

COURT MEETING OF DECHRA PHARMACEUTICALS PLC:

CR-2023-002051

In the High Court of Justice, Business and Property Courts of England and Wales, Companies Court (CHD); in the matter of Dechra Pharmaceuticals PLC (the "Company") and in the matter of the Companies Act 2006.



FORM OF PROXY

20 July 2023 at 11.00 a.m.

Location of Court Meeting: The Court Meeting will be held at the offices of the Company at 6 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich, CW9 7UA.

Before completing this Form of Proxy, please read carefully the Notice of Court Meeting set out in Part 10 of the scheme document of the Company dated 26 June 2023 (the "Scheme Document") which has been sent or made available to Scheme Shareholders and the guidance notes set out overleaf.

Notice of Availability – important, please read carefully. You can now access the Scheme Document (which includes at Part 10 the Notice of Court Meeting) at <https://www.dechra.com/investors/cash-offer>. Instead of completing this Form of Proxy, you can submit your proxy via the internet at www.sharevote.co.uk in accordance with the instructions below.

By an order dated 23 June 2023 made in the matter of the Company and in the matter of the Companies Act 2006 (as amended) ("2006 Act"), the Court has given permission for a meeting of the Scheme Shareholders (as defined in the Scheme Document) to be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the 2006 Act (as amended) (the "Scheme") between the Company and the Scheme Shareholders and that such meeting shall be held at the Company's offices at 6 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich, CW9 7UA on 20 July 2023 at 11.00 a.m. (the "Court Meeting") at which place and time all Scheme Shareholders are requested to attend either in person or by proxy.

How to vote at the Court Meeting

Guidance notes are on the reverse of this Form of Proxy. You can vote online (see Option 1 below) or by completing the Form of Proxy (Option 2 below). If you choose Option 2, this Form of Proxy should be detached and returned to the Company's registrars, Equiniti, by 11.00 a.m. on 18 July 2023. Please return the Form of Proxy to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom. Alternatively, you can return it in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. No postage is required if posted from within the United Kingdom. If the Form of Proxy is posted from outside of the United Kingdom, you should return it in an envelope, with the postage paid, to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA.

Option 1: Vote Online Go to www.sharevote.co.uk and follow the on-screen instructions.

Voting ID:

Task ID:

Shareholder Reference Number:

Shareholder Reference Number:

Court Meeting Proxy Form

Option 2: Vote I/we want to give voting instructions as follows:

I/We, the undersigned, being a member/members of the Company, appoint the Chair of the meeting or the following person:

Number of Scheme Shares:

as my/our proxy to attend/speak and vote on my/our behalf at the Court Meeting to be held on 20 July 2023 and at any adjournment thereof, and direct that my/our proxy will vote on the resolution to approve the Scheme as indicated with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme" in the appropriate spaces below.

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see note 4)

Resolution: If you wish to vote for the Scheme, sign your name in the box marked "FOR the Scheme". If you wish to vote against the Scheme, sign your name in the box marked "AGAINST the Scheme". Only insert your signature once. If you sign both boxes, or do not sign in either box, then this Form of Proxy will be invalid.

FOR the Scheme

Signature of Scheme Shareholder or duly authorised attorney or, for a corporate shareholder, seal or signature of an authorised officer, attorney or other person

AGAINST the Scheme

Signature of Scheme Shareholder or duly authorised attorney or, for a corporate shareholder, seal or signature of an authorised officer, attorney or other person

Kindly note: In addition to completing this WHITE Form of Proxy for the Court Meeting, please also complete and return the BLUE Form of Proxy enclosed for the General Meeting (as defined in the Scheme Document). Please read the attached guidance notes before completing this Form of Proxy. It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Therefore, you are strongly encouraged to complete, sign and return both Forms of Proxy in accordance with the instructions set out above, or to appoint a proxy through CREST, online or electronically, as soon as possible.

Notes on appointing a proxy

1. Full details of the resolution to be proposed at the Court Meeting are set out in the Notice of Court Meeting which is set out in Part 10 of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be taken" in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy, unless the context otherwise requires.
2. Subject to Note 3, only Scheme Shareholders, or their duly appointed representatives, are entitled to attend, speak, and vote at the Court Meeting.
3. A Scheme Shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the Court Meeting. A proxy need not be a shareholder of the Company. A Scheme Shareholder may appoint more than one proxy in relation to the Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different Scheme Share or Scheme Shares held by that Scheme Shareholder. As an alternative to appointing a proxy, any Scheme Shareholder which is a corporation may vote by a corporate representative.
4. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name (if you wish to appoint someone other than the Chair of the Court Meeting) and the number of Scheme Shares in relation to which they are authorised to act as proxy and indicate how you wish each proxy to vote.
5. To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti by 11.00 a.m. on 18 July 2023 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned Court Meeting, excluding any part of such 48-hour period falling on a day that is not a working day).
6. Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Please note that you must indicate a preference in order for this proxy to be valid.
7. To register the appointment of a proxy electronically, log on to www.sharevote.co.uk using the Voting ID, Task ID and shareholder reference number printed overleaf and follow the instructions provided. The proxy appointment must be registered on the website by 11.00 am on 18 July 2023.
8. If you have not appointed a proxy by the times set out in Notes 5 and 7, you may: (i) complete this Form of Proxy and email it to proxyvotes@equiniti.com or (ii) provide it in person to the Chair of the Court Meeting or the Equiniti representative who will be present in person at the Court Meeting, in each case at any time prior to the commencement of the Court Meeting, and the Form of Proxy will still be valid.
9. If you have any questions relating to completion and return of the Form of Proxy, please call the Shareholder Helpline on +44 (0)333 207 6537. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Please note that calls are recorded for security and training purposes and the Shareholder Helpline operators cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.
10. In the case of a corporate Scheme Shareholder, or corporation, the proxy appointment must be under seal or signed by a duly authorised officer, attorney or other person.
11. In the case of joint holdings, the vote of the first named in the register of members of the Company will be accepted to the exclusion of the votes of other joint holders.
12. The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote at the Court Meeting and at any adjournment thereof. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' on the proxy form as you deem appropriate. Unless otherwise instructed, a person appointed as proxy will exercise their discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may properly come before the Court Meeting or at any adjournment thereof.
13. A proxy need not be a member of the Company, but must attend the Court Meeting to represent you. If no name is inserted in the box provided, the Chair of the Court Meeting will be deemed to be appointed as the proxy.
14. Any alterations to this Form of Proxy should be initialled.
15. Please return the Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively, you can return it by post in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU.
16. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those 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 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 & International Limited's (EU) specifications and must contain the information required for such instructions, as described in the CREST Manual.
17. Entitlement to attend, speak and vote at the Court Meeting or any adjournment of it and the number of votes which may be cast at the Court Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 18 July 2023 or, if the Court Meeting is adjourned, 6.30 p.m. (London time) on the day which is 48 hours before the date set for the adjourned Court Meeting (excluding any part of such 48-hour period falling on a day that is not a working day). In each case, changes to the register of members of the Company after such time shall be disregarded.
18. The completion and return of the Form of Proxy will not preclude a Scheme Shareholder from attending the meeting and voting at the Court Meeting (or any adjournment thereof) if they so wish and are so entitled.
19. You may not use any electronic address provided either in the notice of Court Meeting or any related documents (including this Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
20. Any electronic communication sent to the Company's registrars, Equiniti, in respect of your proxy appointments that is found to contain a computer virus will not be accepted.
21. All references to times in this Form of Proxy are to London time, unless otherwise stated.
22. Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.

SAMPLE



Freepost RTHJ-CLLL-KBKU
Equiniti Limited
Aspect House
Spencer Road
LANCING
BN99 8LU

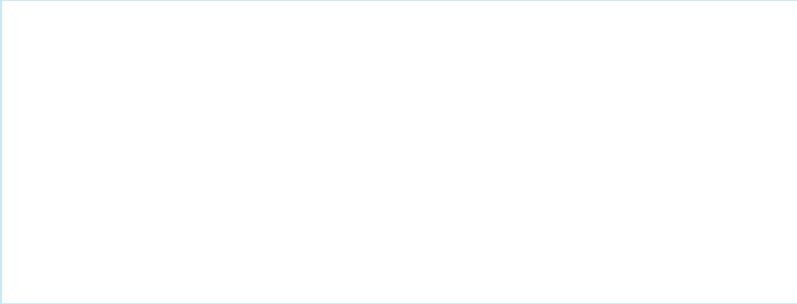
GENERAL MEETING OF DECHRA PHARMACEUTICALS PLC: FORM OF PROXY



20 July 2023 at 11.15 a.m. (or as soon thereafter as the preceding Court Meeting
(as defined in the Scheme Document) convened for 11.00 a.m. on 20 July 2023 has concluded or been adjourned)

Location of General Meeting: The General Meeting will be held at the offices of Dechra Pharmaceuticals PLC (the "Company") at 6 Cheshire Avenue, Cheshire Business Park, Lostock Gralam, Northwich, CW9 7UA.

Before completing this Form of Proxy, please read carefully the Notice of General Meeting set out in Part 11 of the scheme document of the Company dated 26 June 2023 (the "Scheme Document") which has been sent or made available to shareholders and the guidance notes set out overleaf.



Notice of Availability – important, please read carefully.

You can now access the Scheme Document (which includes at Part 11 the Notice of General Meeting) at <https://www.dechra.com/investors/cash-offer>. Instead of completing this Form of Proxy, you can submit your proxy via the internet at www.sharevote.co.uk in accordance with the instructions below.

How to vote at the General Meeting

Guidance notes are on the reverse of this Form of Proxy. You can vote online (see Option 1 below) or by completing the Form of Proxy (Option 2 below). If you choose Option 2, this Form of Proxy should be detached and returned to the Company's registrars, Equiniti, by 11.15 a.m. on 18 July 2023. Please return the proxy form to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom. Alternatively, you can return it in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. No postage is required if posted from within the United Kingdom. If the Form of Proxy is posted from outside of the United Kingdom, you should return it in an envelope, with the postage paid, to Equiniti Limited, Aspect House, Spencer Road, Lancing, BN99 6DA.

Option 1: Vote Online Go to www.sharevote.co.uk and follow the on-screen instructions.

Voting ID:

Task ID:

Shareholder Reference Number:

Shareholder Reference Number:

General Meeting Proxy Form

Option 2: Vote I/we want to give voting instructions as follows:

I/We, the undersigned, being a member/members of the Company, appoint the Chair of the meeting or the following person:

Number of Dechra Shares:

as my/our proxy to attend/speak and vote on my/our behalf at the General Meeting to be held on 20 July 2023 and at any adjournment thereof, and direct that my/our proxy will vote (or withhold my/our vote) on the Resolution as indicated with a cross in the appropriate space below.

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see note 4)

If you wish to vote in favour of the Resolution set out below, please indicate with an 'X' in the box marked "FOR" below. If you wish to vote against the Resolution, please indicate with an 'X' in the box marked "AGAINST" below. If you wish to withhold your vote in respect of the Resolution, please indicate with an 'X' in the box marked "VOTE WITHHELD" below. Only insert an 'X' in one box. If you insert an 'X' in more than one box, or do not insert an 'X' at all, then this Form of Proxy will be invalid.

Resolution	For	Against	Vote Withheld
To give effect to the Scheme, including but not limited to, authorising the directors of the Company (or a duly authorised committee of the directors) to take all such action as they may consider necessary or appropriate to ensure the Scheme becomes Effective, and to approve the amendments to the articles of association of the Company, as set out in the Notice of General Meeting contained in Part 11 of the Scheme Document.			

Signature of Dechra Shareholder or duly authorised attorney or, for a corporate shareholder, seal or signature of an authorised officer, attorney or other person

Kindly note: In addition to completing this BLUE Form of Proxy for the General Meeting, please also complete and return the WHITE Form of Proxy enclosed for the Court Meeting. Please read the attached Notes before completing this Form of Proxy. You are strongly encouraged to complete, sign and return both Forms of Proxy in accordance with the instructions set out above, or to appoint a proxy through CREST, online or electronically, as soon as possible.

Notes on appointing a proxy

- 1 Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Notice of General Meeting which is set out in Part 11 of the Scheme Document. Before completing this Form of Proxy, please also read the section entitled "Action to be taken" in the Scheme Document. Terms defined in the Scheme Document shall apply in this Form of Proxy, unless the context otherwise requires.
- 2 Subject to Note 3, only Dechra Shareholders, or their duly appointed representatives, are entitled to attend, speak, and vote at the General Meeting.
- 3 A Dechra Shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. A Dechra Shareholder may appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different Dechra Share or Dechra Shares held by that Dechra Shareholder. As an alternative to appointing a proxy, a Dechra Shareholder which is a corporation may vote by a corporate representative.
- 4 To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name (if you wish to appoint someone other than the Chair of the General Meeting) and the number of Dechra Shares in relation to which they are authorised to act as proxy and indicate how you wish each proxy to vote.
- 5 To be valid, the Form of Proxy and the power of attorney or other authority (if any) under which it is signed and dated must be received by Equiniti by 11.15 a.m. on 18 July 2023 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned General Meeting, excluding any part of such 48-hour period falling on a day that is not a working day). If the Form of Proxy is not received by this date, it will be invalid.
- 6 This Form of Proxy gives your proxy(ies) full rights to attend, speak and vote at the General Meeting and at any adjournment thereof. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' on the proxy form as you deem appropriate. Please indicate with an 'X' in the boxes provided above how you wish your vote to be cast
- 7 Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to how he/she votes or whether he/she withholds a vote on the Resolution and on any other business (including any procedural business, including any resolution to adjourn), which may properly come before the General Meeting or at any adjournment thereof.
- 8 The "Vote Withheld" option is provided to enable a shareholder to withhold their vote on the Resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the Resolution.
- 9 To register the appointment of a proxy electronically, log on to www.sharevote.co.uk using the Voting ID, Task ID and shareholder reference number printed overleaf and follow the instructions provided. The proxy appointment must be registered on the website by 11.15 a.m. on 18 July 2023 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the adjourned General Meeting, excluding any part of such 48-hour period falling on a day that is not a working day).
- 10 If you have any questions relating to the completion and return of this Form of Proxy, please call the Shareholder Helpline on +44 (0)333 207 6537. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that calls are recorded for security and training purposes and the Shareholder Helpline operators cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.
- 11 In the case of a corporate Dechra Shareholder, the proxy appointment must be under seal or signed by a duly authorised officer, attorney or other person.
- 12 In the case of joint holdings, the vote of the first named in the register of members of the Company will be accepted to the exclusion of the votes of other joint holders.
- 13 A proxy need not be a member of the Company, but must attend the General Meeting to represent you. If no name is inserted in the box provided, the Chair of the General Meeting will be deemed to be appointed as the proxy.
- 14 Any alterations to this Form of Proxy should be initialled.
- 15 Please return the Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Alternatively, you can return it by post in an envelope using the following address: Equiniti Limited, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU.
- 16 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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 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 & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual.
- 17 Entitlement to attend and vote at the General Meeting or any adjournment of it and the number of votes which may be cast at the General Meeting shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 18 July 2023 or, if the General Meeting is adjourned, 6.30 p.m. (London time) on the day which is 48 hours before the General Meeting (excluding any part of such 48-hour period falling on a day that is not a working day). In each case, changes to the register of members of the Company after such time shall be disregarded.
- 18 The completion and return of the Form of Proxy will not preclude a Dechra Shareholder from attending and voting at the General Meeting (or any adjournment thereof) if they so wish and are so entitled.
- 19 Any electronic communication sent to the Company's registrars, Equiniti, in respect of your proxy appointments that is found to contain a computer virus will not be accepted.
- 20 As at 6:00 p.m. on 22 June 2023 (being the latest practicable date prior to the publication of the Scheme Document), the Company's issued share capital consisted of 113,888,190 ordinary shares of one penny each, carrying one vote each. Therefore the total voting rights in the Company as at 22 June 2023 were 113,888,190.
- 21 Copies of the Company's existing articles of association and copies of the articles of association as proposed to be amended by the special resolution set out in the Notice of General Meeting are available for inspection on the Company's website at <https://www.dechra.com/investors/cash-offer>.
- 22 All references to times in this Form of Proxy are to London time, unless otherwise stated.
- 23 Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.

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