

PETS AT HOME GROUP PLC
("Company")

Pets at Home Group Plc announces that the following resolutions (other than resolutions concerning ordinary business) were approved at the Company's Annual General Meeting held at the Hilton, 303 Deansgate, Manchester, M3 4LQ, on Tuesday, 9th September 2014 at 11 am

Each of the resolutions was voted on by way of a poll. All resolutions were duly passed.

The following information is provided in compliance with Listing Rule 9.6.2

Special Business

9. It was resolved that, subject to the passing of resolution 7, in accordance with sections 570 and 573 of the Companies Act 2006 (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 7 as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited:

(i) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (ii) of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of rights issue only):

(a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(b) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

(ii) to the allotment (otherwise than in the circumstances set out in paragraph (i) of this resolution) of equity securities pursuant to the authority granted by paragraph (i) of resolution 7 up to an aggregate nominal amount of £250,000,

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 30 September 2015, but so that the Company may make offers or agreements before the power expires which would or might require equity securities to be allotted after the power expires and so that the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this authority has expired.

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

- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 50,000,000;
- (ii) the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
- (iii) the maximum price which may be paid for an ordinary share is not more than the higher of:
 - (a) 105 per cent of the average of the middle market quotation for an ordinary share as derived from the London Stock Exchange plc's Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,

in each case, exclusive of expenses;

- (iv) unless previously varied, revoked or renewed this authority shall expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 30 September 2015;
- (v) the Company may make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and

- (vi) any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

11. It was resolved that a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Louise Stonier
Company Secretary and Legal Director
Pets at Home Group Plc