

NOTICE OF GENERAL MEETING
AND EXPLANATORY STATEMENT OF PHARMAXIS LTD

TO BE HELD AS A VIRTUAL MEETING ON MONDAY, 11 JULY 2022, AT 11:00 AM (SYDNEY
TIME)

TO BE VALID, DULY COMPLETED PROXY FORMS MUST BE RECEIVED BY NO LATER
THAN 9 JULY 2022 AT 11:00 AM (SYDNEY TIME)

IMPORTANT

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your professional adviser immediately.

8 June 2022

Dear Shareholder,

A General Meeting (**Meeting**) of Pharmaxis Ltd (**Company**) will be held as a virtual meeting via live webcast on Monday, 11 July 2022, at 11:00 am (Sydney time). The Notice of Meeting (including Explanatory Statement) along with a proxy voting form is enclosed.

The business of the Meeting is to approve the issue of securities by the Company under a placement undertaken in November 2021, in order to refresh the Company's capacity to issue securities under ASX Listing Rule 7.1 in the future.

Details of the resolution to be considered at the Meeting are contained in the Explanatory Statement which accompanies the Notice of Meeting.

Even if you plan to attend the Meeting online, we encourage you to submit a directed proxy vote online by visiting www.investorvote.com.au as early as possible and in any event by no later than 11:00 am (Sydney time) on 9 July 2022. Shareholders wishing to ask questions are also encouraged to ask questions of the Company before the Meeting by emailing questions or any comments to David.McGarvey@pharmaxis.com.au, by no later than 9 July 2022.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange.

We look forward to welcoming you at the Meeting.

Yours faithfully



David McGarvey
Company Secretary and Chief Financial Officer

Notice of General Meeting

Notice is hereby given that a General Meeting (**Meeting**) of shareholders of Pharmaxis Ltd ABN 75 082 811 630 (**Company**) will be held as a virtual meeting via live webcast on Monday, 11 July 2022, at 11:00 am (Sydney time).

Attendance and voting via online platforms

The Company will be using two separate platforms to conduct the Meeting. To both participate and vote you will need to use both platforms. We recommend logging in to **both platforms** at least 15 to 30 minutes prior to the scheduled start time for the Meeting using the instructions below.

To watch and listen to the live webcast of the Meeting enter the link to the Zoho platform <https://meet.zoho.com/nBKTAknU36> into a web browser on your computer. Please use the link after 10:30 am on the day of the Meeting to directly access the Meeting waiting room. If you plan to use your mobile device you are encouraged to register in advance using the same link to ensure systems compatibility and if necessary download the Zoho app.

To vote in the Meeting, securityholders must use the Computershare Meeting Platform. You can log in by entering the following URL <https://meetnow.global/MLPX7RP> on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting. To make the registration process quicker, please have your SRN/HIN ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. If you agree to the Terms and Conditions, accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the meeting is in progress. For full details on how to log on and vote online, please refer to the user guide www.investorvote.com.au.

Even if you plan to attend the Meeting online, we encourage you to submit a directed proxy vote online by visiting www.investorvote.com.au as early as possible and in any event by no later than 11:00 am (Sydney time) on 9 July 2022.

Questions and comments

Shareholders and proxyholders can participate during the Meeting by asking questions or making comments on the Zoho platform. Please note, only shareholders (and their duly appointed attorneys or corporate representatives) and proxyholders may ask questions or make comments.

It may not be possible to respond to all questions and we may group our response to similar questions. Accordingly, shareholders are encouraged to lodge questions and comments as early as possible prior to the Meeting by email to David.McGarvey@pharmaxis.com.au, ideally by no later than 9 July 2022.

For further information on how to participate at the Meeting, please see the Meeting guide which is available at www.pharmaxis.com.au/investor-centre/.

ITEMS OF BUSINESS

ORDINARY BUSINESS

Resolution 1 – Ratification of issue of shares under November 2021 Placement

To consider and, if thought fit, pass resolution 1 as an **ordinary** resolution:

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 68,160,092 fully paid ordinary shares at \$0.105 per share to sophisticated and professional investors under the November 2021 Placement, as described in the Explanatory Statement accompanying this Notice of Meeting, is ratified and approved.

NOTES AND IMPORTANT INFORMATION

VOTING RESTRICTIONS

Resolution 1 – As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of resolution 1 by or on behalf of:

- a) any person who participated in the issue or is a counterparty to the agreement being approved; or
- b) an associate of that person or those persons.

The Company need not disregard a vote cast in favour of resolution 1 if:

- c) it is cast by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- d) it is cast by the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- e) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING ENTITLEMENTS

The Company has determined that the shareholders eligible to attend and vote at the Meeting will be the registered holders of ordinary shares in the Company at 7:00 pm (Sydney time) on 9 July 2022.

Securities held by or for an employee incentive scheme must only be voted on a resolution required under the ASX Listing Rules if and to the extent (a) they are held for the benefit of a nominated participant in the scheme; (b) the nominated participant is not excluded from voting on the resolution under the ASX Listing Rules; and (c) the nominated participant has directed how the securities are to be voted.

PROXIES

Shareholders have the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes that each proxy is appointed to exercise. A proxy form has been included with this Notice of Meeting. Proxy voting instructions are provided with the proxy form.

You may submit your proxy form online by visiting www.investorvote.com.au. To use the online facility you will require the secure access information set out on your proxy form. You will be taken to have duly executed the proxy form if you lodge it in accordance with the instructions prior

to 11:00 am (Sydney time) on 9 July 2022. Custodians who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com.

Completed proxies can also be lodged with the Company's registrar, Computershare Investor Services Pty Limited:

by hand: Level 3, 60 Carrington Street, Sydney NSW 2000

by post: GPO Box 242, Melbourne VIC 3001

by facsimile: 1800 783 447 within Australia or +61 3 9473 2555 outside of Australia

Duly completed proxies must be received by no later than **11:00 am (Sydney time) on 9 July 2022**.

POWER OF ATTORNEY

If a shareholder has appointed an attorney to attend and vote at the Meeting, or if a proxy form is signed by an attorney, a certified copy of the power of attorney must likewise be received by Computershare Investor Services Pty Limited or the Company by no later than 11:00 am (Sydney time) on 9 July 2022 by one of the means listed above.

CORPORATE REPRESENTATIVES

If a corporate shareholder wishes to appoint a person to act as a representative at the Meeting, a completed "Appointment of Corporate Representative" form must be received by Computershare Investor Services Pty Limited or the Company by no later than 11:00 am (Sydney time) on 9 July 2022 by one of the means listed above. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

APPOINTMENT OF THE CHAIR OF THE MEETING AS YOUR PROXY

If the chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the chair of the Meeting to vote "For", "Against", or to "Abstain" from voting on, resolution 1 by marking the appropriate box opposite the relevant resolution on the proxy form. However, if the chair of the Meeting is your proxy and you do not mark any of the boxes opposite resolution 1, your undirected proxies held by the chair will be taken as an express authorisation for the chair to vote as he or she decides, in which case the chair of the Meeting intends to vote in accordance with the stated intention below.

HOW THE CHAIR OF THE MEETING WILL VOTE UNDIRECTED PROXIES

Subject to the law, the chair of the Meeting will vote undirected proxies on, and in favour of, the resolution. Shareholders can appoint the chair of the Meeting as their proxy to vote contrary to this stated intention or to abstain from voting on a resolution. Shareholders are encouraged to direct their proxies how to vote.

By order of the Board



Mr David McGarvey,
Company Secretary and Chief Financial Officer

8 June 2022

EXPLANATORY STATEMENT

Resolution 1 Ratification of issue of securities under the November 2021 Placement

Background

In November 2021 the Company undertook a placement of 68,160,092 fully paid ordinary shares at \$0.105 per share to sophisticated and professional investors (**Placement Shares**) raising approximately ~A\$7.2 million (**November 2021 Placement**).

The Company is seeking shareholder ratification for the issue of the Placement Shares, pursuant to ASX Listing Rule 7.4.

Purpose of approval

ASX Listing Rule 7.1 provides that a listed company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of its shareholders (**15% Capacity**), subject to certain exceptions. The Placement Shares were issued within the 15% Capacity.

However, ASX Listing Rule 7.4 allows an issue of securities made without shareholder approval to be treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 and is subsequently ratified by the shareholders.

Accordingly, if shareholders ratify the issue of the Placement Shares (which are further described below) by way of approving resolution 1, the Placement Shares will be treated to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1, and will no longer be counted towards the Company's 15% Capacity. If resolution 1 is not approved, the Placement Shares will continue to be counted towards the Company's 15% Capacity.

The ratification of the issuance of the Placement Shares would effectively refresh the Company's 15% Capacity in respect of the securities issued in the prior 12 months, and the Company will be able to issue further equity securities up to its 15% Capacity in the next 12 months without requiring shareholder approval. If resolution 1 is not approved, unless an exception applies, the Company will need to seek shareholder approval in the future if it wishes to issue securities in excess of its 15% Capacity.

The Board considers it to be in the best interests of the Company to maintain the Company's ability to issue up to 15% of its fully paid ordinary shares under ASX Listing Rule 7.1.

As at the date of this Notice, the Board has not made a decision to undertake any further capital raisings or grant further shares. The Board will only undertake further issues of equity securities if the Board considers it is in the best interests of the Company to do so.

November 2021 Placement

- **Recipients of the securities:** The Placement Shares were issued to certain new and existing sophisticated and professional investors who subscribed under the November 2021 Placement following a process conducted by Morgans Corporate Limited which acted as the sole lead manager and bookrunner of the November 2021 Placement. The November 2021 Placement received strong support from existing shareholders BVF Partners LP which invested ~A\$1.8 million for approximately 16.9 million Placement Shares, Karst Peak Capital Limited which invested ~A\$0.9 million for approximately 8.3 million Placement Shares and D&A Income Limited which invested ~A\$1.0 million for approximately 9.5 million Placement Shares.
- **The number and class of securities issued:** 68,160,092 fully paid ordinary shares
- **Terms of the securities:** The Placement Shares issued rank equally with the Company's existing fully paid ordinary shares on issue and are quoted on ASX.
- **Date of issue:** 24 November 2021

- **Issue price of the securities:** A\$0.105 per Placement Share
- **Purpose of the issue:** The funds were raised to strengthen the Company's balance sheet as the Company conducts two clinical studies of its lead drug PXS-5505 in cancer.

Board recommendation

The Board unanimously recommends that shareholders vote in favour of resolution 1.

PXS

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 am (Sydney time)** on **Saturday, 9 July 2022**.

Proxy Form

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Pharmaxis Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Pharmaxis Ltd to be held virtually on Monday, 11 July 2022 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of issue of shares under November 2021 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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