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If you have sold or otherwise transferred your ordinary shares in Dechra Pharmaceuticals PLC, you should send this document together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker or other agent through or by whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Registered in England, No. 3369634

**Annual General Meeting
2009
Chairman's Letter
and
Notice of
Annual General Meeting**

17 September 2009

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

I am writing to explain in detail the matters to be dealt with at this year's Annual General Meeting ("**Meeting**") to be held on Friday 6 November 2009.

The Annual Report and Accounts for the year ended 30 June 2009 and a Form of Proxy accompanies this Circular.

The Annual Report and Financial Statements (Resolution 1)

Shareholders will be asked to receive and consider the Company's accounts, Directors' Report and Auditors' Report for the year ended 30 June 2009.

Directors' Remuneration Report (Resolution 2)

The Company is required to seek Shareholders approval of the Directors' Remuneration Report and the report can be found on pages 51 to 58 of the enclosed Annual Report and Accounts. The vote is advisory in nature; payments which have been made or promised to Directors will not have to be repaid in the event the Resolution is not passed.

Final Dividend (Resolution 3)

A final dividend of 6.10 pence per ordinary share is recommended by the Directors. Subject to approval at the Meeting, the dividend will be paid on 11 December 2009 to Shareholders registered at 13 November 2009. An Interim dividend of 3.00 pence per ordinary share was paid on 9 April 2009.

Re-election of Directors (Resolutions 4 and 5)

As required by the Company's Articles of Association Simon Evans and Malcolm Diamond will retire by rotation and will offer themselves for re-election as Directors. The Directors believe that both Directors should be re-elected for the following reasons; Simon Evans, in his position as Group Finance Director continues to be effective and demonstrate commitment to the role. Malcolm Diamond in his position as Non-Executive Director continues to perform his duties effectively, showing integrity and high ethical standards whilst maintaining sound, independent judgement in respect of all decisions taken at both Board and Committee level.

Biographical details for the Directors are located on page 38 of the enclosed Annual Report and Accounts.

Reappointment of Auditors (Resolutions 6 and 7)

The Company is required to appoint Auditors at each meeting at which accounts are presented and KPMG Audit Plc have indicated their willingness to continue in office. Accordingly, Resolution 6, subject to the approval of the Shareholders, reappoints KPMG Audit Plc as Auditors of the Company. Resolution 7 authorises the Directors to determine the remuneration of the Auditors.

Authority to Allot Equity Securities (Resolution 8)

The directors of a company may only allot shares if they have been authorised to do so by shareholders in a general meeting. The first part of Resolution 8 renews a similar authority given at last year's Annual General Meeting and authorises the Directors to allot shares in the capital of the Company up to an aggregate nominal amount of £233,402 (which represents approximately one-third of the issued share capital of the Company as at 17 September 2009). This limit is in line with the guidelines issued by the Association of British Insurers. The second part of Resolution 8 authorises the Directors to allot a further one-third of the issued share capital of the Company in connection with a rights issue. If this additional authority is used and the amount raised in any rights issue is more than one-third of the Company's pre-issue market capitalisation, in accordance with guidelines issued by the Association of British Insurers all the Directors wishing to remain in office will stand for re-election at the next Annual General Meeting of the Company.

If given, this authority will expire at the conclusion of the Company's next Annual General Meeting or 15 months from the passing of the Resolution (whichever is earlier). It is the Directors' intention to renew this authority each year.

There are no present plans to allot any of the unissued share capital of the Company other than in connection with employee share schemes.

Pre-emptive Allotment of Equity Securities (Resolution 9)

Resolution 9 renews a similar authority given at last year's Annual General Meeting and, if passed, would enable the Directors to allot shares for cash on a non pre-emptive basis in limited circumstances. It is proposed to authorise the

Directors to issue shares for cash up to an aggregate nominal amount of £32,791 (which represents approximately 5% of the Company's issued share capital as at 17 September 2009), without having to first offer them to Shareholders in proportion to their existing holdings. This limit is in line with the guidelines issued by the Pre-Emption Group. In addition, in accordance with normal practice, the Resolution would enable the Board to deal with overseas Shareholders and fractional entitlements as it thinks fit in the context of any rights issue or open offer.

If given, this authority will expire at the conclusion of the Company's next Annual General Meeting or 15 months from the passing of the Resolution (whichever is earlier). It is the Directors' intention to renew this authority each year.

There are no present plans to exercise this authority.

Authority to Purchase Ordinary Shares (Resolution 10)

Resolution 10 will be proposed as a Special Resolution for the renewal of the Company's authority to purchase its own shares in the market during the period until the next Annual General Meeting of the Company for up to 6,558,192 shares, representing approximately 10% of the issued ordinary share capital of the Company.

The Directors have no current intention of exercising this authority to purchase the Company's ordinary shares. The Company will only exercise this authority to make such a purchase in the market if the Directors consider it is in the best interests of the Shareholders generally to do so.

The Company is permitted to hold shares it has purchased in treasury, as an alternative to cancelling them. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy options exercised under any of the Company's share schemes. Whilst held in treasury, the shares are not entitled to receive any dividend or dividend equivalent (apart from any issue of bonus shares) and have no voting rights. The Directors believe it is appropriate for the Company to have the option to hold its own shares in treasury if, at a future date, the Directors exercise this authority. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury.

On 17 September 2009 there were options over ordinary shares in the capital of the Company representing 2.7% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full and those shares were subsequently cancelled, these options would represent 3.0% of the Company's issued and voting ordinary share capital.

If given, this authority will expire at the conclusion of the Company's next Annual General Meeting or 15 months after the passing of the Resolution (whichever is earlier). It is the Directors' intention to renew this authority each year.

Notice Period for General Meetings (Resolution 11)

The Shareholder Rights Directive was implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The Company is currently able to call general meetings (other than Annual General Meetings) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, Shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 11 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice, and details of how to lodge your proxy vote electronically can be found on the front of the Form of Proxy.

New Articles of Association (Resolution 12)

It is proposed in Resolution 12 to adopt new Articles of Association (the "**New Articles**") in order to update the Company's current Articles of Association (the "**Current Articles**") primarily to take account of changes in English Company law brought about by the Companies Act 2006 ("**2006 Act**").

The 2006 Act has been implemented in stages: some of its provisions are already in force and the remaining provisions are proposed to be implemented on 1 October 2009. The New Articles are intended to reflect provisions of the 2006 Act that are already in force and those that will be in force from 1 October 2009. There should therefore be no need to amend the Articles further in order to ensure compliance with the 2006 Act.

The principal changes introduced in the New Articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the 2006 Act have not been noted in the Appendix.

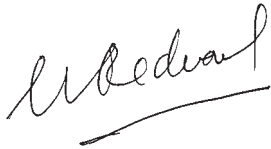
The New Articles showing all the changes to the Current Articles will be available for inspection as indicated in note 15 on page 12 of this document.

Recommendation

The Directors believe that all the proposals to be considered at the Meeting are in the best interests of the Company and its Shareholders. They recommend that you vote in favour of the proposed Resolutions. The Directors will be voting in favour of the proposed Resolutions in respect of their own shareholdings in the Company.

Whether or not you are able to attend the Meeting, please complete and return the enclosed Form of Proxy so as to reach the Registrars, Computershare Investor Services PLC, The Pavillions, Bridgewater Road, Bristol BS99 6ZY no later than 9.00 am on 4 November 2009 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). As already stated, the Company is now offering all Shareholders the right to lodge their proxy vote electronically and details of how to do this can be found in the notes to the Notice of Meeting and on the front of the enclosed Form of Proxy. Please note that the completion and lodging of the Form of Proxy will not prevent you from attending and voting in person at the Meeting if you so wish.

Yours sincerely

A handwritten signature in black ink, appearing to read 'M Redmond', with a horizontal line underneath it.

Michael Redmond
Chairman

APPENDIX

Explanatory notes of principal changes to the Company's Articles of Association

The material differences between the Current Articles and the New Articles are summarised below. Changes of a minor, conforming or purely technical nature have not been mentioned specifically.

A marked copy of the proposed New Articles showing all of the changes to the Current Articles are available for inspection:

- (i) on the Company's website at www.dechra.com; and
- (ii) during normal business hours at 3 Noble Street, London, EC2V 7EE (excluding weekends and public holidays).

1. General

Several statutory references have been amended in the New Articles to take account of the implementation of provisions in the 2006 Act and repeal of corresponding sections of the Companies Act 1985 ("**1985 Act**"). Some definitions have also been changed and additional definitions added to bring them in line with relevant provisions of the 2006 Act. In addition, other miscellaneous non-material changes have been made to reflect current law and practice.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

3. Form of resolution

The Current Articles contain a provision that, where for any purpose an Ordinary Resolution is required, a Special or Extraordinary Resolution is also effective and that, where an Extraordinary Resolution is required, a Special Resolution is also effective. This provision is being removed as the concept of Extraordinary Resolutions has not been retained under the 2006 Act. Further, the remainder of the provision is reflected in full in the 2006 Act.

The Current Articles enable Shareholders to act by Written Resolution. Under the 2006 Act public companies can no longer pass Written Resolutions. These provisions have therefore been removed in the New Articles.

4. Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions have therefore been amended in the New Articles.

5. Fractions

The Current Articles contain a provision providing that if a consolidation or subdivision of shares results in Shareholders being entitled to fractions of shares, the Board can deal with such fractions as it thinks fit, including selling the fractions and distributing the proceeds in proportion among the Shareholders. For clarity, this provision has been amended in the New Articles to provide where any Shareholder's entitlement to a portion of the proceeds of sale of the fractions amounts to less than £1.00, the Board can distribute that Shareholder's proceeds to charity.

6. Convening general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the 2006 Act. In particular, the 2006 Act provides that a general meeting (other than an Annual General Meeting) to consider a Special Resolution can be convened on 14 clear days' notice whereas previously 21 clear days' notice was required. This position changed following the implementation of the EU Shareholder Rights Directive in August 2009 and the Company is required to take certain actions in order to maintain this 14 clear day notice period.

7. Votes of members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the articles cannot provide that they should be received:

- more than 48 hours before the meeting or adjourned meeting;
- in the case of a poll taken more than 48 hours after it was demanded, more than 24 hours before the taking of the poll; or
- in the case of a poll taken less than 48 hours after it was demanded, no earlier than the time at which it was demanded.

The New Articles reflect these provisions and give the Directors discretion, when calculating these time limits, to exclude weekends and bank holidays.

In addition, the 2006 Act provides that multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect this provision.

Under section 323(1) of the 2006 Act, a corporate shareholder can now appoint more than one corporate representative. The Company is aware of concerns that have been raised about the effect of section 323(4) of the 2006 Act, which provides that where multiple corporate representatives of the same corporate shareholder vote differently, the power to vote is treated as not having been exercised. As the New Articles generally avoid duplicating provisions of the 2006 Act, the New Articles do not incorporate or explicitly reflect the terms of section 323(4) of the 2006 Act. The Company intends to take account of best practice to allow, as far as possible, multiple corporate representatives to attend general meetings of the Company and ensure their votes are counted.

8. Age of Directors on appointment

The Current Articles contain a provision limiting the age at which a Director can be appointed. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

9. Notice of Board meetings

Under the Current Articles, when a Director is abroad he can request that notice of Directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a Director who is abroad. It has been replaced with a more general provision that a Director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

10. Records to be kept

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the 2006 Act.

11. Directors' indemnities

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. This is reflected in the New Articles. The opportunity is also being taken to clarify that, subject to the 2006 Act, the Company may grant indemnities to Directors of associated companies.

The New Articles also contain a provision allowing a Director to vote and be counted in the quorum at a Board meeting in respect of any resolution concerning indemnification (including loans) by the Company in relation to the performance of his or her duties. This clarifies the ability of the Board to adopt indemnities in favour of Directors in accordance with the 2006 Act.

12. Directors' fees

The New Articles increase the aggregate of fees that may be paid to the Directors of the Company who do not hold executive office. The Board believes it is appropriate to recommend an increase in this aggregate limit in view of the continuing increase in the scope and nature of the responsibilities of the Chairman and Non-Executive Directors. The revised limit is in line with market practice and provides flexibility for the future size and structure of the Board. Shareholders should note that this aggregate limit does not apply to the salaried executive Directors.

13. The Company's objects

The provisions regulating the operation of the Company are currently set out in the Company's Memorandum and Articles of Association ("**Memorandum**"). The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company's memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the 2006 Act, the objects clause and all other provisions which are currently contained in the Company's Memorandum will be deemed to be contained in its Articles of Association, although the Company can remove these provisions by a Special Resolution.

Further, the 2006 Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason, the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the 2006 Act, are to be treated as forming part of the Company's Articles of Association. Resolution 12.1 confirms the removal of these provisions. As the effect of this Resolution will be to remove the statement currently in the Company's Memorandum regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the Shareholders.

14. Change of name

Currently a company can only change its name by Special Resolution. From the 1 October 2009, companies are able to change their name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the Directors to pass a resolution to change the Company's name.

15. Authorised share capital and unissued shares

The 2006 Act abolishes the requirement for a company to have an authorised share capital. Resolution 12.1 deletes, with effect from the passing of the Resolution, all provisions of the Company's Memorandum relating to the Company's authorised share capital which are deemed to form part of the Company's Articles of Association from that date. The New Articles reflect this and all references to authorised share capital have been removed. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

16. Redeemable shares

At present, if a company wanted to issue redeemable shares, it must include in its articles the terms and manner of redemption. From 1 October 2009, the 2006 Act enables directors to determine such matters provided they are authorised to do so by a company's articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would require Shareholder's authority to issue new shares in the usual way.

17. Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. From 1 October 2009, a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

18. Suspension of registration of share transfers

The Current Articles permit the Directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

19. Use of seals

A company currently requires authority in its articles to have an official seal for use abroad. From 1 October 2009, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document, it may also be signed by a Director in the presence of a witness, in addition to the current provisions for signature by either a Director and the secretary or two Directors or such other person or persons as the Directors may approve.

20. Vacation of office by Directors

The Current Articles specify the circumstances in which a Director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

21. Notices in the event of a postal strike

The opportunity has been taken in the New Articles to clarify the process for giving notice of a meeting during a postal strike by stating that the Company can give such notice by electronic means.

DECHRA PHARMACEUTICALS PLC
(THE “COMPANY”)
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of the Company will be held at the Manor House Hotel, Audley Road, Alsager, Stoke on Trent, Staffordshire, ST7 2QQ on Friday 6 November 2009 at 9.00 am for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions.

1. To receive and consider the accounts of the Company for the year ended 30 June 2009, together with the Directors' Report and the Auditors' Report.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 June 2009.
3. To declare a final dividend for the year ended 30 June 2009 of 6.10 pence per ordinary share in the capital of the Company, to be paid on 11 December 2009 to members whose names appear on the Register of Members of the Company as at the close of business on 13 November 2009.
4. To re-elect Simon Evans as a Director of the Company.
5. To re-elect Malcolm Diamond as a Director of the Company.
6. To reappoint KPMG Audit Plc as Auditors of the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts be laid.
7. To authorise the Directors to fix the remuneration of the Auditors.

Special Business

To consider and, if thought fit, pass the Resolutions, of which Resolution 8 will be proposed and voted on as an Ordinary Resolution and Resolutions 9–12 will be proposed and voted on as Special Resolutions.

8. 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:
 - 8.1 comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £233,402 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 8.2 of this Resolution) in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority):
 - 8.1.1 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
 - 8.1.2 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
 - 8.2 otherwise than pursuant to paragraph 8.1 of this Resolution, up to an aggregate nominal amount of £233,402 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 8.1 of this Resolution in excess of £233,402),

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 6 February 2011 (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 all existing authorities under section 80 of the 1985 Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

9. That, subject to the passing of Resolution 8 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 8 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited:

9.1 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 8.1 of Resolution 8, 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)):

9.1.1 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

9.1.2 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

9.2 in the case of an allotment pursuant to the authority granted by paragraph 8.2 of Resolution 8, to the allotment of equity securities (otherwise than pursuant to paragraph 9.1 of this Resolution) up to an aggregate nominal amount of £32,791,

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 6 February 2011 (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 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 all existing powers under section 95 of the 1985 Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

10. 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 of £0.01 each in the capital of the Company ("**Shares**"), provided that:

10.1 the maximum aggregate number of Shares which may be purchased is 6,558,192 (representing 10% of the Company's issued ordinary share capital);

10.2 the minimum price (excluding expenses) which may be paid for a Share is £0.01;

10.3 the maximum price (excluding 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 6 February 2011 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires 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.

11. 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) shall 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 the authority of this Resolution shall expire at the conclusion of the next Annual General Meeting of the Company.

12. That:

12.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's Articles of Association; and

- 12.2 the draft regulations produced to the meeting and for the purposes of identification signed by the Chairman of the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Secretary

17 September 2009

Registered office
Dechra House
Jamage Industrial Estate
Talke Pits
Stoke on Trent
ST7 1XW

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of Members. Only those Shareholders registered in the register of members of the Company as at 6.00 pm on 4 November 2009 (or, if the Meeting is adjourned, 6.00 pm on the date which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting.

Attending in person

2. If you wish to attend the Meeting in person, you must comply with the procedures set out in the notes to this Notice of Meeting by the dates specified in these notes.

Proxies

3. A Shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, speak and vote at the Meeting. A proxy need not be a Shareholder of the Company.

A Shareholder may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the Shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in these notes and the notes to the Form of Proxy.

The appointment of a proxy will not preclude a Shareholder from attending and voting in person at the Meeting.

4. A Form of Proxy is enclosed. To be valid, a proxy form must be completed, signed and sent to the offices of the Company's registrar, Computershare Investor Services Plc, The Pavilion, Bridgwater Road, Bristol BS99 62Y, so as to arrive no later than 9.00 am on 4 November 2009 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
5. As an alternative to completing the hard copy proxy form, a Shareholder may appoint a proxy or proxies electronically by lodging a Form of Proxy at www.eproxyappointment.com. For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investor Services PLC no later than 9.00 am on 4 November 2009 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a Shareholder to the Company or Computershare Investor Services PLC which is found to contain a virus will not be accepted by the Company.

Electronic voting

6. Votes can be cast electronically for this Meeting and details of how to do so can be found on the front of the accompanying Form of Proxy. Any votes cast electronically must be lodged with Computershare Investor Services PLC not later than 9.00 am on 4 November 2009 (or, if the Meeting is adjourned, no later than 48 hours before the time of the adjourned meeting).

Total voting rights

7. As at 11 September 2009 (being the last practicable date before the publication of this Notice of Meeting), the Company's issued share capital consists of 65,581,924 ordinary shares of £0.01 each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 11 September 2009 are 65,581,924.

Nominated Persons

8. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the 2006 Act ("**Nominated Person**"):
- 8.1 the Nominated Person may have a right under an agreement between him/her and the Shareholder by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the Meeting; or
 - 8.2 if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the Shareholder as to the exercise of voting rights.

The statement of the rights of Shareholders in relation to the appointment of proxies in note 3 above do not apply to a Nominated Person. The rights described in such notes can only be exercised by Shareholders of the Company.

Shareholders' right to require circulation of resolutions to be proposed at the Meeting

9. A Shareholder or Shareholders meeting the qualification criteria set out in note 12 below may require the Company to give Shareholders notice of a resolution which may properly be proposed and is intended to be proposed at the Meeting in accordance with section 338 of the 2006 Act.

A resolution may properly be proposed unless (i) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (ii) it is defamatory of any person, or (iii) it is frivolous or vexatious.

Any such request must:

- 9.1 identify the resolution of which notice is to be given, by either setting out the resolution in full or, if supporting a resolution requested by another Shareholder, clearly identifying the resolution which is being supported;
- 9.2 comply with the requirements set out in note 13 below; and
- 9.3 be received by the Company no later than six weeks before the Meeting.

The expenses of giving such notice must be paid by the Shareholder or Shareholders submitting the request by depositing with the Company not later than 25 September 2009 a sum reasonably sufficient to meet such expenses.

Shareholders' right to have a matter of business dealt with at the Meeting

10. A Shareholder or Shareholders meeting the qualification criteria set out in note 12 below may require the Company to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may properly be included in the business in accordance with section 338A of the 2006 Act.

A matter may properly be included unless (i) it is defamatory of any person, or (ii) it is frivolous or vexatious.

Any such request must:

- 10.1 identify the matter to be included in the business, by either setting out the matter in full or, if supporting a matter requested by another Shareholder, clearly identifying the matter which is being supported;
- 10.2 set out the grounds for the request;
- 10.3 comply with the requirements set out in note 13 below; and
- 10.4 be received by the Company no later than six weeks before the Meeting.

The expenses of circulating such matter must be paid by the Shareholder or Shareholders submitting the request by depositing with the Company not later than 25 September 2009 a sum reasonably sufficient to meet such expenses.

Website publication of audit concerns

11. A Shareholder or Shareholders who meet the qualification criteria set out in note 12 below may require the Company to publish on its website a statement setting out any matter that such Shareholders propose to raise at the Meeting relating to the Audit of the Company's accounts (including the Auditors' report and the conduct of the Audit) that are to be laid before the Meeting in accordance with section 527 of the 2006 Act.

Any such request must:

- 11.1 identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another Shareholder, clearly identifying the statement which is being supported;
- 11.2 comply with the requirements set out in note 13 below; and
- 11.3 be received by the Company at least one week before the Meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the Shareholders making the request to pay any expenses incurred by the Company in complying with the request;

- (ii) it must forward the statement to the Company's Auditors no later than the time when it makes the statement available on the website; and
- (iii) the statement may be dealt with as part of the business of the Meeting.

Notes 9, 10 and 11 above: qualification criteria and methods of making requests

12. In order to require the Company (i) to circulate a resolution to be proposed at the Meeting as set out in note 9, (ii) to include a matter in the business to be dealt with at the Meeting as set out in note 10, or (iii) to publish audit concerns as set out in note 11, the relevant request must be made by:

12.1 a Shareholder or Shareholders having a right to vote at the Meeting and holding at least five per cent of the total voting rights of the Company; or

12.2 at least 100 Shareholders having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total voting rights of the Company, see note 7 above and the website referred to in note 17 below.

13. Any request by a Shareholder or Shareholders to require the Company (i) to circulate a resolution to be proposed at the Meeting as set out in note 9, (ii) to include a matter in the business to be dealt with at the Meeting as set out in note 10, or (iii) to publish audit concerns as set out in note 11:

13.1 may be made either:

(i) in hard copy, by sending it to Zoe Goulding, Dechra Pharmaceuticals PLC, Dechra House, Jamage Industrial Estate, Talke Pits, Stoke on Trent ST7 1XW; or

(ii) in electronic form, by sending it by fax to 01782 773366, marked for the attention of Zoe Goulding or by email to Zoe.Goulding@dechra.com (please state "Dechra Pharmaceuticals PLC: AGM" in the subject line of the email);

13.2 must state the full name(s) and address(es) of the Shareholder(s); and

13.3 (where the request is made in hard copy form or by fax) must be signed by the Shareholder(s).

Questions at the Meeting

14. Shareholders have the right to ask questions at the Meeting relating to the business being dealt with at the Meeting in accordance with section 319A of the 2006 Act. The Company must answer any such question unless:

14.1 to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information;

14.2 the answer has already been given on a website in the form of an answer to a question; or

14.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

Documents available for inspection

15. The following documents will be available for inspection during normal business hours at the registered office of the Company and at 3 Noble Street, London EC2V 7EE from the date of this Notice until the time of the Meeting. They will also be available for inspection at the place of the Meeting from at least 15 minutes before the Meeting until it ends.

15.1 Copies of the service contracts of the Executive Directors.

15.2 Copies of the letters of appointment of the Non Executive Directors.

15.3 A marked copy of the proposed New Articles showing all the changes to the Current Articles.

Biographical details of Directors

16. Biographical details of all those Directors who are offering themselves for reappointment at the Meeting are set out in the accompanying Annual Report and Accounts.

Website providing information about the meeting

17. The information required by section 311A of the 2006 Act to be published in advance of the Meeting, which includes the matters set out in this notice and information relating to the voting rights of Shareholders, is available at www.dechra.com.