

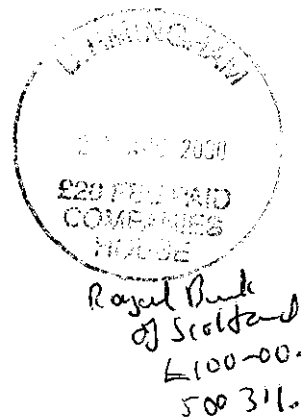
**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS IN WRITING**

**OF**

**DECHRA PHARMACEUTICALS LIMITED**

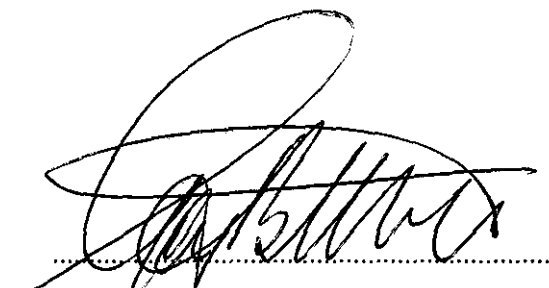


In accordance with section 381A of the Companies Act 1985, we being all the members of the Company who, at the date of these written resolutions are entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVE THAT** the following resolutions take effect as special resolutions:

**SPECIAL RESOLUTIONS**

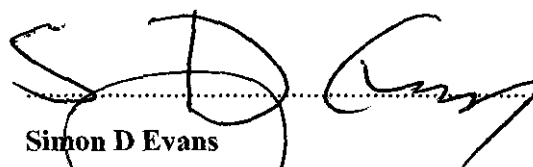
1. the Company be re-registered as a public company under section 43(1)(a) of the Companies Act 1985 (the "Act") with the name Dechra Pharmaceuticals PLC;
2. subject to and upon the issue by the Registrar of Companies of a certificate of incorporation stating that the Company is a public limited company and pursuant to section 43(2) of the Act:
  - 2.1 the memorandum of association be amended by deleting the existing clauses 1 and 5, renumbering clauses 2 to 4 as clauses 3 to 5, and inserting new clauses 1, and 2 and 6 as follows:
    - "1. The Company's name is Dechra Pharmaceuticals PLC.
    2. The Company is a public company.
    6. The share capital of the Company is £52,915.89 divided into 4,091,589 'A' ordinary shares of £0.01 each and 1,200,000 'B' ordinary shares of £0.01 each";
  - 2.2 the articles of association be amended to reflect the Company's name change.





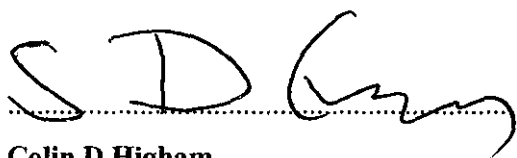
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Gary B Evans



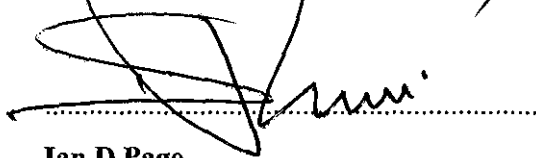
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Simon D Evans



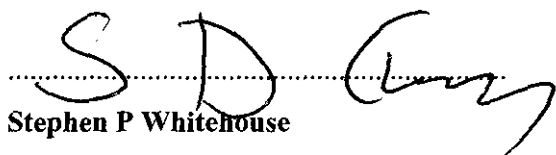
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Colin D Higham



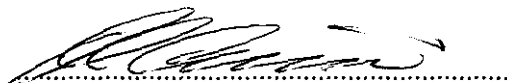
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Ian D Page



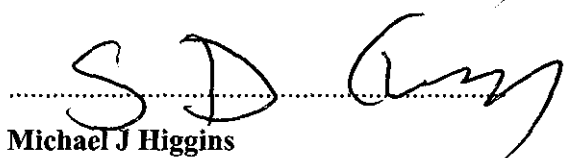
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Stephen P Whitehouse



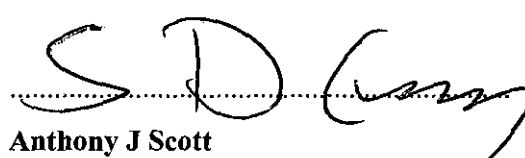
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Mike Annice



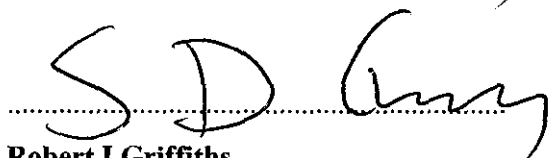
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Michael J Higgins



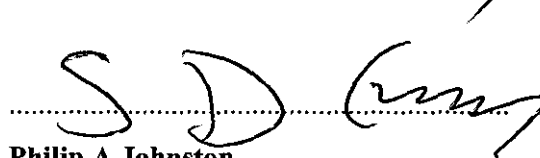
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Anthony J Scott



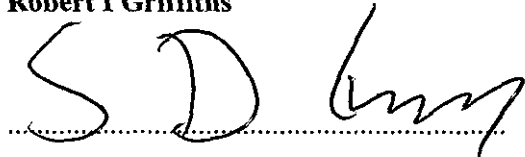
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Robert I Griffiths



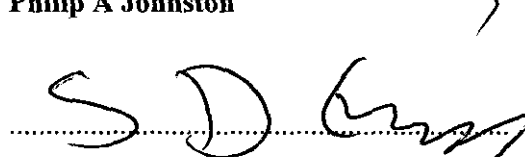
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Philip A Johnston



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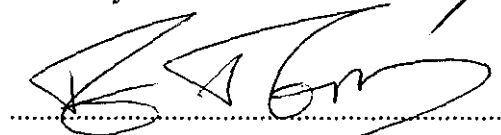
Steve Simpson



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Paul Kay

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Edwin T Torr

Acting by a duly authorised signatory

for and on behalf of

Rowan Nominees Limited

in the presence of:

.....

22 August 2000

Dated

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS IN WRITING**

**OF**

**DECHRA PHARMACEUTICALS LIMITED**

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**Gary B Evans**

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**Simon D Evans**

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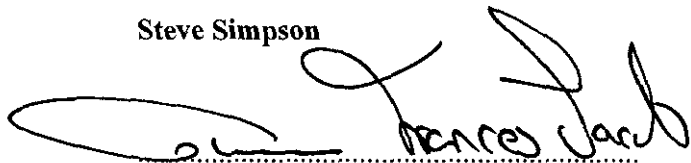
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**Anthony J Scott**

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**Robert I Griffiths**

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**Philip A Johnston**

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**Steve Simpson**

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**Paul Kay**



Acting by a duly authorised signatory  
for and on behalf of  
**Rowan Nominees Limited**  
in the presence of:

.....  
**Edwin T Torr**

.....  
*Handwritten signature of A J Archer.*

.....  
**A J ARCHER.**

Dated

*21/8/00*