

## NOTICE OF GENERAL MEETING

### DECHRA PHARMACEUTICALS PLC

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 03369634)*

**Notice is hereby given that a GENERAL MEETING of Dechra Pharmaceuticals PLC (the "Company") will be held at 9.00 a.m. on 14 May 2012 at Dechra House, Jamage Industrial Estate, Talke Pits, Stoke-on-Trent ST7 1XW to consider and, if thought fit, pass the following resolutions. Resolutions 1 and 3 will be proposed as ordinary resolutions and Resolution 2 will be proposed as a special resolution.**

THAT:

1. 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
  - 1.1 comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £578,952 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1.2 of this Resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Services Authority):
    - 1.1.1 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
    - 1.1.2 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 of the requirements of any regulatory body or stock exchange; and
  - 1.2 otherwise than pursuant to paragraph 1.1 of this Resolution, up to an aggregate nominal amount of £289,476 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 1.1 of this Resolution in excess of £289,476), 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, save that, 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 such 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).

2. Subject to the passing of Resolution 1 above, 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 1 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited:
  - 2.1 to the allotment of equity securities in connection with and offer of equity securities (but, in the case of an allotment pursuant to the authority granted by paragraph 1.1 of Resolution 1, 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 Service Authority));

- 2.1.1 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
- 2.1.2 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
- 2.2 in the case of an allotment pursuant to the authority granted by paragraph 1.2 of Resolution 1, to the allotment of equity securities (otherwise than pursuant to paragraph 2.1 of this Resolution) up to an aggregate nominal amount of £43,421 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, 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 and shall replace all existing powers (which, to the extent, unused at the date of this resolution, are revoked with immediate effect).

3. That the proposed acquisition of Eurovet by the Company, as described in the circular to Shareholders dated 25 April 2012, of which this notice forms part, on the terms and subject to the conditions of the agreements relating to the Acquisition, be and here is approved, subject to such amendment, variation or waiver (provided such amendments, variations or waivers are not of a material nature) of the terms and conditions thereof as the Directors (or a committee consisting of one or more Directors which is duly constituted under the Company's Articles of Association ("**Committee**")), shall, in their absolute discretion, think fit and subject to the foregoing, that the Directors (or the Committee as applicable) be and are hereby authorised to take all necessary steps and to execute all documents and deeds as they may consider to be necessary, desirable or expedient to conclude, implement and give effect to the Acquisition or in connection therewith.

By order of the Board:

Zoe Goulding  
*Company Secretary*  
25 April 2012

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

**Notes:**

1. Only holders of Ordinary Shares are entitled to attend and vote at this meeting. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend to speak and to vote at the meeting. A member 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 him. A proxy need not be a member of the Company. Forms of proxy need to be deposited with the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 48 hours before the time of the meeting (excluding any non working days). Completion of a Form of Proxy will not preclude a member attending and voting in person at the meeting.
2. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the Register of Members of the Company at 6.00 p.m. on 10 May 2012 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. The appointment of a proxy must be in writing in any usual or common form or in any other form, which the Directors may approve and (i) in the case of an individual must either be signed by the appointor or his attorney, and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company's Registrars, failing which the appointment may be treated as invalid.
4. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent in hard copy form by post, by courier or by hand to the Company's Registrars, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY or; (b) lodged using the CREST Proxy Voting Service-see Note 6 below, in each case, so as to arrive no later than 9.00 a.m. on 10 May 2012 or, if the General Meeting is adjourned 48 hours before the time fixed for the adjourned General Meeting (excluding any non working days).
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](http://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 a.m. on 10 May 2012 (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 which is found to contain a virus will not be accepted by the Company.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 14 May 2012 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regard less of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (3RA50) by the latest time(s) for receipt of proxy appointments specified in Note 4 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote

(or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives—<http://www.icsa.org.uk>—for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

10. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
11. As 24 April 2012 (being the last practicable date prior to the publication of this notice) the Company’s issued share capital consists of 66,802,179 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 66,802,179.
12. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the Chairman’s letter and Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
13. Shareholders have the right to ask questions at the meeting relating to the business being dealt with 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:
  - 13.1 to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
  - 13.2 the answer has already been given on a website in the form of an answer to a question; or
  - 13.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. The information required by section 311A of the 2006 Act 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](http://www.dechra.com).