

**THE COMPANIES ACT 1985 AND 1989**

**RESOLUTIONS**

**OF**

**DECHRA PHARMACEUTICALS PLC ("COMPANY")**

At the annual general meeting of the Company held at the Manor House Hotel, Audley Road, Alsager, Stoke-on-Trent, Staffordshire ST7 2QR on 21 October 2004 at 10.00am, the following resolutions were passed:

**ORDINARY RESOLUTIONS**

1. That, in substitution for all existing authorities under that Section to the extent unused, the Directors be 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 that section up to an aggregate nominal amount of £195,109.25 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next Annual General Meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require the relevant securities to be allotted after expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement.
2. To consider and, if thought fit, adopt the remuneration policy set out in the Directors' Report for the year ended 30 June 2004.

**SPECIAL RESOLUTIONS**

3. That in substitution for all existing authorities and subject to the passing of resolution 1, 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 1 as if Section 89(1) of the Act did not apply to the allotment. This power:
  - 3.1 expires on the date of the next Annual General Meeting of the Company after the passing of this resolution but the Company may make an offer or agreement which



would or might require equity securities to be allotted after expiry of this authority and the Directors may allot securities in pursuance of that offer or agreement; and

3.2 is limited to

3.2.1 allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company and, if in accordance with their rights the Directors so determine, holders of other equity securities of any class in proportion (as nearly as may be) to their existing holders of ordinary shares (as the case may be) other equity securities of the class concerned (so that any offer to holders of other equity securities of any class is on the basis of their rights to receive such offer or, failing which, is on the basis that their holdings have been converted into or that they have subscribed for ordinary shares on the basis then applicable) but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient:

3.2.1.1 to deal with equity securities representing fractional entitlements; and

3.2.1.2 to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

3.2.2 allotments of equity securities for cash otherwise than pursuant to paragraphs 3.2.1 and 3.2.2 up to an aggregate nominal amount of £25,496.19.

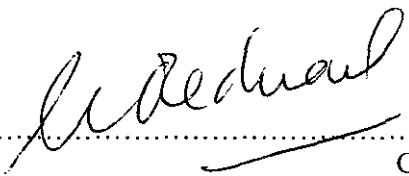
4. That, in accordance with article 41 of the articles of association of the Company and part V of the Act, the Company be and is hereby granted general and unconditional authority (pursuant to section 166 of the Act) to make one or more market purchases (as defined in Section 163(3) of the Act) on the London Stock Exchange 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:

4.1 the maximum number of ordinary shares authorised to be purchased is 5,099,239 (representing 10% of the Company's issued ordinary share capital);

4.2 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 five business days before the day on which the purchase is made exclusive of advance corporation tax (if any) and attributable expenses paid by the company;

- 4.3 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
- 4.4 the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company held after the passing of this resolution, or 12 months from the date of passing this resolution (whichever shall first occur), 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.

  
..... Chairman

21/10/04  
..... Dated