

DECHRA FINANCE LIMITED

("Company")

WRITTEN RESOLUTION: CIRCULATED ON 3 DECEMBER 2020

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

- 1.1 This document contain a proposed written resolution of the Company for approval by you as a member of the Company.
- 1.2 The resolution is proposed as a unanimous resolution and require all members entitled to vote on the resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

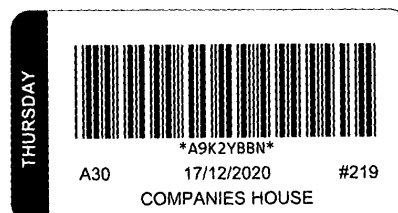
If the Company has not received your agreement to pass the resolution by the date falling 28 days from the date the resolution was first circulated to you ("**Lapse Date**"), the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION

- 3.1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolution, you cannot revoke it.** Please ensure that your agreement reaches us no later than the Lapse Date.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.



Company No: 09129928

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

WRITTEN RESOLUTION

of

DECHRA FINANCE LIMITED

(Company)

Written resolution of the Company pursuant to chapter 2 of part 13 of the Companies Act 2006 proposed by the directors of the Company as a unanimous resolution as detailed below:

UNANIMOUS RESOLUTION

THAT:

(a) all matters transacted by the Company pursuant to any act of, or decision by, any of the present or former directors of the Company prior to the date of this resolution, in respect of the allotment of 1 ordinary share of €1 each in the capital of the Company to Dechra Finance Sterling Limited (DFSL) on 6 February 2018 at 11.20am and the allotment of 112,202,636 ordinary shares of €1.00 in the capital of the Company to Dechra Pharmaceuticals PLC at on 13 February at 11.25 am; and

(b) all matters transacted by the Company pursuant to any act of, or decision by, any of the present directors of the Company after the date of this resolution, in respect of the Bonus Issue (as defined and more particularly described below),

be approved, ratified and confirmed.

By agreeing to limbs (a) and (b) above, we confirm and approve **that:**

(a) €18,265,544 standing to the credit of the Company's share premium account be and is hereby capitalised and appropriated as capital in favour of DFSL and that the directors be and are hereby authorised to apply such sum in paying up in full 18,265,544 ordinary share of €1 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up to DFSL (**Bonus Issue**);

(b) for both the purposes of the Companies Act 2006 and the Company's articles of association (as applicable), that the directors of the Company be and are generally empowered to allot the Bonus Issue shares under section 550 of the Companies Act 2006 as if section 561 of the Companies Act 2006 (and/or any other pre-emption rights) did not apply to any such allotment; and

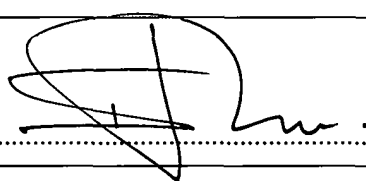

(c) Dechra Pharmaceuticals PLC irrevocably waives any right it may have to receive any of the Bonus Issue shares as an existing holder of the same class of ordinary shares of €1 each in the capital of the Company as DFSL.

Circulation date: 3 December 2020

Registered office: 24 Cheshire Avenue, Cheshire Business Park, Lostock Gralam,
Northwich, Cheshire CW9 7UA

Agreement to written resolution

We, the undersigned, being the members entitled to vote on the above resolution, irrevocably agree to such resolution:

| | | |
|--|--|------------------|
| Name of member: | DECHRA PHARMACEUTICALS PLC | |
| Name and position of signatory: | IAN PAGE, DIRECTOR | |
| Signed by authorised person on behalf of member: |  | Dated: 3/12/2020 |
| Name of member: | DECHRA FINANCE STERLING LIMITED | |
| Name and position of signatory: | IAN PAGE, DIRECTOR | |
| Signed by authorised person on behalf of member: |  | Dated: 3/12/2020 |