



Dechra Pharmaceuticals PLC
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www.dechra.com

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your broker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

Dechra Pharmaceuticals PLC

(Incorporated in England and Wales with registered number 03369634)

Registered office:

24 Cheshire Avenue Cheshire Business Park, Lostock Gralam, Northwich, CW9 7UA

Directors:

Elizabeth Alison Platt

Ian David Page

Paul Nicholas Sandland

Anthony Gerard Griffin

Ishbel Jean Stewart Macpherson

Dr Lawson Macartney

Lisa Jane Bright

John Francis Shipsey

Geeta Gopalan

14 April 2023

To employee representatives and employees of the Company

Possible cash offer for Dechra Pharmaceuticals PLC (Dechra or the Company) by EQT X EUR SCSp and EQT X USD SCSp, each represented by its manager (gérant) EQT Fund Management S.à r.l. (collectively referred to as EQT)

Dear employee representatives and employees,

As you may be aware, on 13 April 2023, the Company announced that it had received an approach from EQT regarding a possible offer for the Company.

The full text of the announcement is enclosed with this letter, as required under Rule 2.11 of the City Code on Takeovers and Mergers (**Code**).

Although the announcement has put the Company into what is known as an "offer period" under the Code, there can be no certainty that EQT will proceed to make an offer for the Company.

Company employees should be aware of the right of employee representatives under Rule 25.9 of the Code to have a separate opinion appended to any circular that may be published by the Company in accordance with Rule 25.1 of the Code. The Company will also be responsible for the costs



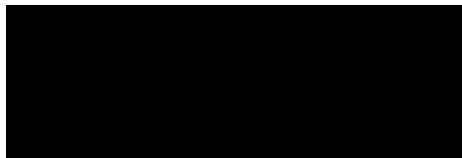
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reasonably incurred by the employee representatives in obtaining the advice required for the verification of the information contained in their opinion.

This letter is not to be taken as a summary of the information in the announcement and should not be regarded as a substitute for reading the announcement in full.

A copy of this letter, including the full text of the announcement made by the Company and all other information, documents and announcements relating to the offer process will remain available during the course of the offer period on the Company's website at <https://www.dechra.com/investors/possible-offer>.

Yours faithfully



Elizabeth Alison Platt
Chair



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Availability of hard copies

If you received this letter and the attached announcement in electronic form you may request a hard copy of the documents by contacting the Company Secretary at companysecretarial@dechra.com, by telephoning 01606 814730 or by submitting a request in writing addressed to Equiniti Limited, Aspect House, Spencer Road Lancing, West Sussex BN99 6DA. It is important that you note that unless you make such a request, a hard copy of the documents will not be sent to you. You may also request that all future documents, announcements and information to be sent to you in relation to any offer or the formal sale process should be in hard copy form.

Directors' responsibility statement

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. This is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the possible offer or otherwise.

Provision of addresses, electronic addresses and other details

Please note that addresses, electronic addresses and certain other information provided by the shareholders of the Company, persons with information rights and other relevant persons for the receipt of communications from the Company may be provided to the offeror during the offer period as required under Section 4 of Appendix 4 of the Code.

Dealing disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified.

An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.



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If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

FOR IMMEDIATE RELEASE

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION

THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

13 April 2023

**Possible Cash Offer for Dechra Pharmaceuticals PLC
("Dechra" or the "Company")**

The Board of Dechra and EQT X EUR SCSp and EQT X USD SCSp, each represented by its manager (gérant) EQT Fund Management S.à r.l. (collectively referred to as "**EQT**") note the recent press speculation and confirm that they have entered into discussions with respect to a possible all-cash recommended offer for the entire issued, and to be issued, ordinary share capital of Dechra (the "**Possible Offer**") by EQT.

Under the terms of the Possible Offer, Dechra shareholders would receive 4,070 pence per ordinary share in cash.

In the event that a firm offer is made, it is currently being discussed that the Private Equities investment department ("**Abu Dhabi Investment Authority PED**") of the Abu Dhabi Investment Authority ("**ADIA**"), through a wholly-owned subsidiary of ADIA, would be a co-investor with EQT.

Having considered the Possible Offer, together with its financial adviser, Investec, the Board of Dechra has confirmed to EQT that it is prepared, subject to the finalisation of all relevant terms in a manner satisfactory to it, to provide a recommendation at the Possible Offer price indicated should EQT announce a firm intention to make an offer pursuant to Rule 2.7 of the Code on such terms.

There can be no certainty that any firm offer will be made for Dechra. A further announcement will be made as appropriate.

In accordance with Rule 2.5 of the Code, EQT reserves the right to vary the form and/or mix of the consideration described in this announcement. EQT also reserves the right to make an offer for Dechra on less favourable terms than those described in this announcement: (i) with the agreement or recommendation of the Board of Dechra; (ii) if a third party announces a firm intention to make an offer for Dechra which, at that date, is of a value less than the value of the Possible Offer; or (iii) following the announcement by Dechra of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code).

If Dechra announces, declares or pays any dividend or any other distribution or return of value to shareholders after the date of this announcement (other than the interim dividend of 12.5p per share

declared on 27 February 2023), EQT reserves the right to make an equivalent reduction to the Possible Offer.

In accordance with Rule 2.6(a) of the Code, EQT is required, by not later than 5.00 pm (London time) on 11 May 2023, being 28 days after today's date, either to announce a firm intention to make an offer for Dechra in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code.

This announcement has been made with the consent of EQT.

Enquiries:

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Jonny Armstrong, Head of Investor Relations

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Person responsible

The person responsible for arranging the release of this announcement on behalf of Dechra is Melanie Hall, Company Secretary.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, Dechra confirms that as at the date of this announcement, it has 113,849,278 ordinary shares of 1 pence each in issue and admitted to trading on the main market of the London Stock Exchange. The International Securities Identification Number for Dechra's ordinary shares is GB0009633180.

Rule 26.1

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the Company's website at www.dechra.com. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Important Notice

The information in this announcement has not been audited or otherwise independently verified and no representation or warranty, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained herein. None of the Company or any of its affiliates, advisors or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss whatsoever arising from any use of this announcement, or its contents, or otherwise arising in connection with this announcement.

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase any shares in the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract or commitment or investment decisions relating thereto, nor does it constitute a recommendation regarding the shares of the Company.

Certain statements, statistics and projections in this announcement are or may be forward looking. By their nature, forward-looking statements involve a number of risks, uncertainties or assumptions that may or may not occur and actual results or events may differ materially from those expressed or implied by the forward-looking statements. Accordingly, no assurance can be given that any particular expectation will be met and reliance should not be placed on any forward-looking statement. Accordingly, forward-looking statements contained in this announcement regarding past trends or activities should not be taken as representation that such trends or activities will continue in the future. You should not place undue reliance on forward-looking statements, which are based on the knowledge and information available only at the date of this announcement's preparation.

The Company does not undertake any obligation to update or keep current the information contained in this announcement, including any forward-looking statements, or to correct any inaccuracies which may become apparent and any opinions expressed in it are subject to change without notice.

References in this announcement to other reports or materials, such as a website address, have been provided to direct the reader to other sources of information on Dechra which may be of interest. Neither the content of Dechra's website nor any website accessible by hyperlinks from Dechra's website nor any additional materials contained or accessible thereon, are incorporated in, or form part of, this announcement.

Investec Bank plc (“**Investec**”), which is authorised in the United Kingdom by the Prudential Regulation Authority (“**PRA**”) and regulated in the UK by the Financial Conduct Authority (“**FCA**”) and the PRA, is acting exclusively for the Company and no one else in connection with the subject matter of this announcements and shall not be responsible to anyone other than the Company for providing the protections afforded to clients of Investec, nor for providing advice in connection with the Approach or any matter referred to herein. Neither Investec nor any of its affiliates (nor any of its or their respective directors, officers, employees, representatives or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Investec in connection with the Approach, this announcement, any statement contained herein or otherwise.

Merrill Lynch International (“**BofA Securities**”), which is authorised by the PRA and regulated by the FCA and the PRA, is acting exclusively for EQT and for no one else and will not be responsible to anyone other than EQT for providing the protections afforded to its clients or for providing advice in relation to the matters referred to in this announcement. Neither BofA Securities, nor any of its affiliates, owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of BofA Securities in connection with this announcement, any statement contained herein or otherwise.

Morgan Stanley & Co. International plc (“**Morgan Stanley**”), which is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom, is acting exclusively for EQT and for no one else in connection with the possible offer. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other person for providing the protections afforded to their clients or for providing advice in connection with the possible offer, the contents of this announcement or any other matter referred to herein.

EQT is not aware of any dealings in Dechra shares that would require a minimum level, or particular form, of consideration that it would be obliged to offer under Rule 6 or Rule 11 of the Code (as appropriate). However, it has not been practicable to make such enquiries of all persons presumed to be acting in concert with EQT. To the extent that any such details are identified, EQT will make an announcement as soon as practicable, and in any event by the time it is required to make its Opening Position Disclosure pursuant to Rule 8.1 of the Code.

Note to US Dechra Shareholders

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, EQT, ADIA or their nominees or brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Dechra shares outside the United States, other than pursuant to the possible offer, before or during the period in which the possible offer, if made, remains open for acceptance. Also, in accordance with Rule 14e-5(b) of the US Exchange Act, BofA Securities and Morgan Stanley will continue to act as exempt principal traders in Dechra shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, www.londonstockexchange.com.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for,

any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

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The information contained herein does not constitute an offer to sell, nor a solicitation of an offer to buy, any security, and may not be used or relied upon in connection with any offer or solicitation. Any offer or solicitation in respect of EQT Private Equity will be made only through a confidential private placement memorandum and related documents which will be furnished to qualified investors on a confidential basis in accordance with applicable laws and regulations. The information contained herein is not for publication or distribution to persons in the United States of America. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold without registration thereunder or pursuant to an available exemption therefrom. Any offering of securities to be made in the United States would have to be made by means of an offering document that would be obtainable from the issuer or its agents and would contain detailed information about the issuer of the securities and its management, as well as financial information. The securities may not be offered or sold in the United States absent registration or an exemption from registration.