

Notice of Annual Meeting of Shareholders 2017

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2017 Annual Meeting of AFT Pharmaceuticals Limited (**AFT**). The Annual Meeting is to be held at the Milford Cruising Club, 24 Craig Road, Milford, Auckland, New Zealand, on **Friday 4 August 2017 commencing at 10.30am** (New Zealand time). There will also be the opportunity to join the meeting by audio conference and details are enclosed with this letter.

At the Annual Meeting, Hartley Atkinson (Chief Executive and Founder of AFT) and I will present on AFT's performance during the year ended 31 March 2017 and on our future plans. You will have the opportunity to ask any questions you may have about AFT and its performance.

As part of the formal business of the Annual Meeting, Mrs Marree Atkinson and Mr Nathan (Nate) Hukill are required under applicable NZX listing rules to retire by rotation as directors of AFT and stand for re-election at the Annual Meeting. Marree and Nate will each address the Annual Meeting before shareholders are asked to vote on their re-election. Details of their respective backgrounds are set out in the Explanatory Notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports their re-election.

Additionally, shareholders will be asked to authorise the directors to fix the auditor's remuneration.

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


If you cannot attend the Annual Meeting, I encourage you to complete and lodge the enclosed Proxy Form in accordance with the instructions on the back of the Proxy Form so that it reaches our share registrar, Computershare Investor Services Limited, 48 hours in advance of the start of the Annual Meeting. Alternatively, you can appoint your proxy online by following the instructions on the enclosed Proxy Form. Shareholders who are unable to attend the Annual Meeting will be able to listen to the meeting via audio conferencing facilities (refer details in the attached Notice of Meeting).

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed Proxy Form with you to assist with your registration.

You are invited to join the Board and senior management for refreshments at the conclusion of the Annual Meeting. I look forward to seeing you then.

Thank you for your support.

Yours sincerely



David Flacks
Chairman

11 July 2017

Notice of Annual Meeting of Shareholders 2017

Notice is hereby given that the Annual Meeting of shareholders of AFT Pharmaceuticals Limited (**AFT**) will be held at the Milford Cruising Club, 24 Craig Road, Milford, Auckland, New Zealand, on **Friday 4 August 2017 commencing at 10.30am** (New Zealand time).

Items of business

- A Chairman's Address
- B Chief Executive Officer's Address
- C Shareholder Questions
- D Ordinary 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 PricewaterhouseCoopers as auditor for the 2018 financial year.
2. That Mrs Marree Atkinson be re-elected as a director of AFT.
3. That Mr Nathan (Nate) Hukill be re-elected as a director of AFT.

See explanatory notes on each of these resolutions below.

By Order of the AFT Pharmaceuticals Limited Board



David Flacks
Chairman

11 July 2017

Resolution 1: Auditor's Remuneration

PricewaterhouseCoopers are currently AFT's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2018 financial year. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor.

Resolution 2: Re-election of Marree Atkinson as a Director

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

Marree Atkinson ***Executive Director***

Marree has been involved in all aspects of AFT's business since its establishment in 1997, including roles in sales, regulatory affairs, customer services and logistics. Marree's role as Chief of Staff sees her involved in the day-to-day running of AFT's head office including managing staffing requirements and special projects involving AFT's head office. Marree is the liaison between AFT's staff and the Board.

Marree is a registered nurse previously practising at Waikato Hospital.

Resolution 3: Re-election of Nathan (Nate) Hukill as a Director

Nate was appointed as a director by the shareholders of AFT on 14 May 2014. In accordance with the applicable NZX listing rules, Nate retires by rotation and offers himself for re-election as a director of AFT at the meeting. The Board unanimously supports Nate's re-election and considers Nate to be a non-independent director.

Nathan (Nate) Hukill ***Non-Executive Director***

Nate is the President of CRG, a US-based investment management firm focussed on the healthcare industry. He is also Chairman of CRG's investment committee. Nate joined CRG in 2009, bringing more than 16 years of investing experience. Prior to joining CRG, he was a Portfolio Manager at Highland Capital, where he invested and managed approximately \$4.5 billion in the healthcare, consumer products, and technology sectors. Before Highland Capital, Nate co-founded a pharmaceutical-focussed enterprise software company called OpenQ, Inc. He started his career as a credit investor at Salomon Smith Barney where he managed a portfolio of approximately \$800 million.

Nate holds a Bachelor of Science in business administration from the University of Colorado and an M.B.A. from the Darden Graduate School of Business at the University of Virginia.

Attending the Meeting

If you wish to vote in person you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.

Voting

Voting entitlements for the Annual Meeting will be determined as at **5.00pm (New Zealand time) on Wednesday 2 August 2017**. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Proxies and Corporate Representatives

If you cannot attend the Annual Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a Proxy

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. A proxy need not be a shareholder of AFT. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. The Chairman of the meeting and any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chairman and any director appointed as your proxy intend to vote all discretionary proxies in favour of the relevant resolution. Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Computershare Investor Services Limited by mail or fax.

Alternatively, shareholders can elect to lodge their proxy appointment online 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

validation process to securely appoint a proxy online.

The completed Proxy Form must be received by AFT's share registrar, Computershare Investor Services Limited, no later than 48 hours before the start of the meeting (**10.30am on Wednesday 2 August 2017**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Please refer to the instructions on the enclosed Proxy Form as to the ways in which the Proxy Form can be returned to Computershare, including instructions on how to appoint your proxy and, if desired, to provide voting instructions to your proxy.

Ordinary Resolution

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

Audio conference

If you are unable to attend the meeting in person and would like to attend by audio conference please dial one of the numbers below at least five minutes before the meeting time, identify yourself to the operator and provide the following confirmation code: 1063870

Australia 02 9193 3706

Hong Kong 3008 1527

New Zealand 09 913 3622

United States 719 457 1036

Note that shareholders joining by audio will not be able to vote at the meeting. In order to vote you will need to appoint a proxy before 10.30am on Wednesday 2 August 2017.

More Information

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