

Notice of Annual Meeting of Shareholders 2019

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 2 August 2019 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 2019. 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 2020 financial year.
2. That Dr Hartley Atkinson be re-elected as a director of AFT Pharmaceuticals Limited.
3. That Mr Jon Lamb be re-elected as a director of AFT Pharmaceuticals Limited.
4. That Dr John Douglas Wilson be re-elected as a director of AFT Pharmaceuticals Limited.

Resolutions 1 - 4 are ordinary resolutions and must be approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

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

5. That the existing constitution of the Company is revoked, and the constitution tabled at the meeting, and referred to in the explanatory notes, is adopted as the constitution of the Company.

Resolution 5 is a special resolution and must be approved by a majority of 75% of the votes of those shareholders entitled to vote and voting on the resolution.

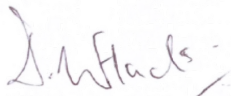
See explanatory notes on each of these resolutions below. No shareholder is restricted from voting on resolutions 1 to 5.

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

3 July 2019

Resolution 1: Auditor's Remuneration

Deloitte is automatically reappointed auditor of the Company at the Annual Meeting pursuant to section 207(T)(1) of 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 Dr Hartley Atkinson as a Director

Hartley holds a doctorate in Pharmacology, a Masters in Pharmaceutical Chemistry with distinction, and a Degree in Pharmacy, all from the University of Otago. Hartley was appointed as an executive director by the shareholders of AFT on 4 September 1997. In accordance with the applicable NZX listing rules, Hartley retires by rotation and offers himself for re-election as an executive director of AFT at the meeting. The Board unanimously supports Hartley's re-election and considers Hartley to be a non-independent director as he is an executive officer and majority shareholder of AFT.

Dr Hartley Atkinson Founder, Executive Director and Chief Executive Officer

Hartley founded AFT in 1997. Before founding AFT, Hartley worked at Swiss multinational pharmaceutical company, Roche, for eight years where he held positions as Sales & Marketing Director, Medical Director, Product Manager and Medical Manager. Prior to his work at Roche, Hartley was a Drug Information Pharmacist and Researcher at the Department of Clinical Pharmacology, Christchurch Hospital.

Hartley is the current Chief Executive Officer and a major shareholder of AFT.

Resolution 3: Re-election of Mr Jon Lamb as a Director

Jon was appointed as a director by the shareholders of AFT on 4 September 2012, and was last re-elected in 2016. In accordance with the applicable NZX listing rules, Jon retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Jon's re-election and considers Jon to be an independent director.

Jon Lamb Independent Director

Jon has led the strategic planning, marketing and restructuring of various companies throughout his career. He has held various roles at Beecham (a multinational pharmaceutical company that would later merge with a predecessor company to GlaxoSmithKline) including CEO in New Zealand and Marketing Manager in both Australia and South Africa. He has also held roles as Chief Executive Officer of Nylex in New Zealand, Managing Director within the Rural Division of Fletcher Challenge, Director of Southland Frozen Meats and Marketing Director of the New Zealand Kiwifruit Marketing Board (where he was responsible for creating the Zespri brand of kiwifruit, and restructuring Zespri into a retail focussed operation).

More recently, Jon was a Director of Virionyx, a New Zealand company that developed an antiviral drug designed to combat AIDS. He was Deputy Chair of Australian diagnostic company ATF Group that developed a real time tool for measuring the Hepatitis B virus in individual patients. He currently is working with two IT companies and is doing consulting work for a waste management company. He is also Chair of a chemical company that is listed on the ASX.

Jon has been involved with AFT since 2004, firstly as a consultant, and then in his current capacity as a director. Jon is a Member of the Institute of Directors and has a Diploma from the Marketing Institute of the UK (now the Chartered Institute of Marketing). Jon has recently completed a five day company directors course with Australian Institute of Company Directors in Brisbane.

Resolution 4: Re-election of Dr John Douglas (Doug) Wilson as a Director

Doug was appointed as a director by the shareholders of AFT on 4 September 2012, and was last re-elected in 2016. In accordance with the applicable NZX listing rules, Doug retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Doug's re-election and considers Doug to be an independent director.

Doug Wilson Independent Director

Doug was an Associate Professor at the Auckland Medical School before taking a role as Senior Vice

President and Head of Medicine and Regulatory Affairs in the US for German drug company Boehringer Ingelheim Pharmaceuticals. He then carried these same responsibilities to Boehringer's worldwide medical research group in Germany, overseeing all research and drug development programmes. He supervised sixteen drugs to the US market through FDA and many others into global markets. Since his return to New Zealand, Doug has been a consultant to pharmaceutical and biotech companies in New Zealand, Australia, Italy, the UK, Ireland and New York. He has been a director of Neuren Pharmaceuticals, of a drug discovery company Phylogica in Perth Australia, and of Adherium - a medical device company. He is currently Chief Medical Officer of Ferghana Partners, an investment bank in the health care space in New York and London.

Doug has a medical degree from New Zealand, is a Fellow of the Royal Australian College of Physicians, a Fellow of the College of Pathologists of Australia and has a PhD from the University of London.

Resolution 5: Amendment of Constitution

On 1 January 2019, NZX introduced new Listing Rules (the "**New Rules**"). Each listed company is entitled to select a time between 1 January and 1 July 2019 at which it will transition to be governed by the New Rules, rather than by the rules previously in force (the "**Previous Rules**"). AFT elected to transition to the New Rules on 1 April 2019.

To comply with the New Rules, AFT needs to amend its constitution. An amended constitution has been prepared. A copy, marked to show the changes from the existing constitution, is available on AFT's website at investors.aftpharm.com/investors or may be obtained on request to Malcolm Tubby at Level 1, 129 Hurstmere Road, Takapuna, Auckland, 0622, Phone +64 9 488 0232.

A summary of the significant changes to the constitution is set out below. In principle, the changes proposed are limited to those required to comply with the New Rules. Reference to clause numbers below are references to clause numbers in the constitution as proposed to be amended.

Summary of significant changes:

Directors

The rules requiring regular retirement and re-election of directors have been changed as follows:

- Under the Previous Rules, one third of the directors, or the number nearest one third, must retire at the annual meeting in each year, and are eligible for re-election. The directors to retire are those who have been longest in office.
- Under the New Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer.

The Previous Rules provided that executive directors were not required to retire by rotation. That exception has been removed. The requirement that the term of appointment of an executive director not exceed five years has also been removed.

The constitution has been amended to reflect these changes made by the New Rules (clauses 24.6 and 26).

Voting at Meetings

The New Rules require that all voting at shareholders' meetings must be conducted by way of a poll. A provision has been added to the constitution that the chairperson of a shareholders' meeting will always require a poll to be conducted (clause 21.2).

Election of Directors

The New Rules require that each resolution to elect a director must be for the election of one director only. The constitution has been amended to reflect that (clause 24.9).

Other Changes

Changes to the definitions in the constitution, and various other less significant wording changes, have been made to reflect the provisions of the New Rules, and also schedule 1 of the Companies Act 1993.

Under the Companies Act 1993, the proposed amendments must be approved by a special resolution of shareholders. As the amendments to the constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

Attendance at Meeting

All shareholders registered on the Company's share register at the date of the meeting 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 their 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 or your named proxy does not attend the meeting, the Chairman will be appointed your proxy and may only vote in accordance with your express direction.

A shareholder wishing to appoint a proxy can do so by visiting www.investorvote.co.nz. Holders 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 31 July 2019 (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/3340.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 31 July 2019.

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