

Notice of Annual Meeting of Shareholders 2021

Notice is hereby given that the Annual Meeting of shareholders of AFT Pharmaceuticals Limited (**AFT** or the **Company**) will be held at the Milford Cruising Club, 24 Craig Road, Milford, Auckland, New Zealand, on **Friday, 6 August 2021 commencing at 10.30am** (New Zealand time).

Agenda

A Addresses

Our Chair, David Flacks, and our Founder and Chief Executive Officer, Hartley Atkinson, will provide an overview of the Company's performance for the year ended 31 March 2021. There will also be an opportunity for shareholders to ask questions.

B Resolutions

Shareholders will be asked to consider, and if thought fit, pass the following **ordinary resolutions**:

1. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2022 financial year.
2. That Mr David Flacks be re-elected as a director of AFT Pharmaceuticals Limited.
3. That Ms Anita Baldauf be elected as a director of AFT Pharmaceuticals Limited.
4. That Dr Ted Witek be elected as a director of AFT Pharmaceuticals Limited.

Each resolution is an ordinary resolution and must be approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

See explanatory notes on each resolution below. No shareholder is restricted from voting on any resolution.

The Board recommends unanimously that you vote in favour of all resolutions.

C General Business

To consider any other matter that may be brought properly before the Annual Meeting.

By Order of the AFT Pharmaceuticals Limited Board

David Flacks
Chairman

6 July 2021

Resolution 1: Auditor's Remuneration

Deloitte is automatically reappointed auditor of the Company at the Annual Meeting pursuant to the Companies Act 1993. The resolution sought is to authorise the directors to fix the remuneration of the auditor pursuant to section 207(S)(a) of the Companies Act 1993.

Resolution 2: Re-election of Mr David Flacks as a Director

David was appointed as a director by the shareholders of AFT on 22 June 2015, and was last re-elected in 2018. In accordance with the applicable NZX listing rules, David retires by rotation and, being eligible, offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports David's re-election and considers David to be an independent director.

David Flacks Chairman and Independent Director

David has a number of governance roles and has been chair of AFT since the IPO in 2015. He is chair of the Suncorp New Zealand group of companies and Harmoney Corp. He is also a director of Todd Corporation and a number of environmentally focused pro bono organisations.

He is a former chair of the NZ Markets Disciplinary Tribunal and the NZX Regulatory Governance Committee and a former member of the Takeovers Panel. He is also a director of boutique corporate law firm Flacks & Wong.

David was for many years a senior corporate partner at Bell Gully and was general counsel and company secretary of Carter Holt Harvey during the 1990's. He is a law graduate from Cambridge University.

Resolution 3: Election of Ms Anita Baldauf as a Director

Anita was appointed as a director by the Board on 4 November 2020. In accordance with the applicable NZX listing rules, Anita retires and, being eligible, offers herself for election as a director of AFT at the meeting. The Board unanimously supports Anita's election and considers Anita to be an independent director.

Anita Baldauf Independent Director

Anita joins AFT with a broad and international experience in FMCG and Corporate Finance. Her 22 year career at Nestlé and l'Oréal (Laboratoires innéov), mostly as CFO in multiple developed and developing countries, gave her a rich expertise in finance and investor relation, compliance and governance, international business as well as people development, and value based leadership.

Anita is impassioned about driving impact, particularly in the area of Wellbeing and mental health. She is an EHF Fellow, where she is advising and supporting New Zealand and international start-ups and impact ventures as they navigate through the challenges of exponential change, rapid growth, and their aim for impact and sustainability.

Resolution 4: Election of Dr Ted Witek as a Director

Ted was appointed as a director by the Board on 23 December 2020. In accordance with the applicable NZX listing rules, Ted retires and, being eligible, offers himself for election as a director of AFT at the meeting. The Board unanimously supports Ted's election and considers Ted to be an independent director.

Dr Ted Witek Independent Director

Dr Witek served Boehringer Ingelheim Pharmaceuticals for nearly 25 years where he held various pharmacology and clinical research positions, including Director of Respiratory and Immunology Clinical Research leading to his roles as President and CEO of Boehringer Ingelheim's Canadian and Portuguese operations. He led the Global Operating Team for Spiriva serving as Co-Chair of the Global Alliance with Pfizer.

Dr Witek also was Chief Scientific Officer & Senior Vice President, Corporate Partnerships, at Innoviva (Formerly Theravance, Inc.). He also served on the Board of Directors of Canada's Research-Based Pharmaceutical Companies (Rx&D) including Chair of the Health Technology Assessment and Public Relations Committee. He was appointed to the Ontario Health Innovation Council and advisor to the Design for Health Program at OCAD University. He is currently an Adjunct Professor & Senior Fellow at the University of Toronto's School of Public Health & Leslie Dan Faculty of Pharmacy. He serves as Director of the DrPH program. Dr. Witek is the author of more

than 100 scientific papers as well as several chapters and books.

Dr Witek holds a Doctor of Public Health from Columbia University and a Master of Public Health from Yale University and an MBA from Henley Management College in the UK.

Attendance at Meeting

All shareholders registered on the Company's share register at 5pm on Wednesday 4 August 2021 are entitled to attend and vote at the meeting.

Voting and Proxies

Voting at the meeting shall be by way of a poll of the Company's shareholders entitled to vote and voting.

A shareholder entitled to attend and vote at the meeting can appoint a proxy to attend and vote on that shareholder's behalf. A proxy need not be a shareholder. The Chair of the meeting may be appointed to act as proxy.

If the Chair of the meeting is appointed to act as proxy and is not directed how to vote, the Chair will vote in favour of all the resolutions.

If you do not name a person as your proxy but otherwise complete the proxy form in full or your named proxy does not attend the meeting, the Chairman will act as your proxy and must only vote in accordance with your express direction.

A shareholder wishing to appoint a proxy can do so by visiting www.investorvote.co.nz. Shareholders will be required to enter their CSN/Holder Number and postcode or country of residence to complete the online appointment.

Alternatively, shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Computershare Investor Services Limited by any of the methods specified on the proxy form.

The proxy form must be received no later than 10.30am on Wednesday 4 August 2021 (being 48 hours prior to the meeting).

Webcast

The Annual Meeting will be webcast live. To view and listen to the webcast, please visit <http://www.openbriefing.com/OB/4295.aspx>

Note that shareholders joining by webcast will not be able to vote at the meeting or ask questions. In order to vote you will need to appoint a proxy in accordance with the above instructions before 10.30am on Wednesday 4 August 2021.

If you have any questions you would like considered at the meeting, please send them to investor.relations@aftpharm.com in advance of the meeting.

More Information

If you have any questions, or for more information, please contact AFT's Company Secretary, at investor.relations@aftpharm.com