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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 and Wales, No. 3369634

**Annual General Meeting
2013
Chairman's Letter
and
Notice of
Annual General Meeting**

Dechra Pharmaceuticals PLC
24 Cheshire Avenue
Cheshire Business Park
Lostock Gralam
Northwich
CW9 7UA

16 September 2013

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 17 October 2013.

The Annual Report for the year ended 30 June 2013 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 (including the Strategic Report) and Auditor's Report for the year ended 30 June 2013.

Directors' Remuneration Report (Resolution 2)

The Company is required to seek approval of the Directors' Remuneration Report and this report can be found on pages 67 to 83 of the Report and Accounts. The vote is currently 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 9.66 pence per ordinary share is recommended by the Directors. Subject to approval at the Meeting, the dividend will be paid on 22 November 2013 to Shareholders registered at 8 November 2013. The shares will become ex-dividend on 6 November 2013. An Interim dividend of 4.34 pence per ordinary share was paid on 9 April 2013.

Election of Directors (Resolutions 4 to 7)

The following appointments have been made since the 2012 Annual General Meeting:

- Anthony Griffin as an Executive Director on 1 November 2012;
- Julian Heslop as a Non-Executive Director on 1 January 2013;
- Ishbel Macpherson as a Non-Executive Director on 1 February 2013; and
- Anne-Francoise Nesmes as an Executive Director on 22 April 2013.

In line with the Company's Articles of Association each of the above Directors will offer themselves for election at the Meeting.

Re-election of Directors (Resolutions 8 to 11)

The following Directors will stand for re-election in accordance with the UK Corporate Governance Code:

- Michael Redmond;
- Ian Page;
- Edwin Torr; and
- Dr Christopher Richards.

Each of the above Directors have indicated their willingness to offer themselves for re-election. The Board, having considered the mix of skills, knowledge and experience of the Directors confirms that each 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, where applicable, Committee level.

Michael Redmond has served on the Board as Non-Executive Chairman for more than nine years. Given the number of changes to the Board as outlined on page 55 of the Report and Accounts, it is considered to be in the best interests of the Company and its stakeholders for Michael Redmond to continue as Chairman. This will ensure that the newer members of the Board can draw upon the Chairman's experience, whilst allowing him to oversee their induction and development. Michael Redmond's tenure as Chairman will continue to be rigorously reviewed and will be subject to a further review prior to the 2014 Annual General Meeting.

Biographical details for each of the Directors are located on pages 48 to 49 of the enclosed Annual Report and Accounts.

Appointment of Auditor (Resolution 12)

The Company is required to appoint an Auditor at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such Meeting. KPMG Audit Plc have informed the Company that they have initiated a process to streamline their two registered audit firms – KPMG Audit Plc and KPMG LLP. As such, KPMG Audit Plc have notified the Company that they are not seeking re-appointment. Consequently, the Audit Committee has recommended, and the Board has approved, the resolution to appoint KPMG LLP as Auditor of the Company. In connection with the resignation of KPMG Audit Plc, the Company is required as a matter of law to send you a copy of the statement of the circumstances connected with the resignation of the Company's Auditor. This statement is set out on page 12 of this Notice.

Authority for the Directors to agree the Auditor's remuneration (Resolution 13)

Resolution 13 authorises the Directors to determine the remuneration of the Auditor.

Amendment to the Dechra Long Term Incentive Plan 2008 (Resolution 14)

The Dechra Long Term Incentive Plan 2008 (the "Plan") was approved by Shareholders at the Annual General Meeting in 2008. The Plan currently permits the grant to employees of awards during any financial year over shares with a value of up to 150% of salary (or 200% of salary in exceptional circumstances). Following a review of the Chief Executive Officer's remuneration during 2012/2013 and to align and focus the Chief Executive Officer's total remuneration package to reward longer term, sustainable performance, the Remuneration Committee has recommended that the Plan be amended to permit the grant of awards over shares with a value of up to 200% of salary in ordinary circumstances (but without any increase in the 200% "exceptional circumstances" limit), and it is proposed that the rules of the Plan be amended to permit grants at this level. While the Remuneration Committee currently intends to make awards to the Chief Executive Officer at the 200% of salary level, this is not a guaranteed entitlement and in line with best practice, the Remuneration Committee will review the level of award each year.

The Remuneration Committee has consulted with Shareholders in relation to these proposed amendments. As referred to in the Company's Directors' Remuneration Report for the year ended 30 June 2013, the Remuneration Committee's current intention is that awards to the Chief Financial Officer will ordinarily be at the level of 150% of salary and awards to other Executive Directors will be at level of 100% of salary. In connection with this amendment, it is also proposed that the Plan be amended to include a "grant window", which will permit the grant of options within the period of six weeks beginning with the date of the Annual General Meeting (the "Grant Window").

At the same time as amending the individual limit on participation in the Plan and providing a Grant Window, further to a recommendation by the Remuneration Committee it is proposed that the following additional amendments be made to ensure the Plan is sufficiently flexible for the Company's purposes.

The individual limit on participation in the Plan currently applies to awards granted "during" a financial year. It is proposed that this be amended to provide for the limit to apply to awards "in respect of" a financial year. This will mean that where an award which relates to a particular financial year is not made during that year (for example because of regulatory restrictions), it can be made in the next financial year without preventing, or affecting the permitted quantum of, any grant which would ordinarily be made in that later period.

The rules of the Plan marked-up to show the proposed amendments will be available for inspection from the date on which this Notice of Meeting is sent until the close of the Annual General Meeting at the offices of DLA Piper LLP, 3 Noble Street, London EC2V 7EE on any weekdays (Saturdays, Sundays and public holidays excluded) and at the place of the Annual General Meeting for at least 15 minutes before the Meeting until the end of the Meeting.

Authority to Allot Equity Securities (Resolution 15)

Generally, the Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by Shareholders.

Resolution 15 renews a similar authority given at last year's Annual General Meeting held on 19 October 2012 and is in two parts.

In line with guidance issued by the Association of British Insurers, if passed, part one of Resolution 15 in paragraph 15.1 will authorise the Directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to an aggregate nominal amount of £581,049 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph 15.2 of Resolution 15). This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 9 September 2013, being the last practicable date before the publication of this document. The Directors intend to follow emerging best practice as regards the use of this authority, including as to the requirement for Directors to stand for re-election.

If passed, part two of Resolution 15 in paragraph 15.2 will authorise the Directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £290,524 as reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph 15.1 of Resolution 15 in excess of £290,524. This amount (before any reduction) represents approximately one-third of the issued ordinary share capital of the Company as at 9 September 2013, being the last practicable date before the publication of this document.

If given, these authorities 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 the allotment authority each year.

The Directors have no current intention to exercise either of the authorities sought under Resolution 15. However, the Directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

Pre-emptive Allotment of Equity Securities (Resolution 16)

Resolution 16 will be proposed as a Special Resolution and renews the 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 £43,578 (which represents approximately 5% of the Company's issued share capital as at 9 September 2013), 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 17)

Resolution 17 will be proposed as a Special Resolution and renews 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 8,715,744 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 9 September 2013 there were options over ordinary shares in the capital of the Company representing 1.70% 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 1.89% 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 18)

Resolution 18 will be proposed as a Special Resolution and would allow the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice. Annual General Meetings must always be called with at least 21 clear days' notice but other general meetings of the Company may be called on less notice if Shareholders agree to a shorter notice period. The Shareholders of the Company approved a resolution to call general meetings (other than Annual General Meetings) on 14 clear days' notice at last year's Annual General Meeting. Resolution 18 seeks approval to renew this right until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where flexibility is merited by the business of the meeting and is thought to be to the advantage of Shareholders as a whole and the matter to be considered is time sensitive. The Company meets the requirements for electronic voting under the Directive.

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 Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 4.00 pm on 15 October 2013 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). The Company offers 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



Michael Redmond
Non-Executive Chairman

DECHRA PHARMACEUTICALS PLC
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of the Company will be held at 24 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich CW9 7UA on Thursday 17 October 2013 at 4.00 pm 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 2013, together with the Directors' Report (including the Strategic Report) and the Auditor's Report.
2. To receive and approve the Directors' Remuneration Report for the year ended 30 June 2013.
3. To declare a final dividend for the year ended 30 June 2013 of 9.66 pence per ordinary share in the capital of the Company, to be paid on 22 November 2013 to members whose names appear on the Register of Members of the Company as at the close of business on 8 November 2013.
4. To elect Anthony Griffin as a Director of the Company.
5. To elect Julian Heslop as a Director of the Company.
6. To elect Ishbel Macpherson as a Director of the Company.
7. To elect Anne-Francoise Nesmes as a Director of the Company.
8. To re-elect Michael Redmond as a Director of the Company.
9. To re-elect Ian Page as a Director of the Company.
10. To re-elect Edwin Torr as a Director of the Company.
11. To re-elect Dr Christopher Richards as a Director of the Company.
12. To appoint KPMG LLP as Auditor 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 are laid.
13. To authorise the Directors to fix the remuneration of the Auditor.

Special Business

To consider and, if thought fit, pass the following Resolutions, of which Resolution 14 and 15 will be proposed and voted on as Ordinary Resolutions and Resolutions 16 to 18 will be proposed and voted on as Special Resolutions.

14. That the amendments to the rules of the Dechra Long Term Incentive Plan 2008 (the “Plan”) shown in the version of the Plan produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification be and are hereby approved and the Directors of the Company be and are hereby authorised to do all acts and things which they may consider necessary or expedient for implementing the amendments to the Plan.
15. 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:
 - 15.1 comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £581,049 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 15.2 of this Resolution) in connection with a rights issue (as defined in the Listing Rules published by the Financial Conduct Authority):
 - 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 paragraph 15.1 of this Resolution, up to an aggregate nominal amount of £290,524 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph 15.1 of this Resolution in excess of £290,524), 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 17 January 2015 (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).

16. That, subject to the passing of Resolution 15 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 16 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited:

- 16.1 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 16.1 of Resolution 16, 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 Conduct Authority));

16.1.1 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

16.1.2 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

- 16.2 in the case of an allotment pursuant to the authority granted by paragraph 15.2 of Resolution 15, to the allotment of equity securities (otherwise than pursuant to paragraph 16.1 of this Resolution) up to an aggregate nominal amount of £43,578, 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 17 January 2015 (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 and shall replace all existing powers (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

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

17.1 the maximum number of Shares which may be purchased is 8,715,744 (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 per cent 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) shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 17 January 2015 (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) 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.

By order of the board

Zoe Goulding
Secretary

16 September 2013

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

Notes:

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 4.00 pm on 15 October 2013 (or, if the Meeting is adjourned, 4.00 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 Pavilions, Bridgwater Road, Bristol BS99 6ZY, so as to arrive no later than 4.00 pm on 15 October 2013 (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.investorcentre.co.uk/eproxy. For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investor Services PLC no later than 4.00 pm on 15 October 2013 (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.
6. If you submit more than one valid proxy appointment the last proxy received will take precedence.

Appointment of proxies through CREST

Alternatively, if you are a member of CREST, you may register the appointment of proxy by using the CREST electronic proxy appointment services as follows:

7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual subject to the provisions of the Company's Articles of Association. 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.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instruction as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or is 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 (ID 3RA50) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which 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 proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that CRESTCo 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that they do not do so in relation to the same shares.

Total voting rights

12. As at 9 September 2013 (being the last practicable date before the publication of this Notice of Meeting), the Company's issued share capital consists of 87,157,444 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 9 September 2013 are 87,157,444.

Nominated Persons

13. 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"):

- 13.1 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
- 13.2 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 to 11 above do not apply to a Nominated Person. The rights described in such notes can only be exercised by Shareholders of the Company.

Website publication of audit concerns

14. A Shareholder or Shareholders who meet the qualification criteria set out in note 15 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 Auditor's 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:

- 14.1 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;
- 14.2 comply with the requirements set out in note 15 and 16 below; and
- 14.3 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 Auditor 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.

15. In order to require the Company to publish audit concerns as set out in note 14, the relevant request must be made by:

- 15.1 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
- 15.2 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 12 above and the website referred to in note 20 below.

16. Any request by a Shareholder or Shareholders to require the Company to publish audit concerns as set out in note 14:

- 16.1 may be made either:
 - (i) in hard copy, by sending it to Zoe Goulding, Dechra Pharmaceuticals PLC, 24 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich CW9 7UA; or
 - (ii) in electronic form, by sending it by fax to 01606 814731, 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);
- 16.2 must state the full name(s) and address(es) of the Shareholder(s); and
- 16.3 (where the request is made in hard copy form or by fax) must be signed by the Shareholder(s).

Questions at the Meeting

17. 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:
 - 17.1 to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information;
 - 17.2 the answer has already been given on a website in the form of an answer to a question; or
 - 17.3 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

18. The following documents will be available for inspection during normal business hours at the registered office of the Company and at DLA Piper UK LLP, 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.
 - 18.1 Copies of the service contracts of the Executive Directors.
 - 18.2 Copies of the letters of appointment of the Non-Executive Directors.
 - 18.3 Marked up copy of the rules of the Plan

Biographical details of Directors

19. Biographical details of all those Directors who are offering themselves for election and re-election at the Meeting are set out in the accompanying Annual Report and Accounts.

Website providing information about the meeting

20. 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.

Chairman

21. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes that are the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's shares already held by the Chairman, result in the Chairman holding such numbers of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company and the Financial Conduct Authority.

Communication

22. You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) 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.



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The Directors
Dechra Pharmaceuticals PLC
24 Cheshire Avenue
Cheshire Business Park
Lostock Gralam
Northwich CW9 7UA

Our ref rd/118/nm/lmb-924

Contact Richard Davies
0121 232 3293

4 September 2013

Dear Sirs

Statement to Dechra Pharmaceuticals PLC (no. 3369634) on ceasing to hold office as auditors pursuant to Section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will be accepting appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully

KPMG Audit Plc

Enclosures:

KPMG Audit Plc, a UK public limited company, is a subsidiary of KPMG Europe LLP and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity.

Registered in England No 3110745
Registered office: 15 Canada Square, London, E14 5GL