

DECHRA PHARMACEUTICALS PLC

(the "Company")

(Registered in England and Wales with registered number 3369634)

At an extraordinary general meeting of the Company duly convened and held on 8 January 2008, the following resolutions were duly passed as indicated below

Passed on 8 January 2008

ORDINARY RESOLUTIONS

- 1 THAT the proposed acquisition of VetXX by the Company ("Acquisition"), as described in the circular to the Shareholders, dated 13 December 2007, of which this notice forms part, on the terms and subject to the conditions of the agreements relating to the Acquisition ("Agreements"), be and is hereby approved, subject to such amendment, variation or waiver (provided such amendments, variations or waivers are not of a material nature) of the terms and conditions thereof as the directors of the Company ("Directors") (or a committee consisting of one or more Directors which is duly constituted under Article 88 of the Company's Articles ("Committee"), shall, in their or its absolute discretion, think fit and subject to the foregoing, that the Directors (or the Committee as applicable) be and are hereby authorised to take all necessary steps and to execute all documents and deeds as they may consider to be necessary, desirable or expedient to conclude, implement and give effect to the Acquisition or in connection therewith
- 2 THAT, the authorised ordinary share capital of the Company be and is hereby increased from £750,000 to £1,000,000 by the creation of an additional 25,000,000 Ordinary Shares of 1 pence each in the capital of the Company
- 3 THAT, subject to and conditional upon (1) the passing of resolutions 1 and 2 above, and (2) Admission (as defined in the prospectus sent to shareholders of the Company on 13 December 2007 "Prospectus") becoming effective, (and such authority herein therefore taking effect immediately before such Admission), 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
 - (i) allot relevant securities in the Company (as defined for the purposes of that section) in connection with the Placing and Open Offer (as defined in the Prospectus) up to a nominal aggregate amount of £116,245.44, and
 - (ii) to allot relevant securities in the Company (as defined in section 80 of the Act) up to a nominal aggregate amount of £235,963,



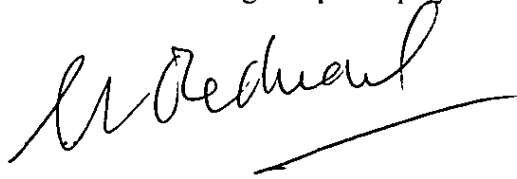
provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution (whichever is earlier) save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and such authority shall be in substitution for all authorities previously conferred upon the Directors pursuant to section 80 of the Act All previous unutilised authorities under section 80 of the Companies Act 1985 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 80(7) of the Companies Act 1985 by reason of offer or agreement made prior to the date of this resolution which would or might require relevant securities to be allotted after that date)

SPECIAL RESOLUTION

- 4 THAT subject to and conditional upon (1) the passing of resolutions 1, 2 and 3 above and (2) Admission (as defined in the Prospectus noted at resolution 3 above) becoming effective, (and such authority herein therefore taking effect immediately before such Admission, pursuant to section 95 of the Act, the directors of the Company be and are generally empowered to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 3 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to
- 4 1 the allotment of equity securities in connection with the Placing and Open Offer (as defined in the Prospectus) up to a nominal amount not exceeding in aggregate £116,245 44,
- 4 2 the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to or in favour of 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, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, and
- 4 3 the allotment of equity securities for cash (otherwise than pursuant to paragraphs 4 1 and 4 2 above) up to an aggregate nominal amount of £53,317,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution

(whichever is the earlier) save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired All previous unutilised authorities under section 95 of the Companies Act 1985 shall cease to have effect (save to the extent that the same are exerciseable pursuant to section 95(4) of the Companies Act 1985 by reason of any offer or agreement made prior to the date of this resolution which would or might require equity securities to be allotted on or after that date)

A handwritten signature in black ink, appearing to read 'M. Redman', with a long horizontal flourish extending to the right.

Chairman