

Company Number: 3369634

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DECHRA PHARMACEUTICALS PLC

(the Company)

TUESDAY



A14 *A190G53L* 15/05/2012 #259
COMPANIES HOUSE

PASSED ON MONDAY 14th MAY 2012

At the general meeting of the Company duly convened and held on Monday 14th May 2012 at Dechra House, Jamage Industrial Estate, Talke Pits, Stoke-on-Trent, ST7 1XW the following resolutions were duly passed as ordinary and special resolutions as indicated below:

ORDINARY RESOLUTION

1. That, pursuant to section 551 of the 2006 Act the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:

- 1.1 comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £578,952 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1.2 of this Resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority):

- 1.1.1 to 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; and

- 1.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, but subject to such exclusions or other

arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 1.2 otherwise than pursuant to paragraph 1.1 of this Resolution, up to an aggregate nominal amount of £289,476 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1.1 of this Resolution in excess of £289,476), provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, save that, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the Directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this Resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for and shall replace all existing authorities (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

SPECIAL RESOLUTION

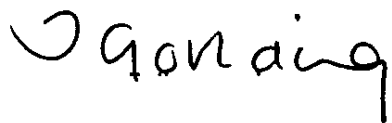
2. That, subject to the passing of Resolution 1, pursuant to and pursuant to section 570 of the 2006 Act, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authorities granted by Resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited:

- 2.1 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 by paragraph 1.1 of Resolution 1, such power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority)):
- 2.1.1 to 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; and
- 2.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 2.2 in the case of an allotment pursuant to the authority granted by paragraph 1.2 of Resolution 1, to the allotment of equity securities (otherwise than pursuant to paragraph 2.1 of this Resolution) up to an aggregate nominal amount of £43,421, and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for and shall replace all existing powers (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

ORDINARY RESOLUTION

3. That the proposed acquisition of Eurovet by the Company, as described in the circular to Shareholders dated 25 April 2012, on the terms and subject to the conditions of the agreements relating to the Acquisition, 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 (or a committee consisting of one or more Directors which is duly constituted under the Company's Articles of Association ("Committee")), shall, in their absolute discretion, think fit and subject to the forgoing, 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 Acquisitions or in connection therewith.

J. Gondaing

Director / Secretary