

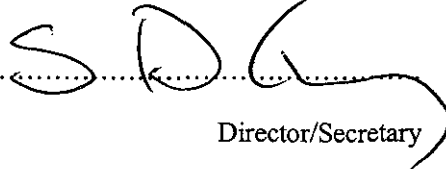
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of DECHRA PHARMACEUTICALS PLC
("Company")

PASSED ON 2 JUNE 2006

At an extraordinary general meeting of the Company duly convened and held on 2 June 2006 at Dechra House, Jamage Industrial Estates, Talke Pits, Stoke on Trent, Staffordshire, ST7 1XW, the following resolutions were duly passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. That the proposed amendment to the Dechra Pharmaceuticals Approved Share Option Scheme ("**Approved Plan**"), the principal features of which are summarised in the circular to shareholders of the Company dated 17 May 2006, with such amendment marked in the draft rules produced to the meeting and initialled by the Chairman for the purposes of identification, be and it is hereby approved and adopted and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for implementing the amendment to the Approved Plan including (without limitation) making any changes to the rules of the Approved Plan which are required by HM Revenue & Customs in order to obtain the approval of HM Revenue & Customs to the amendment to the Approved Plan.
2. That the proposed amendment to the Dechra Pharmaceuticals Unapproved Share Option Scheme ("**Unapproved Plan**"), the principal features of which are summarised in the circular to shareholders of the Company dated 17 May 2006, with such amendments marked in the draft rules produced to the meeting and initialled by the Chairman for the purposes of identification, be and it is hereby approved and adopted and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for implementing the amendment to the Unapproved Plan.
3. That the proposed amendment to the Dechra Pharmaceuticals Save As You Earn Option Scheme ("**SAYE Plan**"), the principal features of which are summarised in the circular to shareholders of the Company dated 17 May 2006, with such amendments marked in the draft rules produced to the meeting and initialled by the Chairman for the purposes of identification, be and it is hereby approved and adopted and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for implementing the amendment to the SAYE Plan including (without limitation) making any changes to the rules of the SAYE Plan which are required by HM Revenue & Customs in order to obtain the approval of HM Revenue & Customs to the amendment to the SAYE Plan.


Director/Secretary

