitlements, record dates and overseas shareholders as it thinks fit in the context of any rights issue or open offer. If given, this authority will expire at the conclusion of the Company's next annual general meeting or fifteen months from the passing of this resolution, whichever is earlier. It is the directors' intention to renew this authority each year.

Resolution 7: Authority for on-market purchases

12. This resolution seeks to renew a similar authority granted at the Company's last annual general meeting. If passed, it will allow the Company to buy back up to 5,156,348 ordinary shares in the market (representing approximately ten per cent of the Company's issued ordinary share capital as at 3 November 2009 (being the last practicable date before the publication of this notice)). The minimum and maximum prices for such a purchase are set out in the resolution. The directors have no current intention of exercising this authority and would only do so if they were satisfied that the purchase would be likely to result in an increase in expected earnings per share, and would be in the best interests of shareholders generally. If given, this authority will expire at the conclusion of the Company's next annual general meeting or fifteen months from the passing of this resolution, whichever is earlier.