

# **DECHRA PHARMACEUTICALS PLC**

**(the “Company”)**

*(incorporated in England and Wales with registered number 03369634)*

## **NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held on 29 July 2013 at 12.00 noon at the offices of the Company at 24 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich CW9 7UA to consider, and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution.

## **ORDINARY RESOLUTION**

1. THAT the proposed disposal (“Disposal”) of the entire issued share capital of National Veterinary Services Limited pursuant to a sale and purchase agreement (“Disposal Agreement”) dated 9 July 2013 entered into between (1) Dechra Limited, (2) Patterson (PDCO) Holdings UK Limited, (3) Dechra Pharmaceuticals PLC, and (4) Patterson Companies, Inc., as more particularly described in the circular to shareholders dated 11 July 2013, be and is hereby approved and that the Directors of the Company (or a duly authorised committee thereof) be and are hereby generally and unconditionally authorised to take all necessary steps and to execute all other documents and deeds as are necessary or desirable to conclude, implement and give effect to the Disposal and the Disposal Agreement in accordance with such terms and subject to such conditions and to agree such amendments and variations to and waivers of such terms and conditions (provided such amendments, variations or waivers are not of a material nature) as they may in their absolute discretion think fit.

*By order of the Board*

**Zoe Goulding**

*Company Secretary*

11 July 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 12.00 noon on 27 July 2013 (or, if the Meeting is adjourned, 12.00 noon 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 12.00 noon on 27 July 2013 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting (excluding any 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.investorcentre.co.uk/eproxy](http://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 12.00 noon on 27 July 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 appointment received last before the latest time for the receipt of proxies 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 10 July 2013 (being the last practicable date before the publication of this Notice of Meeting), the Company's issued share capital consists of 87,157,144 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 10 July 2013 are 87,157,144.

### **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"):
  - 13.1.1 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
  - 13.1.2 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.

### **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:
  - 14.1.1 to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information;
  - 14.1.2 the answer has already been given on a website in the form of an answer to a question; or
  - 14.1.3 it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

### **Website providing information about the meeting**

15. 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](http://www.dechra.com).

### **Chairman**

16. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes 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 Services Authority. As a result, any member holding 3 per cent. 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**

17. 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.