

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the contents of this document and/or the action you should take, you are recommended immediately to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of persons resident in the United Kingdom, any person, organisation or firm authorised under the Financial Services and Markets Act 2000 (as amended), or, in the case of persons resident in Ireland, any person, organisation or firm authorised or exempted pursuant to the Irish Investment Intermediaries Act 1995 or the Irish Stock Exchange Act 1995, or, in the case of persons resident in a territory other than the United Kingdom and Ireland, an appropriately authorised independent financial adviser in that territory). If you have sold or otherwise transferred, or if you sell or otherwise transfer, all of your Ordinary Shares in Amryt Pharma plc, please send this document, and any accompanying documents, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



## **AMRYT PHARMA PLC**

### **NOTICE OF GENERAL MEETING**

to be held at the Company's headquarters at 45 Mespil Road, Dublin 4, Ireland

at 1.30 p.m. on 28 July 2021

**Amryt Pharma plc**

Incorporated in England and Wales with registered number 12107859

**Registered office**

Dept 920a, 196 High Road, Wood Green, London N22 8HH, United Kingdom

**Directors**

Ray Stafford (*Non-executive Chairman*)  
Joseph Wiley (*Chief Executive Officer*)  
George Hampton (*Non-executive Director*)  
Alain Munoz (*Non-executive Director*)  
Donald Stern (*Non-executive Director*)  
Patrick Vink (*Non-executive Director*)  
Stephen Wills (*Non-executive Director*)

**Company Secretary**

Rory Nealon

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## Letter from the Chairman

Dear Shareholder

I am pleased to enclose the notice convening a general meeting (the “**meeting**”) of members of Amryt Pharma plc (the “**Company**”) to be held at the Company’s headquarters at 45 Mespil Road, Dublin 4, Ireland at 1.30 p.m. on 28 July 2021. The notice of general meeting can be found on pages 6 to 11 of this document, and an explanation of the resolutions to be proposed at the meeting and on which you are invited to vote can be found on pages 4 to 5 of this document.

Capitalised terms used in this document shall have the meaning given to them on page 12 of this document.

### **Meeting arrangements**

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 the meeting. Given the UK and Irish Governments’ ongoing guidance on social distancing, non-essential travel and public gatherings relating to the COVID-19 pandemic which we believe would significantly impact the ability of Shareholders to attend the meeting, and in the interests of maintaining the health, safety and welfare of our Shareholders and colleagues, as well as the public in general, it is currently intended that the meeting will be a closed meeting and that it will not be possible for Shareholders to attend the meeting in person.

The meeting will take place at the time, date and venue stated above but it is currently intended that the meeting will only be attended by the minimum number of persons legally required to attend in order for the meeting to be quorate (which will be facilitated by the attendance of certain Directors and/or the Company Secretary). The Directors have decided to hold the meeting at the Company’s headquarters in Dublin, Ireland, to enable such persons to be present and provide for a quorum. Any other Shareholder who attempts to attend in person will currently be refused entry. **Shareholders are strongly encouraged to vote in advance of the meeting by appointing the Chairman of the meeting as their proxy. This means that the Chairman of the meeting will be able to vote on their behalf, and in accordance with their instructions, at the meeting.**

We will continue to monitor developments, including the latest UK and Irish Governments’ measures relating to COVID-19, and in the event that the meeting arrangements change, the Company will issue an announcement via a regulatory information service and on our website at [www.amrytpharma.com/investors/regulatorynews](http://www.amrytpharma.com/investors/regulatorynews).

We appreciate that the meeting is an important opportunity for Shareholders to engage directly with the Board and, despite the format of the meeting, the Directors are keen to ensure that Shareholders continue to have opportunities to engage with them.

To support engagement with our Shareholders in these exceptional circumstances, the Company intends to provide a telephone facility to allow Shareholders to listen to the formal business of the meeting. Any such Shareholder participation via the telephone facility will not constitute formal attendance at the meeting, and Shareholders will not be able to vote on any resolutions via the telephone facility. **We, therefore, strongly encourage you to register your vote in advance in the ways described below, under the heading “Action to be taken”.**

**The dial-in numbers for Shareholders (or their duly appointed proxies or corporate representatives) to access the telephone facility are as follows: Ireland: +353 (0) 1 506 0626; UK: +44 (0) 203 009 5709 and US: +1 646 787 1226 (Passcode: 6597393).**

Please note that if you appoint any person other than the Chairman of the meeting as your proxy, that person will not currently be able to attend the meeting in person (or be deemed to have attended the meeting 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 meeting with, the Board by email to [ir@amrytpharma.com](mailto:ir@amrytpharma.com), to arrive by no later than 1.30 p.m. on 23 July 2021. 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 meeting.

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 changes to the arrangements relating to the meeting, including how it is conducted, and Shareholders should therefore continue to monitor the Company’s website and regulatory announcements for any update.

Thank you for your understanding as we all work together to keep everyone safe and support our patients, partners, colleagues and you, our Shareholders.

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**Action to be taken**

Your vote is important and, in light of the evolving situation due to COVID-19, **Shareholders are strongly encouraged to vote in advance of the meeting by appointing the Chairman of the meeting as their proxy. This means that the Chairman of the meeting will be able to vote on their behalf, and in accordance with their instructions, at the meeting.**

**Proxy appointments should be provided as soon as possible and must be received by no later than 1.30 p.m. on 26 July 2021 in order to be valid.**

Full details relating to the appointment of a proxy is set out on pages 8 to 11 of this document in the notes to the notice of general meeting and on the accompanying Form of Proxy.

If you have any questions about this document or the meeting, please contact the Company's registrar, Link Group, 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., 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 Group by post to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Please note that Link Group cannot provide advice on the merits of the proposals referred to in this document or give any financial, legal or tax advice.

**Annual Report**

A copy of the Company's annual report for the 12 months ended 31 December 2020, which is available on our website at [www.amrytpharma.com/reports](http://www.amrytpharma.com/reports). If you have not received a printed copy, please contact the Company's registrar, Link Group, using the contact details set out above.

**General Meeting Resolutions**

Shareholders are invited to vote on the resolutions outlined on pages 6 to 7 of this document, explanations of which can be found on pages 4 to 5 of this document. The notice of general meeting can be found on pages 6 to 11 of this document.

In accordance with the Articles and the terms of the registration rights agreement entered into by the Company and certain of the Company's principal Shareholders on 24 September 2019, the Directors appointed on that date were appointed for a minimum two year period and certain Directors will retire by rotation and submit themselves for re-election in accordance with the terms of the Articles at the annual general meeting of the Company held in 2022.

**Recommendation**

The Directors are of the opinion that all resolutions which are to be proposed at the meeting are in the best interests of the Company and Shareholders as a whole and are therefore likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all resolutions which are to be proposed at the meeting, as they intend to do in respect of their own beneficial holdings which amount in aggregate to 5,170,581 Ordinary Shares, representing approximately 3 per cent. of the issued share capital of the Company (excluding any Ordinary Shares held in treasury) as at the Latest Practicable Date.

Yours sincerely,

**Ray Stafford**

*Chairman*

28 June 2021

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## Explanatory Notes to the General Meeting Resolutions

The following notes give an explanation of the proposed resolutions set out in the notice of general meeting on pages 6 to 11 of this document.

Resolutions 1 to 3 (inclusive) are being proposed at the meeting as ordinary resolutions, meaning that for each of those resolutions to be passed the approval of a simple majority of votes cast (in person or by proxy) at the meeting is required. Resolutions 4 and 5 are being proposed at the meeting as special resolutions, meaning that for each of those resolutions to be passed the approval of at least three-quarters of the votes cast (in person or by proxy) at the meeting is required.

### Ordinary Resolutions

#### **Resolution 1: To receive and adopt the Annual Reports and accounts**

Resolution 1 proposes that the Company's financial statements for the year ended 31 December 2020, together with the Directors' and the auditor's reports thereon, are received and adopted.

A copy of the Company's annual report for the 12 months ended 31 December 2020, is available on the Company's website at [www.amrytpharma.com/investors/reports/](http://www.amrytpharma.com/investors/reports/).

#### **Resolution 2: Auditor's appointments and remuneration**

Grant Thornton have indicated their willingness to continue as the Company's auditor. Resolution 2 is an ordinary resolution to reappoint Grant Thornton as the Company's auditor and authorise the Audit Committee to determine the auditor's remuneration.

#### **Resolution 3: Authority to allot shares**

The purpose of this resolution is to renew the Directors' general authority to allot shares and to grant rights to subscribe for, or to convert any securities into, shares. This authority will be in addition to the allotment authorities granted to the Directors (and set out in the Admission Document) in connection with the issue of Ordinary Shares pursuant to the terms of the CVRs, the Convertible Notes and the New Warrants (each as defined in the Admission Document).

If resolution 3 is approved at the meeting, paragraph (a) of this resolution authorises the Directors to allot shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £3,587,341 representing approximately one-third of the total issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date.

Furthermore, if resolution 3 is approved at the meeting, paragraph (b) of this resolution authorises the Directors to allot shares and grant rights to subscribe for, or to convert any securities into, shares in connection with a pre-emptive offer by way of a rights issue up to an aggregate nominal amount of £7,174,682, representing approximately two-thirds of the total issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date.

The Directors consider the authority given by resolution 3 to be desirable and appropriate to provide the flexibility to respond to developments as well as to enable allotments to take place if they believe it would be appropriate to do so in respect of opportunities that may arise.

If granted, the authorities will expire at the conclusion of the annual general meeting of the Company held in 2022, or, if earlier, at 6.00 p.m. on 28 October 2022 (unless previously renewed, varied, or revoked by the Company at a general meeting).

As at the Latest Practicable Date, the Company held 4,208,314 Ordinary Shares in treasury.

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## **Special Resolutions**

### **Resolution 4: Authority to dis-apply pre-emption rights**

If the Directors wish to allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), the Companies Act requires that such equity securities are offered first to existing Shareholders in proportion to their existing holdings (known as pre-emption rights). However, there may be occasions when your Directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer being made to existing Shareholders.

Resolution 4 renews the Directors' power to allot equity securities pursuant to resolution 3 or sell treasury shares for cash on a non-pre-emptive basis provided that the power is limited to: (a) the allotment and sale to holders of Ordinary Shares or other equity securities on a pre-emptive basis (for example, a rights issue or open offer) but with appropriate adjustments to the statutory pre-emption requirements set out in the Companies Act, for example to deal with fractional entitlements and overseas legal requirements, as the Directors see fit; and (b) the allotment or sale (otherwise than pursuant to (a)) of equity securities on a non-pre-emptive basis up to a maximum aggregate nominal value of £2,152,620, representing approximately 20 per cent. of the issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date.

If granted, these authorities will expire at the conclusion of the annual general meeting of the Company held in 2022, or, if earlier, at 6.00 p.m. on 28 October 2022 (unless previously renewed, varied, or revoked by the Company at a general meeting).

### **Resolution 5: Purchase by the Company of its own shares**

It is proposed that, in common with many quoted companies, the Company continue to have authority to make market purchases of its own shares. This authority will be limited to a maximum of 17,938,498 Ordinary Shares, representing approximately 10 per cent. of the issued share capital of the Company (excluding shares held in treasury) as at the Latest Practicable Date.

The Board will continue to monitor carefully the capital requirements of the Company and, although at present there are no plans to buy back shares, it may consider it prudent to act at short notice if circumstances warrant. The Board will, however, make use of this authority only when satisfied that it would be in the best interests of the Company and Shareholders as a whole and where the expected result of such purchase would be an increase in expected earnings per share.

If granted, this authority will expire at the conclusion of the annual general meeting of the Company held in 2022, or, if earlier, at 6.00 p.m. on 28 October 2022 (unless previously renewed, varied, or revoked by the Company at a general meeting).

Ordinary Shares purchased by the Company pursuant to this authority may be cancelled or held in treasury, and, if held in treasury, may (amongst other things) be cancelled, re-sold for cash or transferred in connection with the Company's employee share plans. The Board will only hold shares purchased pursuant to this authority where it believes this course to be in the best interests of the Company and Shareholders as a whole.

# Amryt Pharma plc

(incorporated and registered in England and Wales under company number 12107859)

## Notice of General Meeting

**NOTICE IS HEREBY GIVEN** that a general meeting of Amryt Pharma plc (the “**Company**”) will be held at the Company’s headquarters at 45 Mespil Road, Dublin 4, Ireland at 1.30 p.m. on 28 July 2021 for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of resolutions 1 to 3 (inclusive), are being proposed as ordinary resolutions and, in the case of resolutions 4 and 5, are being proposed as special resolutions. Unless otherwise defined in this notice, capitalised terms used in this notice shall have the meaning given to them on page 12 of the document of which this notice forms part.

### ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements of the Company for the year ended 31 December 2020, together with the reports of the Directors and auditor thereon.
2. To re-appoint Grant Thornton as auditor of the Company to hold office until the conclusion of the next accounts meeting (as defined in the Companies Act) of the Company and to authorise the audit committee of the board of directors of the Company to determine the remuneration of the auditor.
3. THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or to convert any security into, shares:
  - (a) up to an aggregate nominal amount of £3,587,341 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution 3 in excess of such sum); and
  - (b) comprising equity securities (as defined in section 560 of the Companies Act) up to an aggregate nominal amount of £7,174,682 (such amount to be reduced by any allotment or grant made under paragraph (a) of this resolution 3) in connection with or pursuant to an offer by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter whatsoever,

and these authorisations shall be in addition to all other authorities under section 551 of the Companies Act and shall expire at the conclusion of the annual general meeting of the Company held in 2022 or, if earlier, at 6.00 p.m. on 28 October 2022, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

### SPECIAL RESOLUTIONS

4. THAT, subject to and conditional upon the passing of resolution 3, the Directors be given power pursuant to sections 570 and 573 of the Companies Act to:
  - (a) allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authorisation conferred by resolution 3; and
  - (b) sell ordinary shares (within the meaning of section 560 of the Companies Act) held by the Company as treasury shares for cash, as if section 561(1) of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
    - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under paragraph (b) of resolution 3, by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and
    - (ii) in the case of the authorisation granted under paragraph (a) of resolution 3 (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 4, up to an aggregate nominal amount of £2,152,620,

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and these authorisations shall be in addition to all other authorities under sections 570 and 573 of the Companies Act and shall expire at the conclusion of the annual general meeting of the Company held in 2022 or, if earlier, at 6.00 p.m. on 28 October 2022, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

5. THAT the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, and where such shares are held as treasury shares, the Company may use them for (without limitation) the purposes of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares which may be purchased is 17,938,498;
  - (b) the minimum price that may be paid for each Ordinary Share is the nominal value of such share which amount shall be exclusive of expenses (if any);
  - (c) the maximum price (exclusive of expenses) that may be paid for each Ordinary Share is an amount equal to the higher of:
    - (i) 105 per cent. of the average of the middle market quotations for the Ordinary Shares as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the annual general meeting of the Company held in 2022 or at 6.00 p.m. on 28 October 2022, whichever is the earlier; and
  - (e) the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.

Dated: 28 June 2021

**BY ORDER OF THE BOARD**

**Rory Nealon**

*Company Secretary*

*Registered Office:*

Dept 920a  
196 High Road  
Wood Green  
London N22 8HH  
United Kingdom

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## Notice of Annual General Meeting continued

### NOTES

The following guidance notes explain your general rights as a Shareholder and your right to attend and vote at the meeting or to appoint someone else to vote on your behalf.

1. 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 the meeting. Given the UK and Irish Governments' current guidance on social distancing, non-essential travel and public gatherings relating to the COVID-19 pandemic which we believe would significantly impact the ability of Shareholders to attend the meeting, and in the interests of maintaining the health, safety and welfare of our Shareholders and colleagues, as well as the public in general, it is currently intended that the meeting will be a closed meeting and that it will not be possible for Shareholders to attend. It is currently intended that the meeting will only be attended by the minimum number of persons legally required in order for the meeting to be quorate (which will be facilitated by the attendance of certain Directors and/or the Company Secretary). The Directors have therefore decided to hold the meeting at the Company's headquarters in Dublin, Ireland, to enable such persons to be present and provide for a quorum. **Any other Shareholder who attempts to attend in person will currently be refused entry. Shareholders are strongly encouraged to vote in advance of the meeting by appointing the Chairman of the meeting as their proxy. This means that the Chairman of the meeting will be able to vote on their behalf, and in accordance with their instructions, at the meeting.**
2. 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 meeting. Any such Shareholder participation via the telephone facility will not constitute formal attendance at the meeting, 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: Ireland: +353 (0) 1 506 0626; UK: +44 (0) 203 009 5709 and US: +1 646 787 1226 (Passcode: 6597393). Please note that if you appoint any person other than the Chairman of the meeting as your proxy, that person will not currently be able to attend the meeting in person (or be deemed to have attended the meeting 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 meeting with, the Board by email to [ir@amrytpharma.com](mailto:ir@amrytpharma.com), to arrive by no later than 1.30 p.m. on 23 July 2021. 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 meeting. 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 changes to the arrangements relating to the meeting, including how it is conducted, and Shareholders should therefore continue to monitor the Company's website and regulatory announcements for any update.
3. To be entitled to attend and vote at the meeting (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 6.00 p.m. on 26 July 2021 (or, in the case of any adjournment of the meeting, 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 general meeting). 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 meeting (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 meeting), are not currently permitted to attend and vote in person at the meeting. **Therefore, the Board strongly encourages Shareholders to vote on all resolutions being proposed at the meeting 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 meeting as their proxy to cast their votes as directed.**
4. Shareholders, or their proxies, entitled to attend the meeting (or any adjournment thereof) in person are requested, if possible, to arrive at the venue at least 20 minutes prior to the commencement of the meeting at 1:30 p.m. on 28 July 2021 (or, in the case of any adjournment of the meeting, the relevant time and date of the adjourned general meeting) so that their shareholding may be checked against the Company's register of members and attendances recorded. **However, as set out in note 1, current COVID-19 related guidance means that Shareholders, and their proxies (other than the Chairman of the meeting), are not currently permitted to attend and vote in person at the meeting. Any other Shareholder who attempts to attend in person will currently be refused entry.**

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5. **A Shareholder who is entitled to attend and vote at the meeting (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 meeting (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 meeting (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 meeting as your proxy. If you wish to appoint someone other than the Chairman of the meeting, insert the full name of your appointee in the appropriate box. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. **However, given the current COVID-19 related guidance, if you appoint anyone other than the Chairman of the meeting as your proxy, that person will not be able to attend and vote on your behalf at the meeting.**
  6. If you wish to appoint a proxy please use the Form of Proxy enclosed with this notice of general meeting. Instructions for use are shown on the form. If you wish to appoint more than one proxy, you may: (a) photocopy the 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 Group at the address in note 11; or alternatively (b) call or email Link Group on the number in note 22 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 they are authorised to act as your proxy. If left blank your 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.
  7. To direct your proxy how to vote on the resolutions being proposed at the meeting mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote, or abstain from voting, at his 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 meeting. 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.
  8. 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.
  9. 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.
  10. Any power of attorney or any 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 included with the Form of Proxy.
  11. On completing the Form of Proxy, sign and return it (together with any other Form of Proxy completed and signed by you (please refer to note 6)) to Link Group 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 11. 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 PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom by no later than 1.30 p.m. on 26 July 2021 (or, in the case of any adjournment of the meeting, 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 general meeting). Please return the Form of Proxy by hand or by post (during normal business hours) to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom.
  12. Shareholders who hold through CREST and who wish to appoint a proxy through the CREST proxy voting service for the meeting (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)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

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## Notice of Annual General Meeting continued

13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID: RA10) by the latest time for receipt of proxy appointments specified below. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (SI 2001/3755).
15. If you submit your proxy electronically through CREST, to be valid, the appropriate CREST messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be transmitted so as to be received by the issuer’s agent (ID RA10) by no later than 1.30 p.m. on 26 July 2021 (or, in the case of any adjournment of the meeting, 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 general meeting).
16. 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 1.30 p.m. on 26 July 2021 (or, in the case of any adjournment of the meeting, 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 general meeting). If you want to appoint more than one proxy electronically then please contact the Company’s registrar using the contact details at note 22.
17. 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 meeting (or any adjournment thereof) and voting in person if he/she wishes to do so, should the situation and the UK and Irish Governments’ guidance change such that Shareholders are permitted to do so.
18. A Shareholder may change a proxy instruction but to do so you will need to contact the Company’s registrar, Link Group. The revocation notice must be received by Link Group by no later than 1.30 p.m. on 26 July 2021 (or, in the case of any adjournment of the meeting, 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 general meeting). 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 Governments’ guidance change such that Shareholders are permitted to do so.
19. If two or more valid but different instruments of proxy are delivered in respect of the same Ordinary Share for use at the meeting (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.

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20. Shareholders satisfying the thresholds in section 527 of the Companies Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the Shareholders propose to raise at the meeting. The Company cannot require the Shareholders requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any such statement that the Company has been required to publish on its website.
  21. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act) provided in either this notice of general meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
  22. Except as provided above, Shareholders who wish to communicate with the Company in relation to the matters set out in this notice of general meeting, including relating to the completion and/or return of your Form of Proxy, can contact the Company's registrar, Link Group, 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., 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 Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by email to [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk). Please note that Link Group cannot provide advice on the merits of the proposals referred to in this document or give any financial, legal or tax advice.
  23. The Company may process personal data of attendees and participants at the meeting. This may include webcasts, photos, recording and audio and video links, as well as other forms of personal data. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.amrytpharma.com](http://www.amrytpharma.com).
  24. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that Shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including any electronic filing, that is found to contain any virus will not be accepted
  25. As at the Latest Practicable Date the Company's issued share capital consisted of 183,593,296 Ordinary Shares, 4,208,314 of which are held in treasury. Therefore, the total voting rights in the Company as at the Latest Practicable Date was 179,384,982.
  26. A copy of this notice of general meeting can be found on the Company's website at [www.amrytpharma.com](http://www.amrytpharma.com).

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## Definitions and Interpretation

References to time of day in this document is to the time of day in London, United Kingdom.

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

<b>"Admission Document"</b>	the admission document relating to the Company published and dated 27 August 2019;
<b>"Articles"</b>	the articles of association of the Company adopted by the Company by special resolution passed on 29 July 2020;
<b>"Board"</b>	the board of directors of the Company;
<b>"Business Day"</b>	a day (not being a Saturday or Sunday) on which banks are open in London for the transaction of normal banking business;
<b>"Companies Act"</b>	the Companies Act 2006, as amended;
<b>"Company"</b>	Amryt Pharma plc, a public limited company incorporated under the laws of England and Wales with registered number 12107859;
<b>"CREST"</b>	the computerised settlement system to facilitate the transfer of title of shares in uncertificated form, operated by Euroclear;
<b>"CREST Manual"</b>	the CREST manual issued by Euroclear;
<b>"CREST Regulations"</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
<b>"Directors"</b>	the directors of the Company from time to time, which as at the date of this document comprise Ray Stafford, Joseph Wiley, George Hampton, Alain Munoz, Donald Stern, Patrick Vink and Stephen Wills;
<b>"Euroclear"</b>	Euroclear UK & Ireland Limited;
<b>"Form of Proxy"</b>	the form of proxy for use at the meeting enclosed with this document;
<b>"Group"</b>	the Company and each of its direct and indirect subsidiaries from time to time;
<b>"Latest Practicable Date"</b>	24 June 2021, being the latest practicable date before publication of this document;
<b>"Meeting"</b>	the general meeting of the Company to consider and, if thought fit, approve resolutions 1 to 5, notice of which is set out on pages 6 to 11 of this document;
<b>"Ordinary Shares"</b>	ordinary shares of £0.06 each in the share capital of the Company;
<b>"Shareholders"</b>	holders of Ordinary Shares and <b>"Shareholder"</b> shall be construed accordingly;
<b>"UK" or "United Kingdom"</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>"uncertificated form"</b>	recorded on the relevant register of the shares or securities of the company concerned as being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations, may be transferred by means of CREST; and
<b>"US" or "United States"</b>	the United States of America, each State thereof (including the District of Columbia), its territories, possessions and all areas subject to its jurisdiction.