

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

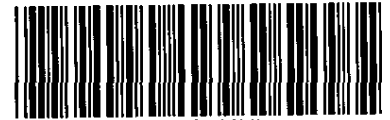
RESOLUTIONS

of

DECHRA PHARMACEUTICALS PLC

(the Company)

TUESDAY



A15 *A6HQ800Y* 24/10/2017 #325
COMPANIES HOUSE

PASSED ON FRIDAY 20 OCTOBER 2017

At the Annual General Meeting of the Company duly convened and held on Friday 20 October 2017 at The Mere Golf Resort & Spa, Chester Road, Mere, Knutsford, Cheshire, WA16 6LJ the following resolutions were duly passed as special business as indicated below:

ORDINARY RESOLUTION

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

14.1 comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £621,210 (such amount to be reduced by the aggregate nominal amount of Relevant Securities then allotted pursuant to paragraph 14.2 of this Resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Conduct Authority):

14.1.1 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

14.1.2 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

- 14.2 otherwise than pursuant to paragraph 14.1 of this Resolution, up to an aggregate nominal amount of £310,605 (such amount to be reduced by the aggregate nominal amount of Relevant Securities then allotted pursuant to paragraph 14.1 of this Resolution in excess of £310,605),
- 14.3 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 or on 20 January 2019 (whichever is the earlier), save that, in each case, 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), but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

15. That, subject to the passing of Resolution 14 above and pursuant to sections 570 to 573 of the 2006 Act, the Directors be and are generally empowered to allot or make offers or agreements to allot equity securities (within the meaning of section 560(1) of the

2006 Act) for cash pursuant to the authorities granted by Resolution 14 and to sell ordinary shares held by the Company as treasury shares for cash, as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

15.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted under Resolution 14.1, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):

15.1.1 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

15.1.2 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

15.2 otherwise than pursuant to Resolution 15.1, up to an aggregate nominal amount of £46,591

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 or on 20 January 2019 (whichever is the earlier), 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 (or treasury shares to be sold) after this power expires and the Directors may allot equity securities (or sell treasury shares) 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, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

16. That, subject to the passing of Resolutions 14 and 15 and in addition to any authority granted pursuant to Resolution 15, 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 14 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

16.1 up to an aggregate nominal amount of £46,591; and

16.2 used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 20 January 2019 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

17. That, pursuant to section 701 of the 2006 Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares in the capital of the Company (Shares), provided that:

17.1 the maximum number of Shares which may be purchased is 9,318,140 (representing 10% of the Company's issued ordinary share capital);

17.2 the minimum price (exclusive of expenses) which may be paid for a Share is £0.01;

17.3 the maximum price (exclusive of expenses) which may be paid for a Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out;

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 20 January 2019 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

18. That, as permitted by section 307A of the 2006 Act, any general meeting of the Company (other than an Annual General Meeting of the Company) may be called by notice of not less than 14 clear days in accordance with the provisions of the Articles of Association of the Company, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution.

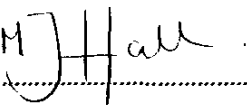
ORDINARY RESOLUTION

19. That:

(a) the rules of the Dechra Long Term Incentive Plan 2017 (LTIP 2017), in the form produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification and the principal terms of which are summarised in the Appendix to the circular containing the Company's 2017 Notice of Annual General Meeting, be and they are hereby approved and the Directors be and are generally authorised to adopt the LTIP 2017 and to do

all acts and things that they consider necessary or expedient to give effect to the LTIP 2017; and

- (b) the Directors be and are hereby authorised to adopt further schemes based on the LTIP 2017 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the LTIP 2017.



Secretary