

Directors' Report

The Directors present their report and audited financial statements for the year ended 30 June 2021.

Principal activities

The principal activities of the Company are as follows:

- the manufacture and supply of veterinary medicines and equipment; and
- developing and licensing Dechra's own branded veterinary products portfolio of novel and generic pharmaceuticals.

Future developments

These have been detailed within the Strategic Report on page 5.

Directors

The directors who were in office during the year and up to the date of signing the financial statements were:

ID Page
PN Sandland
AG Griffin

Employees

We recognise that the success of the Company is dependent on our ability to attract, develop, motivate and retain skilled employees. The Company reports labour turnover as a non-financial KPI and this is measured using the standard formula:

$$\frac{\text{Total number of leavers over year}}{\text{Average total number employed over year}} \times 100$$

It is the Company's policy to provide equal recruitment and other opportunities for all employees, regardless of age, sex, sexual orientation, religion, race or disability. The Company gives full consideration to applications from disabled people, where they adequately fulfil the requirements of the role. Where existing employees become disabled, it is the Company's policy whenever practicable to provide continuing employment under the Company's terms and conditions and to provide training and career development whenever appropriate.

Informing and engaging our employees through internal channels of communication is of utmost importance to the Company. We have multiple channels of communication to provide both formal and informal updates including a Dechra Group newsletter that is issued twice a year (following the half-yearly results and the year end results), intranets, management and team meetings. These ensure that our employees are informed of the financial performance of the Company and the Group, as well as the sharing of updates which are relevant to all Company employees such as the introduction of new technology, updates on corporate social responsibility activities, and progress in relation to the Company's strategic objectives.

All employees are able to participate in the SAYE Share Option Scheme allowing employees to purchase shares in the ultimate holding company, Dechra Pharmaceuticals PLC. Certain executives and employees can benefit from options granted under the Unapproved Share Option Scheme, the Approved Share Option Scheme and the Long Term Incentive Plan. The details of these schemes are in Note 26.

Section 172 Statement

The Directors are responsible under section 172 of the Companies Act 2006 for promoting the long term success of the Company for the benefit of its shareholders, and acknowledges that its decisions have a long term impact on other stakeholders, the environment and the Company's reputation for high standards of business conduct. The Directors appreciate that wider engagement with stakeholders is an important component of long term sustainability and success and believes that by engaging with all important stakeholders, the business is made stronger and more resilient.

Directors' Report *(continued)*

Section 172 Statement *(continued)*

The table below shows who the Directors have identified as important stakeholders, why they feel it is important to engage, and how they have engaged.

Stakeholder	Why it is important to engage	How we engage	Material interests
Employees	To make Dechra a great and safe place to work, and attract, retain and develop talent	<ul style="list-style-type: none"> • Group intranet • Town Hall meetings • Engagement surveys • Employee Engagement Designated Non-Executive Director • Performance Development Reviews, and employee development and training 	<ul style="list-style-type: none"> • Development opportunities • Making a difference • Agile and friendly place to work
Veterinary Professionals	To improve animal health and welfare	<ul style="list-style-type: none"> • Technical support via helplines and product information 	<ul style="list-style-type: none"> • Innovative and effective products • Information on correct use of products
Communities	To give back to the communities in which we operate	<ul style="list-style-type: none"> • Community activities • Donations • Product and local donations • Development and education of young people 	<ul style="list-style-type: none"> • Prosperity within our communities • Community projects and initiatives
Suppliers	To trade with honesty and integrity, and to source quality raw materials, finished products and services	<ul style="list-style-type: none"> • Quality audits • Due diligence • ABC training • Third Party Code of Conduct 	<ul style="list-style-type: none"> • Fair Payment Terms • Long term relationships
Regulatory Authorities	To meet high standards of product safety and efficacy	<ul style="list-style-type: none"> • Regulatory training for employees • Manufacturing facility inspections • Market authorisation applications • Product safety update reports (PSURs) 	<ul style="list-style-type: none"> • Safety • Efficacy • Responsible marketing of regulated pharmaceuticals

The following examples give an insight on how Directors have considered section 172 factors in their decision making in relation to material transactions during the year:

Product Acquisitions

The Directors approved the acquisition of Tri-Solfen (ANZ territories) during the year. The Directors, in considering the proposal, noted that the acquisitions were in line with the strategic driver of portfolio focus by creating a meaningful food-producing animal products 'FAP' presence in these markets. Tri-Solfen (ANZ territories) completes the global rights to this pain management product in all international markets.

Directors' Report *(continued)*

Section 172 Statement *(continued)*

Capital Projects

Following the acquisition of the freehold to Building 3 at Skipton, the team have considered the long term site master plan and submitted for Board approval a capex request (of £5.5 million) as the first part of the project to develop the site, which would deliver a new state of the art QC laboratory, additional warehousing space, new canteen, reception and office space, and a pilot plant and training area. The Board considered their section 172 duties noting that the Skipton site master plan phase 1 project was in line with the manufacturing and supply chain enabler and would affect the following:

- Employees: enable the right flow of traffic and movement of goods on site making employees feel safer, providing an improved environment to perform their roles, in particular the QC department, a better training environment, a better canteen facility, and allows the next step of building the potency suite to further protect our employees from any potential harmful substances;
- Customers: allows the next steps of increasing capacity of the solid dose facility and maintaining the quality of the products through new equipment, improving supply reliability from the Skipton site, particularly with higher throughput testing in the QC laboratory, and creates additional space to bring in more products and be in control of the supply of these products to our customers;
- Shareholders: the improvement in supply reliability will enhance shareholder value through better financial performance and a better reputation in the markets that we operate; and
- Community: improves the traffic flow in the immediate area and provides long term security of the site to the local community.

Outcome: The Board approved the capex and it is anticipated that work will commence in the 2022 financial year.

Payment to Suppliers

The Company seeks to agree the terms of payment with suppliers prior to the placing of business and it is the Company's policy to settle liabilities by the due date. At 30 June 2021, the Company had an average of 78 days (2020: 75 days) purchases outstanding in creditors.

Research and Development

The Company has a structured development programme with the aim of identifying and bringing to market new pharmaceutical products. Investment in development is seen as key to further strengthen the Company's competitive position. The expense on this activity for the year ended 30 June 2021 was £24,343,000 (2020: £19,124,000).

Political donations and expenditure

No political donations were made during the year ended 30 June 2021 (2020: *£nil*). The Company has a policy of not making any donations to political organisations or independent election candidates or incurring political expenditure anywhere in the world as defined in the Political Parties, Elections and Referendums Act 2000.

Dividends

An interim dividend of £35,445,000 (2020: *£nil*) was declared and paid during the year.

Financial risk management

The Company uses various financial instruments to manage its financial risk.

Interest rate risk

The Company finances its operations through a mixture of retained profits and where necessary intercompany loans. The Company's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities.

Directors' Report *(continued)*

Financial risk management *(continued)*

Liquidity risk

The Company seeks to manage liquidity risk by ensuring sufficient liquidity is available to meet its foreseeable needs and to invest cash assets safely and profitably. The Directors review the cash projections on a regular basis to ensure the business has adequate liquidity and working capital.

Credit risk

Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

Post balance sheet events

On 2 July 2021 the Company acquired the marketing rights to two anaesthesia products for an initial payment of USD1.25 million (£0.9 million). A final payment of USD10.75 million (£7.8 million) will be made on 30 December 2021.

On 20 September 2021 the Company acquired the product rights of an equine product for a total consideration of USD3.0 million (£2.2 million). A further equine product was acquired for a total consideration of USD 4.0 million (£2.9 million) on 11 October 2021.

On 28 October 2021 the Company completed the acquisition of the worldwide product rights of an equine product for a total consideration of USD9.0 million (£6.6 million), and subsequent sales milestones on net revenue in certain territories.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Directors' Report *(continued)*

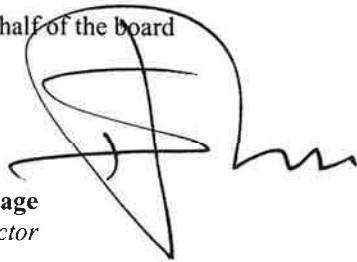
Directors' and officers' liability

The Company maintains an appropriate level of directors' and officers' insurance whereby directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act 2006. The directors also benefitted from qualifying third party indemnity provisions in place during the financial year and at the date of this report. A copy of the indemnity provisions will be available for inspection at the Company's ultimate parent's registered office (see note 29 for further details).

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment was approved at the Annual General Meeting.

On behalf of the board



ID Page
Director

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