

**Company Number: 3369634**

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

**PASSED ON WEDNESDAY 17 OCTOBER 2007**

At the annual general meeting of the Company duly convened and held on Wednesday 17 October 2007 at Manor House Hotel, Audley Road, Alsager, Staffordshire ST7 2QQ the following resolutions were duly passed as ordinary and special resolutions as indicated below

**ORDINARY RESOLUTION**


- 7 That, in substitution for all existing authorities under that section to the extent unused, the Directors be and are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of section 80 of the Act up to an aggregate nominal amount of £196,514 81 (being approximately one-third of the current issued capital) provided that (unless previously renewed, varied or revoked by the Company in a general meeting) 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 after the passing of this resolution (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this authority which would or might require the relevant securities to be allotted after such expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired



## **SPECIAL RESOLUTIONS**

- 8 That, in substitution for all existing authorities and subject to the passing of resolution 7 above, the Directors be generally empowered pursuant to section 95 of the Act to allot equity securities for cash (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 7 above as if section 89(1) of the Act did not apply to any such allotment This power
- 8 1 shall (unless previously revoked, varied, or renewed) expire on the date of the next annual general meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry of this authority and the Directors may allot equity securities for cash in pursuance of that offer or agreement as if the power conferred by this resolution had not expired, and
- 8 2 is limited to
- 8 2 1 allotments of equity securities in connection with a rights issue or other issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in any country or territory, and
- 8 2 2 allotments of equity securities for cash (otherwise than pursuant to paragraph 8 2 1) up to an aggregate nominal amount of £26,401 85
- 9 That, in accordance with Article 41 of the Articles of Association of the Company and part V of the Act, the Company be and is hereby granted general and unconditional authority (pursuant to section 166 of the Act) to make market purchases (as defined in section 163(3) of the Act) on the London Stock Exchange plc of any of its own ordinary shares of £0 01 each on such terms and in such manner as the Board of Directors of the Company may from time to time determine provided that

- 9 1 the maximum number of ordinary shares authorised to be purchased is 5,280,370 (representing 10% of the Company's issued ordinary share capital),
- 9 2 the maximum price which may be paid for a share is an amount equal to not more than 105 per cent of the average middle market quotations for the shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made exclusive of advance corporation tax (if any) and attributable expenses paid by the Company,
- 9 3 the minimum price which may be paid for a share is £0.01 exclusive of advance corporation tax (if any) and attributable expenses payable by the Company, and
- 9 4 unless previously revoked varied or renewed, the authority conferred by this resolution shall expire on the conclusion of the next annual general meeting of the Company held after passing of this resolution, or 15 months from the date of passing this resolution (whichever is the earlier), except that the Company may, before such expiry, enter into a contract for the purchase of its own shares which may be completed by or executed wholly or partly after the expiration of this authority as if the authority conferred by this resolution had not expired



Director / Secretary