

ADVANZ PHARMA CORP. LIMITED
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
to be held on June 17, 2020

Date:	Wednesday, June 17, 2020
Time:	9:00 a.m. (EDT) 2:00 p.m. (BST)
Location:	Capital House, 85 King William Street, London EC4N 7BL
Live Audio Webcast:	https://web.lumiagm.com/239834909 (Password: “ <i>advanz2020</i> ”)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of limited voting shares (“**Limited Voting Shares**”) of ADVANZ PHARMA Corp. Limited (“**ADVANZ PHARMA**” or the “**Company**”) will be held at the above date, time and location, subject to any adjournment or postponement thereof for the following purposes:

- (a) to receive the consolidated financial statements of the Company, for the year ended December 31, 2019, including the auditor’s report thereon (the “**Financial Statements**”);
- (b) to elect Adeel Ahmad, Maurice Chagnaud, Frances Cloud, Graeme Duncan and Elmar Schnee as directors of the Company (the “**Directors**”) who will serve until the conclusion of the next annual general meeting of the Company or until their successors are elected or appointed;
- (c) to approve the appointment of PricewaterhouseCoopers LLP (UK) as the auditor of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company and to authorize the Directors to fix the remuneration to be paid to the auditor;
- (d) to consider and, if thought advisable, to pass, with or without variation, the following special resolution (the “**Special Resolution**”), the full text of which is set out in Appendix “B” of the accompanying management information circular (“**Circular**”):

“**THAT** the Articles are hereby amended to (i) reflect the voluntary delisting of the Limited Voting Shares of the Company from the Toronto Stock Exchange, effective March 27, 2020, and (ii) make provision for fully virtual meetings of shareholders of the Company, with such Articles to be substantially in the form of the Articles attached to this special resolution together with any changes, additions, deletions, amendments or modifications thereto as any director or officer of the Company may in his or her sole discretion determine to be advisable, appropriate or necessary;

AND THAT the Articles be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, and the secretary be directed immediately to deliver them to the Registrar of Companies;” and

- (e) to transact such further and other business as may properly come before the Meeting or the reconvening of any adjournment or postponement thereof.

Additional information on the above matters can be found in the Circular under the heading “*Business of the Annual Meeting of Shareholders*”.

The Special Resolution is being proposed to amend the articles of association of the Company to (i) reflect various implications of the voluntary delisting of the Limited Voting Shares from the Toronto Stock Exchange, effective March 27, 2020, and (ii) make provision for fully virtual meetings of Shareholders.

VOTING YOUR SHARES

In order to: (i) proactively deal with the unprecedented public health impact of the COVID-19 pandemic; (ii) mitigate risks to the health and safety of our communities, Shareholders and other stakeholders; and (iii) ensure compliance with local laws, orders and guidance restricting the size of public gatherings in response to the COVID-19 pandemic, we strongly recommend that you do not attempt to participate at the Meeting in person. The United Kingdom rules in relation to the COVID-19 pandemic currently prohibit non-essential travel and the gathering of groups of people, and these restrictions appear highly likely to continue until past the Meeting date. As such, we have arranged for the Meeting to be accessible on a virtual basis.

Registered Shareholders (as defined in the accompanying Circular) joining the Meeting by audio webcast will not be able to vote their Limited Voting Shares live during the Meeting. Registered Shareholders should vote their Limited Voting Shares in advance of the Meeting by Internet, facsimile or mail, in accordance with the instructions on their form of proxy.

Beneficial holders, holding their Limited Voting Shares in the name of a broker or other intermediary, should follow the voting instructions received from their broker or other intermediary.

To ensure their votes count, Shareholders should appoint the Management Nominee (as defined in the accompanying Circular) and not another named person as their proxyholder, in accordance with the form of proxy or voting instructions they receive, as applicable. If Shareholders wish to appoint another named person as their proxyholder, and not the Management Nominee, such Shareholders must note that their proxyholder will need to attend the Meeting in person in order to participate in voting.

The Company cannot guarantee participation at the Meeting in person and may restrict entry to the Meeting to comply with local laws, orders and guidance restricting the size of public gatherings which are in force at the time the Meeting is held.

ATTENDING AND SUBMITTING QUESTIONS AT THE MEETING

Registered Shareholders and duly appointed proxyholders will be able to participate in the Meeting (other than by way of voting) by audio webcast and ask questions in real time by visiting the following URL: <https://web.lumiagm.com/239834909>. At login, Registered Shareholders and duly appointed proxyholders should click on “I have a control number” and enter the control number indicated on their form of proxy and the following password: “*advanz2020*”.

Those who wish to join the Meeting, other than Registered Shareholders and duly appointed proxyholders, will be able to listen to the presentation at the Meeting and ask questions in real time by visiting the following URL: <https://web.lumiagm.com/239834909>, clicking on “I am a Guest” and completing the online form.

Questions may be submitted by clicking on the messaging icon at the top of the meeting platform page. The questions are then presented to the chairman of the Meeting and responses to the questions are spoken verbally. Management recommends logging into the virtual meeting platform at least 15 minutes before the Meeting begins.

The board of directors of the Company (the “**Board**”) has fixed the close of business on May 11, 2020 as the record date (the “**Record Date**”) for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Only Shareholders of record at the close of business on the Record Date are entitled to receive notice of and to vote in connection with the Meeting.

The Circular, this Notice, the form of proxy and the voting instruction form (collectively, the “**Meeting Materials**”) are being mailed to Shareholders of record as at the Record Date and are available online under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com. If you receive more than one proxy form because you own Limited Voting Shares registered in different names or addresses, each proxy form should be completed and returned. A proxy designee need not be a Shareholder.

As discussed above, Shareholders and proxyholders joining the Meeting by audio webcast will not be able to vote their Limited Voting Shares live during the Meeting. Management encourages Shareholders to vote by submitting their completed proxy forms prior to the proxy cut-off time in accordance with one of the methods set out below, and by appointing the Management Nominee as their proxyholder.

Registered Shareholders may vote in advance of the Meeting:

1. By Internet: Go to www.voteproxyonline.com and enter the control number indicated on the form of proxy;
2. By Facsimile: Send to 416-595-9593 from within Canada or to 00 (1) 416-595-9593 from outside of Canada; or
3. By Mail: Using the enclosed return envelope or one addressed to the TSX Trust Company at 100 Adelaide Street West, Unit 301, Toronto, Ontario, M5H 4H1.

To be valid, completed proxy forms must be dated, completed, signed and deposited with the TSX Trust Company through one of the methods described above.

Beneficial Shareholders: If your Limited Voting Shares are held in the name of a broker or other intermediary, please complete and sign the materials in accordance with the instructions provided to you by such broker or other intermediary.

Proxy instructions must be received in each case no later than 5:00 p.m. (EDT) on June 15, 2020, or if the Meeting is adjourned or postponed, 48 hours before any reconvening thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

Registered Shareholders and duly appointed proxyholders may listen to the presentation and submit questions in real time during the Meeting by visiting the following URL: <https://web.lumiagm.com/239834909> (Password: “*advanz2020*”). **Registered Shareholders and duly appointed proxyholders joining the Meeting by audio webcast will not be able to vote their Limited Voting Shares live during the Meeting.**

DATED at London, England, this 14th day of May, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF ADVANZ PHARMA CORP. LIMITED**

By: <Elmar Schnee>

**Name: Elmar Schnee
Title: Non-Executive Chairman of the Board of Directors**