

ADVANZ PHARMA Corp. Limited
(the "Company")

FORM OF PROXY ("PROXY")

Court Meeting
March 29, 2021 at 9:00 a.m. (Toronto Time) / 2:00 p.m. (London Time)
Via Live Webcast:
<https://web.lumiagm.com/289725925>
Password: advanz2021 (case sensitive)
(the "Court Meeting")

RECORD DATE: February 23, 2021
CONTROL NUMBER:
SEQUENCE #:
FILING DEADLINE FOR PROXY: March 25, 2021 at 9:00 a.m. (Toronto Time) / 1:00 p.m. (London Time)

VOTING METHOD	
INTERNET	Go to www.voteproxyonline.com and enter the control number above
FACSIMILE	416-595-9593
MAIL	TSX Trust Company 301 - 100 Adelaide Street West Toronto, Ontario, M5H 4H1

The undersigned hereby appoints **the Chairman of the Court Meeting**, or instead of him, the following Appointee

Please print appointee name

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Court Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Court Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

Number of securities registered in my/our name to which this proxy relates
(Please see note 7 for further guidance on this)

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTION – ADVANZ PHARMA INDEPENDENT DIRECTORS VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Scheme Resolution

To consider and, if thought fit, approve (with or without modification) a members' scheme of arrangement (the "Scheme"), as set out in the scheme document of the Company dated 25 February 2021 (the "Scheme Document"), proposed to be made pursuant to Article 125 of the Jersey Companies Law between the Company and the holders of Scheme Shares.

FOR

AGAINST

This proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s)

Date (MM/DD/YYYY)

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY THE ADVANZ PHARMA INDEPENDENT DIRECTORS.**
2. **Before completing this proxy, please also read the sections entitled 'Action to be Taken' and 'Part XI Notice of Court Meeting' set out on pages 13 to 19 and Part XI of the Scheme Document respectively. Terms defined in the Scheme Document shall apply in this proxy unless the context otherwise requires.**
3. **If you appoint the Chairman of the Court Meeting or any ADVANZ PHARMA Independent Directors to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the ADVANZ PHARMA Independent Directors voting recommendations highlighted for the Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of Court Meeting accompanying the proxy or such other matters which may properly come before the Court Meeting or any adjournment or postponement thereof.
5. Each security holder can also change his or her vote by sending in another valid form of proxy with a later date, as long as it is received by 9:00 a.m. (Toronto Time) / 1.00 p.m. (London Time) on 25 March 2021 (or, if the Court Meeting is adjourned, not later than 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting.
6. **Each security holder has the right to appoint a person other than the Chairman of the Court Meeting or ADVANZ PHARMA Independent Directors specified herein to represent them at the Court Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting in the space labeled "Please print appointee name", the name of the person to be appointed, who need not be a security holder of the Company.**
7. Each security holder is entitled to appoint a proxy in respect of some or all of his or her securities respectively and may also appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to a different security or securities held by such security holder. Security holders who wish to appoint more than one proxy in respect of his or her holding of securities should contact TSX Trust Company for further forms of proxy. A space has been included in this proxy to allow security holders to specify the number of securities in respect of which this proxy is appointed. Security holders who return this proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their securities.
8. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the security holders of the Company.
9. To be valid, this proxy must be filed using one of the Voting Methods and *must be received by TSX Trust Company* before the **Filing Deadline for Proxies**, noted on the reverse or in the case of any adjournment or postponement of the Court Meeting not less than 48 hours (excluding any part of a day that is not a Business Day) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chairman of the Court Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.
10. If the security holder is a corporation, the proxy must be executed under its common seal or signed on its behalf by an officer of such corporation or an attorney for such corporation.
11. Any power of attorney or any other authority under which the proxy is signed (or a duly certified copy of such power of attorney) must be included with the proxy.
12. Security holders can revoke their proxy by (i) delivering a letter to tsxtrustproxyvoting@tmx.com by 5:00 p.m. (Toronto Time) / 9.00 p.m. (London Time) on 25 March 2021 (or, the last Business Day before the date fixed for the adjourned meeting) stating that he or she wants to revoke their proxy and/or (ii) any other way allowed by law
13. The completion and return of this proxy will not prevent a security holder from remotely attending, submitting written questions and voting at the Court Meeting via the Virtual Meeting Platform, if he or she is entitled to and wish to do so.
14. If you receive more than one form of proxy because you own securities in different names or addresses, the relevant form of proxy should be completed and returned in respect of each name and address.
15. In the case of joint holders of securities the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding (the first-named being the most senior).
16. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
17. If the proxy is not returned by security holders so as to be received by the time mentioned in note 9, it may be handed to the Chairman of the Court Meeting before the start of the Court Meeting and will still be valid. In order to effect this, it may be emailed at any time prior to the Court Meeting but NOT AFTER 9:00 a.m. (Toronto Time) / 2:00 p.m. (London Time) on 29 March 2021 to tsxtrustproxyvoting@tmx.com.
18. The Court has appointed Elmar Schnee, or, failing him, Robert Manzo, or failing him, any other ADVANZ PHARMA Independent Director of the Company to act as Chairman of the Court Meeting and has directed the Chairman to report the result of the Court Meeting to the Court.

Investor inSite

TSX Trust Company offers at no cost to security holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable security holder forms and Frequently Asked Questions.

To register, please visit
www.tsxtrust.com/investorinsite

Click on, "Register" and complete the registration form. Call us toll free at 1-866-600-5869 with any questions.