

# AMRYT PHARMA PLC

## Form of Proxy

Annual General Meeting (“AGM”) of Amryt Pharma plc (the “Company”)

to be held at the Company’s headquarters at 90 Harcourt Street, Dublin 2, Ireland at 12.30 p.m. on 29 July 2020

The Company continues to closely monitor the evolving situation in respect of COVID-19. The health and welfare of our Shareholders and colleagues is our priority in making arrangements for this year’s AGM. Given the UK and Irish Government’s ongoing guidance on social distancing and prohibition on non-essential travel and public gatherings relating to the COVID-19 pandemic which will significantly impact the ability of Shareholders to attend the AGM, and in the interests of maintaining the health, safety and welfare of our Shareholders and colleagues, as well as the public in general, this year’s AGM must follow a different format and Shareholders will not, unfortunately, be able to attend the AGM in person. The Directors have therefore decided to hold the AGM at the Company’s headquarters in Dublin, Ireland, to enable Ray Stafford (Non-executive Chairman), Joseph Wiley (Chief Executive Officer) and Rory Nealon (Chief Financial Officer and Company Secretary) to be present and provide for a quorum. Any other Shareholder who attempts to attend in person will currently be refused entry. Therefore, the Board strongly encourages Shareholders to vote on all resolutions by lodging a completed Form of Proxy or submitting an electronic filing via the share portal service or a proxy instruction via the CREST proxy voting service, and appointing the Chairman of the AGM as their proxy to cast their votes as directed.

To support engagement with Shareholders in these exceptional circumstances, the Company intends to provide a telephone facility to allow Shareholders to listen to the formal business of the AGM. Any such Shareholder participation via the telephone facility will not constitute formal attendance at the AGM, and Shareholders will not be able to vote on any resolutions via the telephone facility. The dial-in numbers for Shareholders (or their duly appointed proxies or corporate representatives) to access the telephone facility are as follows: UK: +44 (0) 2071 928338, Ireland: +353 1 506 0650 and US: +1 646 741 3167 (Passcode: 5289277). Please note that if you appoint any person other than the Chairman of the AGM as your proxy, that person will not be able to attend the AGM in person (or be deemed to have attended the AGM in person by dialling into the telephone facility) to cast your vote as directed. The Company also encourages Shareholders to submit questions to, or raise matters of concern in relation to the formal business of the AGM with, the Board by email to [ir@amrytpharma.com](mailto:ir@amrytpharma.com), to arrive by no later than 12.30 p.m. on 24 July 2020. Please include your full name and contact details. The Company will endeavour to answer any questions received by Shareholders by the time specified above during the AGM. The Company apologises for any inconvenience caused but considers it the most appropriate way to proceed in the current circumstances. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the AGM, including how it is conducted, and Shareholders should therefore continue to monitor the Company’s website and regulatory announcements for any update.

Unless otherwise defined herein, capitalised terms in this Form of Proxy shall have the meanings given to them in the circular of the Company dated and published on 30 June 2020 (the “Circular”). If you hold your shares in certificated form, you may appoint a proxy by completing this Form of Proxy or by submitting your proxy electronically at [www.signalshares.com](http://www.signalshares.com) (please refer to note 11).

As set out above, current COVID-19 related guidance means that Shareholders, and their proxies (other than the Chairman of the AGM), are not currently permitted to attend and vote in person at the AGM. Therefore, the Board strongly encourages Shareholders to appoint the Chairman of the AGM as their proxy to cast their votes as directed.

I/We..... being a member/members of the Company, hereby appoint the Chairman of the AGM or (see note 4)

(FULL NAME OF PROXY) as my/our proxy to attend and vote on my/our behalf at the AGM of the Company to be held at the Company’s headquarters at 90 Harcourt Street, Dublin 2, Ireland at 12.30 p.m. on 29 July 2020 and at any adjournment thereof.

I/We instruct my/our appointed proxy to vote as indicated below in respect of the Resolutions which are referred to in the notice convening the AGM (as contained on pages 7 and 8 of the Circular).

Please tick here if you are appointing more than one proxy (see note 5).

Number of ordinary shares proxy appointed over (see note 5).

Please mark “X” to indicate how you wish to vote.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY RESOLUTIONS</b>			
1. To receive and adopt the audited financial statements and the Directors’ and auditor’s report thereon for the year ended 31 December 2019.			
2. To re-appoint Grant Thornton as auditor of the Company and to authorise the Audit Committee to determine the auditor’s remuneration.			
3. To approve the adoption by the Board of the US Sub-Plan.			
4. To authorise the Directors to allot share capital.			
<b>SPECIAL RESOLUTIONS</b>			
5. To disapply statutory pre-emption rights.			
6. To authorise the Company to purchase its own shares.			
7. To approve the adoption of the New Articles.			

Signature or execution: ..... Date: .....

### Notes

- The Company continues to closely monitor the evolving situation in respect of COVID-19. The health and welfare of our Shareholders and colleagues is our priority in making arrangements for this year’s AGM. Given the UK and Irish Government’s ongoing guidance on social distancing and prohibition on non-essential travel and public gatherings relating to the COVID-19 pandemic which will significantly impact the ability of Shareholders to attend the AGM, and in the interests of maintaining the health, safety and welfare of our Shareholders and colleagues, as well as the public in general, this year’s AGM must follow a different format and Shareholders will not, unfortunately, be able to attend the AGM in person. The Directors have therefore decided to hold the AGM at the Company’s headquarters in Dublin, Ireland, to enable Ray Stafford (Non-executive Chairman), Joseph Wiley (Chief Executive Officer) and Rory Nealon (Chief Financial Officer and Company Secretary) to be present and provide for a quorum. Any other Shareholder who attempts to attend in person will currently be refused entry. Therefore, the Board strongly encourages Shareholders to vote on all resolutions by lodging a completed Form of Proxy or submitting an electronic filing via the share portal service or a proxy instruction via the CREST proxy voting service, and appointing the Chairman of the AGM as their proxy to cast their votes as directed.
- To support engagement with Shareholders in these exceptional circumstances, the Company intends to provide a telephone facility to allow Shareholders to listen to the formal business of the AGM. Any such Shareholder participation via the telephone facility will not constitute formal attendance at the AGM, and Shareholders will not be able to vote on any resolutions via the telephone facility. The dial-in numbers for Shareholders (or their duly appointed proxies or corporate representatives) to access the telephone facility are as follows: UK: +44 (0) 2071 928338, Ireland: +353 1 506 0650 and US: +1 646 741 3167 (Passcode: 5289277). Please note that if you appoint any person other than the Chairman of the AGM as your proxy, that person will not be able to attend the AGM in person (or be deemed to have attended the AGM in person by dialling into the telephone facility) to cast your vote as directed. The Company also encourages Shareholders to submit questions to, or raise matters of concern in relation to the formal business of the AGM with, the Board by email to [ir@amrytpharma.com](mailto:ir@amrytpharma.com), to arrive by no later than 12.30 p.m. on 24 July 2020. Please include your full name and contact details. The Company will endeavour to answer any questions received by Shareholders by the time specified above during the AGM. The Company apologises for any inconvenience caused but considers it the most appropriate way to proceed in the current circumstances. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the AGM, including how it is conducted, and Shareholders should therefore continue to monitor the Company’s website and regulatory announcements for any update.
- To be entitled to attend and vote at the AGM (or any adjournment thereof) (and for the purpose of the determination by the Company of the number of votes that can be cast thereat), Shareholders must be registered in the register of members of the Company as at 8.00 p.m. on 27 July 2020 (or, in the case of any adjournment of the AGM, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the holding of the adjourned AGM). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM (or any adjournment thereof). However, as set out in note 1, current COVID-19 related guidance means that Shareholders, and their proxies (other than the Chairman of the AGM), are not currently permitted to attend and vote in person at the AGM. Therefore, the Board strongly encourages Shareholders to vote on all resolutions by lodging a completed Form of Proxy or submitting an electronic filing via the share portal service or a proxy instruction via the CREST proxy voting service, and appointing the Chairman of the AGM as their proxy to cast their votes as directed.
- A Shareholder who is entitled to attend and vote at the AGM (or any adjournment thereof) is entitled to appoint another person or persons as its proxy or proxies to exercise all or any of the Shareholder’s rights to attend and vote at the AGM (or any adjournment thereof). If a Shareholder wishes to appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by the Shareholder. A proxy need not be a member of the Company but must attend the AGM (and any adjournment thereof). You can (and, given the current COVID-19 related restrictions, are strongly encouraged by the Board) to appoint the Chairman of the AGM as your proxy. If you wish to appoint someone other than the Chairman of the AGM, insert the full name of your appointee in the appropriate box to sign and return your Form of Proxy with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. However, given the current COVID-19 related prohibition on attendance at public gatherings, if you appoint anyone other than the Chairman of the AGM as your proxy, that person will not be able to attend and vote on your behalf at the AGM, unless the prohibition is relaxed.
- If you wish to appoint more than one proxy, you may: (a) photocopy this Form of Proxy, fill in the name of the proxy and the number of Ordinary Shares in respect of which the proxy is appointed and send the multiple forms together to Link Asset Services at the address in note 10; or alternatively (b) call or email Link Asset Services on the number in note 16 who will then issue you with multiple Forms of Proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. Please ensure that for each proxy appointed in this way, you fill in, in the box provided, the number of Ordinary Shares in respect of which each proxy is appointed. If you are appointing a proxy in relation to less than your full voting entitlement, please enter in the box provided the number of Ordinary Shares in relation to which the proxy is appointed to act as your proxy. If it is not possible to act as your proxy, the proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Form of Proxy has been issued in respect of a designated account for a Shareholder, the full voting entitlement for that designated account). All Forms of Proxy must be signed and should be returned together in a single envelope, rather than posted separately, if possible.
- To direct your proxy how to vote on the resolutions being proposed at the AGM mark the appropriate box with an ‘X’. If no voting indication is given, your proxy will vote, or abstain from voting, at its or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM. The ‘vote withheld’ option is to enable you to abstain on any of the resolutions. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the proportion of votes ‘for’ and ‘against’ the relevant resolution.
- In the case of joint Shareholders, only one need sign the Form of Proxy. The vote of the senior joint Shareholder will be accepted to the exclusion of the votes of the other joint Shareholders. For this purpose, seniority will be determined by the order in which the names of the Shareholders appear in the register of members of the Company in respect of the joint shareholding.
- A corporation should execute the Form of Proxy under its common seal or otherwise in accordance with section 44 of the Companies Act or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.
- Any power of attorney or any other authority under which this Form of Proxy is signed (or a duly certified, or notarially authenticated copy if executed outside the UK, copy of such power or authority) must be included with this Form of Proxy.
- On completing the Form of Proxy, sign it and return it (together with any other Form of Proxy completed and signed by you (please refer to note 5)) to Link Asset Services using the pre-paid envelope provided for use in the UK. If sending from outside the UK, the correct postage will need to be applied. You may, if you prefer, return the Form of Proxy in a sealed stamped envelope to the address referred to below in this note 10. To be valid, the Form of Proxy, together with any power of attorney or other authority under which the Form of Proxy is signed (or a duly certified, or notarially authenticated copy if executed outside the UK, copy of such power or authority) must be received at the offices of Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom by no later than 12.30 p.m. on 27 July 2020 (or, in the case of any adjournment of the AGM, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the holding of the adjourned AGM). Please return the Form of Proxy by hand or by post (during normal business hours) to Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom.
- Alternatively, you can submit your proxy vote via the internet through the share portal service at [www.signalshares.com](http://www.signalshares.com). To do so, you will need to log on to your share portal account or register for the share portal if you have not already done so. To register for the share portal you will need your investor code. Once registered, you will immediately be able to vote. For an electronic proxy appointment to be valid, the appointment must be received no later than 12.30 p.m. on 27 July 2020 (or, in the case of any adjournment of the AGM, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the holding of the adjourned AGM). If you want to appoint more than one proxy electronically then please contact the Company’s registrar using the contact details at note 16.
- Shareholders who hold through CREST and who wish to appoint a proxy through the CREST proxy voting service for the AGM (or any adjournment thereof) may do so by using the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). If you hold your ordinary shares in CREST and you wish to appoint a proxy or proxies through the CREST electronic proxy appointment service, details of how to do so are set out on pages 9 to 12 of the Circular.
- The return of a completed Form of Proxy or the submission of an electronic filing via the share portal service or a proxy instruction via the CREST proxy voting service (as described above) will not prevent a Shareholder from attending the AGM (or any adjournment thereof) and voting in person if he/she wishes to do so, should the situation and the UK and Irish Government’s guidance change such that Shareholders are permitted to do so.
- A Shareholder may change a proxy instruction but to do so you will need to contact the Company’s registrar, Link Asset Services. The revocation notice must be received by Link Asset Services by no later than 12.30 p.m. on 27 July 2020 (or, in the case of any adjournment of the AGM, no later than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the holding of the adjourned AGM). If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting (or any adjournment thereof) and vote in person should the UK and Irish Government’s guidance change such that Shareholders are permitted to do so.
- If two or more valid but different instruments of proxy are delivered in respect of the same Ordinary Share for use at the AGM (or any adjournment thereof) the one which is last validly deposited or received shall be treated as replacing and revoking the other Form of Proxy as regards that Ordinary Share, which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies. If conflicting proxies are sent or received at the same time or if the Company is unable to determine which was sent or received last in respect of (or deemed to be in respect of) an entire holding, none of them shall be treated as valid.
- If you have any questions relating to the completion and/or return of this Form of Proxy, please contact the Company’s registrar, Link Asset Services, on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m. (BST), Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Alternatively, you may submit a request in writing to Link Asset Services, the Registrar, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or by email to [shareholdersenquiries@linkgroup.co.uk](mailto:shareholdersenquiries@linkgroup.co.uk). Please note that Link Asset Services cannot provide advice on the merits of the proposals referred to in the Circular or give any financial, legal or tax advice.
- You may not use any electronic address (within the meaning of section 333(4) of the Companies Act) provided in this Form of Proxy or any related documents (including the Circular) to communicate with the Company for any purposes other than those expressly stated.
- Copies of the proposed rules of the US Sub-Plan to be approved pursuant to resolution 3, the Equity Incentive Plan and the New Articles to be approved pursuant to resolution 7 will be available on the Company’s website at [www.amrytpharma.com](http://www.amrytpharma.com) and, should the UK and Irish Government’s guidance change such that Shareholders are permitted to do so, will be available for inspection at the Company’s registered office during normal business hours, in each case, from the date of the Circular until the close of the AGM (Saturdays, Sundays and public holidays excepted). The documents will also be available for inspection at the location of the AGM, should the UK and Irish Government’s guidance change such that you are permitted to attend in person, for at least 15 minutes prior to and during the AGM.
- Unless otherwise defined herein, capitalised terms in this Form of Proxy shall have the meanings given to them in the Circular.



Business Reply Plus  
Licence Number  
RLUB - TBUX - EGUC



PXS 1  
34 Beckenham Road  
BECKENHAM  
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