

Form of Proxy - Annual General Meeting to be held on 9 July 2020

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 7 July 2020 at 11.00 am.

Explanatory Notes:

1. **As shareholders cannot attend in person, they will only be able to vote by submitting a proxy in advance of the AGM. To ensure that their vote counts, shareholders should only appoint the Chairman of the AGM to act as their proxy.** If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
2. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1690 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
6. Any alterations made to this form should be initialled.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

As shareholders cannot attend in person, they will only be able to vote by submitting a proxy in advance of the AGM. To ensure that their vote counts, shareholders should only appoint the Chairman of the AGM to act as their proxy.



	*
--	---

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Pets at Home Group Plc to be held at **the office of Pets at Home, Chester House, Stanley Green Trading Estate, Handforth, Cheshire, SK9 3RN on 9 July 2020 at 11.00 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



		Vote					
Ordinary Resolutions	For	Against	Withheld	For	Against	Withheld	
1. To receive the Company's audited financial statements for the financial year ended 26 March 2020, together with the Directors' reports and the auditors' reports set out in the annual report for the year ended 26 March 2020 ('2020 Annual Report').	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. To re-appoint KPMG LLP as auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' remuneration report for the year ended 26 March 2020 as set out in pages 121 to 132 of the 2020 Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. To authorise the Directors to set the fees paid to the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' remuneration policy as set out in pages 115 to 120 of the 2020 Annual Report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Authority to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a final dividend recommended by the Directors of 5 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Authority to make political donations and expenditure.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5A. To re-elect Peter Pritchard as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To approve the Pets at Home Group Plc Restricted Stock Plan (the "RSP").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5B. To re-elect Mike Iddon as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions			
5C. To re-elect Dennis Millard as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Partial disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5D. To re-elect Sharon Flood as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Additional partial disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5E. To re-elect Stanislas Laurent as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Authority to purchase own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5F. To re-elect Susan Dawson as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. That a general meeting, other than an Annual General Meeting may be called on not less than 14 clear days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Ian Burke as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. That the Articles of Association set out in the document produced to this meeting (and initialled by the Chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

