

**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 ANNUAL GENERAL MEETING**

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

at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022

**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)  
Dr. Joseph Wiley (Chief Executive Officer)  
George Hampton (Non-executive Director)  
Rajkumar Kannan (Non-executive Director)  
Dr. Roni Mamluk (Non-executive Director)  
Dr. Alain Munoz (Non-executive Director)  
Donald Stern (Non-executive Director)  
Dr. Patrick Vink (Non-executive Director)  
Stephen Wills (Non-executive Director)

**Company Secretary**

Rory Nealon

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## LETTER FROM THE CHAIRMAN

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Dear Shareholder

I am pleased to enclose the notice convening the 2022 annual general meeting of members (the “AGM”) of Amryt Pharma plc (the “Company”) to be held at the Company’s headquarters at 45 Mespil Road, Dublin 4, Ireland at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022. The notice of AGM can be found on pages 7 to 12 of this document, and an explanation of the resolutions to be proposed at the AGM and on which you are invited to vote can be found on pages 4 to 6 of this document.

Capitalised terms used in this document shall have the meaning given to them on pages 13 to 14 of this document.

### **AGM arrangements**

The Directors have decided to hold the AGM at the Company’s headquarters in Dublin, Ireland at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022. The health and welfare of our Shareholders and colleagues is our priority in making arrangements for the AGM. Therefore, in planning the AGM, we have been mindful above all of the need to ensure a COVID-secure meeting with appropriate social distancing for any Shareholders who might wish, subject to the UK and Irish Governments’ ongoing guidance on public gatherings relating to the COVID-19 pandemic, to attend the AGM in person. The Company continues to closely monitor the situation in respect of COVID-19.

The AGM will take place at the time, date and venue stated above. **Shareholders are strongly encouraged to vote in advance of the AGM by appointing the Chairman of the AGM as their proxy. This means that the Chairman of the AGM will be able to vote on their behalf, and in accordance with their instructions, at the AGM.**

We will continue to monitor developments, including the latest UK and Irish Governments’ measures relating to COVID-19, and in the event that the AGM arrangements change, the Company will issue an announcement via our website at <https://amrytpharma.com/newsroom/>. If you are experiencing any of the symptoms connected with COVID-19 or are a close contact of someone with COVID-19, we would ask that you please do not attend the AGM.

To support engagement with our Shareholders, 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. **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 0650; UK: +44 (0) 844 481 9752 and US: +1 646 741 3167 (Passcode: 8966839).** Please note that if you appoint any person other than the Chairman of the AGM as your proxy, that person will need to attend the AGM in person to cast your vote as directed. Such person will not be deemed to have attended the AGM in person by dialling into the telephone facility.

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 2:00 p.m. BST (9:00 a.m. EST) on June 27, 2022. 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 Board will keep the situation under review and may need to make changes to the arrangements relating to the AGM, including how it is conducted, and Shareholders should therefore continue to monitor the Company’s website 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.

### **Action to be taken**

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

**Proxy appointments should be provided as soon as possible and must be received by no later than 2:00 p.m. BST (9:00 a.m. EST) on June 28, 2022 in order to be valid.**

Full details relating to the appointment of a proxy is set out on pages 9 to 12 of this document in the notes to the notice of AGM and on the accompanying Form of Proxy.

If you have any questions about this document or the AGM, 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 our annual report is available on our website at [www.amrytpharma.com/investors/reports](http://www.amrytpharma.com/investors/reports). If you have not received a printed copy, please contact the Company's registrar, Link Group, using the contact details set out above.

### **AGM Resolutions**

Shareholders are invited to vote on the resolutions outlined on pages 7 to 8 of this document, explanations of which can be found on pages 4 to 6 of this document. The notice of AGM can be found on pages 7 to 12 of this document.

### **Recommendation**

The Directors are of the opinion that all resolutions which are to be proposed at the AGM 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 AGM, as they intend to do in respect of their own beneficial holdings which amount in aggregate to 5,486,681 Ordinary Shares, representing approximately 2 per cent. of the issued share capital of the Company as at the Latest Practicable Date.

Yours sincerely,

**Ray Stafford**

Chairman

June 1, 2022

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## EXPLANATORY NOTES TO THE AGM RESOLUTIONS

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The following notes give an explanation of the proposed resolutions set out in the notice of AGM on pages 7 to 8 of this document.

Resolutions 1 to 7 (inclusive) are being proposed at the AGM 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 AGM is required. Resolution 8 is being proposed at the AGM as a special resolution, meaning that for such resolution to be passed the approval of at least three quarters of the votes cast (in person or by proxy) at the AGM is required.

### Ordinary Resolutions

#### Resolution 1: To receive and adopt the 2021 Annual Report

The Companies Act requires the Directors to present to Shareholders in a general meeting its financial statements, the Directors' report and the independent auditor's report in respect of each financial year. Resolution 1 proposes that the Company's financial statements for the year ended December 31, 2021, together with the Directors' report and the auditor's report thereon, are received and adopted.

A copy of the 2021 Annual Report is available on the Company's website at [www.amrytpharma.com/investors/reports/](http://www.amrytpharma.com/investors/reports/).

#### Resolution 2: Directors' Remuneration Report

All UK incorporated companies that are "quoted companies" under the Companies Act are required to submit their directors' remuneration report to shareholders on an annual basis. As such, Shareholders are being asked to approve, on a non-binding advisory basis, the Directors' remuneration report, which is contained in the 2021 Annual Report.

The vote is advisory only, pursuant to the Companies Act, and the Directors' entitlement to receive remuneration is not conditional on it. Payments made or promised to Directors will not have to be repaid, reduced, or withheld in the event that the resolution is not passed.

The resolution and vote are a means of providing Shareholder feedback to the Board. The Board values Shareholders' feedback, and the Remuneration Committee will review and consider the outcome of the vote in connection with the ongoing review of the Company's executive Director and non-executive Director compensation programs.

#### Resolutions 3-5: Re-appointment of Directors

Under Article 89.2 of the Articles, any Director appointed by the Board shall retire at the conclusion of the annual general meeting of the Company following such appointment and shall be eligible for re-appointment at that meeting. On August 5, 2021, Mr. Rajkumar Kannan and Dr. Roni Mamluk were each appointed as a Director by the Board and are therefore standing for re-appointment at the AGM.

In addition, under Article 117 of the Articles, at each annual general meeting of the Company that occurs after September 25, 2021, one-third of the Directors (or, if they are not a multiple of three, the number nearest to but not greater than one-third subject to a minimum of one) shall retire from office by rotation and be eligible for re-election. Given that there are currently nine Directors on the Board, Dr. Alain Munoz will also retire and stand for re-election alongside Mr. Rajkumar Kannan and Dr. Roni Mamluk who together make up one-third of the Board of Directors to retire and stand for re-election under Article 117.

Resolutions 3 to 5 are ordinary resolutions to re-appoint Mr. Rajkumar Kannan, Dr. Roni Mamluk and Dr. Alain Munoz, respectively. Biographical details for each are set out below.

### **Raj Kannan**

Mr. Kannan was appointed Chief Executive Officer of Chiasma, Inc. in June 2019. On August 6, 2021, Mr. Kannan resigned as Chief Executive Officer of Chiasma and joined the board of Amryt as a non-executive director. Mr. Kannan is the CEO of Aerie Pharmaceuticals. He has over 25 years of experience leading and developing companies. He has effectively led and grown organizations and supported multiple successful launches across therapeutic areas in the U.S. and globally. Prior to joining Aerie, Mr. Kannan was Chief Executive Officer and President of Chiasma, Inc., where he led the organization through the approval and the launch of the first oral therapy in over a decade for patients with acromegaly and subsequently through the acquisition by Amryt Pharma Plc. Before that, Mr. Kannan was Chief Commercial Officer at Kiniksa Pharmaceuticals, Ltd. (“Kiniksa”), where he built the commercial operations, including sales, marketing, and business analytics functions. Prior to Kiniksa, he served as the Global Head of the Neurology and Immunology business franchise at Merck KGaA, where he was responsible for transforming the largest franchise into a growth franchise with \$2 billion in annual revenues through significant strategic shifts in investment to support new product introductions and through recalibration of pipeline investments. Before that, Mr. Kannan spent 10 years at Boehringer Ingelheim International GmbH in the U.S., Canada, and in Germany, including as Global Marketing Head of the Cardiovascular Franchise, where he was responsible for more than \$3.5 billion in annual revenues.

### **Dr. Roni Mamluk**

Dr. Mamluk, Ph.D. joined the Board of Directors of Chiasma, Inc. in June 2017. On August 6, 2021, Dr. Mamluk resigned as a non-executive director of Chiasma and joined the board of Amryt as a non-executive director. Dr. Mamluk currently serves as President and Chief Executive Officer of Ayala Pharmaceuticals, Inc., a clinical-stage biopharmaceutical company dedicated to developing targeted cancer therapies for people living with genetically defined cancers, and serves on its board of directors. She joined Chiasma in 2006 and led the creation of its TPE technology and subsequently Mycapssa<sup>®</sup> development. Dr. Mamluk fulfilled multiple roles at Chiasma including Chief Development Officer from March 2015 to March 2017, Chief Executive Officer from April 2013 to March 2015 and held various roles in the Company from 2006 to April 2013, including Chief Operating Officer and Vice President, Research and Development. Prior to joining Chiasma, Dr. Mamluk led nonclinical research and development at Adnexus Therapeutics, Inc. Dr. Mamluk received her B.A. and Ph.D. from the Hebrew University. She completed her post-doctoral fellowship at Children’s Hospital/Harvard Medical School in the field of angiogenesis.

### **Dr. Alain H. Munoz**

Dr. Munoz has been a director of Amryt since 2019. He is an entrepreneur and independent management consultant in the pharmaceutical and biotechnology industry and has over 30 years of experience in the industry at the executive level. Dr. Munoz worked with the Fournier Group as Research and Development director and thereafter as Senior Vice President of the Pharmaceutical Division. Prior to serving at Fournier, he served at Sanofi Group, first as director in the cardiovascular and anti-thrombotic products department, and thereafter as Vice President of international development. Dr. Munoz is qualified in cardiology and anesthesiology from the University Hospital of Montpellier, France where he was head of the clinical cardiology department. He has been a member of the Scientific Committee of the French drug agency and Chairman of the Board of Hybrigenics SA and Novagali Pharma acquired by Santen Pharmaceuticals. He presently is an independent board member of Auris Medical Holding AG (Nasdaq: EARS), Zealand Pharma A/S (Nasdaq: ZEAL) and Chairman of Acticor-biotech (Euronext: ALACT.PA). Mr. Munoz received an undergraduate degree from International Institute for Management Development, a doctorate from the University of Montpellier and a graduate degree from Centre Hospitalier Universitaire Pitie-Salpetriere.

### **Resolution 6: Re-appointment and remuneration of the auditor**

Resolution 6 is an ordinary resolution to re-appoint Grant Thornton as the Company’s auditor to hold office until the conclusion of the next annual general meeting at which accounts are laid and to authorise the Audit Committee to determine the auditor’s remuneration.

### **Resolution 7: 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 7 is approved at the AGM, 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 £6,417,696 representing approximately one-third of the total issued share capital of the Company as at the Latest Practicable Date.

Furthermore, if resolution 7 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 £12,835,393, representing approximately two-thirds of the total issued share capital of the Company as at the Latest Practicable Date.

The Directors consider the authority given by resolution 7 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 2023 or, if earlier, at 6.00 p.m. on September 30, 2023 (unless previously renewed, varied, or revoked by the Company at a general meeting).

As at the Latest Practicable Date, there were no Ordinary Shares held in treasury by the Company.

### **Special Resolution**

#### **Resolution 8: Authority to disapply 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 8 renews the Directors' power to allot equity securities pursuant to resolution 7 or sell treasury shares for cash on a non-preemptive 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 £3,850,618, representing approximately 20 per cent. of the issued share capital of the Company 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 2023 or, if earlier, at 6.00 p.m. on September 30, 2023 (unless previously renewed, varied, or revoked by the Company at a general meeting).

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## NOTICE OF ANNUAL GENERAL MEETING

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### AMRYT PHARMA PLC

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

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Amryt Pharma plc (the “**Company**”) will be held at the Company’s headquarters at 45 Mespil Road, Dublin 4, Ireland at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022 for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of resolutions 1 to 7, are being proposed as ordinary resolutions and, in the case of resolution 8, is being proposed as a special resolution.

Unless otherwise defined in this notice, capitalised terms used in this notice shall have the meaning given to them on pages 13 to 14 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 December 31, 2021, together with the reports of the Directors and auditor thereon (the “**2021 Annual Report**”).
2. To approve the Directors’ remuneration report, as set out in the 2021 Annual Report.
3. To re-appoint Mr. Rajkumar Kannan as a Director of the Company, who is retiring in accordance with articles 89.2 and 117 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
4. To re-appoint Dr. Roni Mamluk as a Director of the Company, who is retiring in accordance with articles 89.2 and 117 of the Company’s articles of association and, being eligible, is offering herself for re-appointment.
5. To re-appoint Dr. Alain Munoz as a Director of the Company, who is retiring in accordance with article 117 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
6. To re-appoint Grant Thornton as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Audit Committee to determine their remuneration.
7. 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 £6,417,696 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution 7 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 £12,835,393 (such amount to be reduced by any allotment or grant made under paragraph (a) of this resolution 7) 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 2023 or, if earlier, at 6.00 p.m. on September 30, 2023, 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 RESOLUTION**

8. THAT, subject to and conditional upon the passing of resolution 7, 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 7; 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 7, 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 7 (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph i. of this resolution 8, up to an aggregate nominal amount of £3,850,618,

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 2023 or, if earlier, at 6.00 p.m. on September 30, 2023, 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.

Dated: June 1, 2022



## BY ORDER OF THE BOARD

**Rory Nealon**

Company Secretary

Registered Office:

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

### NOTES

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

1. The Company continues to monitor the situation in respect of COVID-19. The health and welfare of our Shareholders and colleagues is our priority in making arrangements for the AGM. Therefore, in planning the AGM, we have been mindful above all of the need to ensure a COVID-secure meeting with appropriate social distancing for any Shareholders who might wish, subject to UK and Irish Governments' ongoing guidance on public gatherings relating to the COVID-19 pandemic, to attend the AGM in person. **Shareholders are strongly encouraged to vote in advance of the AGM by appointing the Chairman of the AGM as their proxy. This means that the Chairman of the AGM will be able to vote on their behalf, and in accordance with their instructions, at the AGM.**
2. To support engagement with Shareholders, 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: Ireland: +353 (0) 1 506 0650; UK: +44 (0) 844 481 9752 and US: +1 646 741 3167 (Passcode: 8966839). Please note that if you appoint any person other than the Chairman of the AGM as your proxy, that person will need to attend the AGM in person to cast your vote as directed. Such person will not be deemed to have attended the AGM in person by dialling into the telephone facility. 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 2:00 p.m. BST (9:00 a.m. EST) on June 27, 2022. 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 Board will keep the situation under review and may need to make changes to the arrangements relating to the AGM, including how it is conducted, and Shareholders should therefore continue to monitor the Company's website for any update.
3. 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 6:00 p.m. on June 28, 2022 (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, the Board strongly encourages Shareholders to vote on all resolutions being proposed at the AGM 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.**
4. Shareholders, or their proxies, entitled to attend the AGM (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 AGM at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022 (or, in the case of any adjournment of the AGM, the relevant time and date of the adjourned AGM) so that their shareholding may be checked against the Company's register of members and attendances recorded. If you are experiencing any of the symptoms connected with COVID-19 or are a close contact of someone with COVID-19, we would ask that you please do not attend the AGM.

5. **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 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. If you sign and return the Form of Proxy with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy.
6. If you wish to appoint a proxy please use the Form of Proxy enclosed with this notice of AGM. 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 (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 AGM, 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 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.
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 2:00 p.m. BST (9:00 a.m. EST) on June 28, 2022 (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 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 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)). 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.

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. 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 2:00 p.m. BST (9:00 a.m. EST) on June 28, 2022 (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).
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 2:00 p.m. BST (9:00 a.m. EST) on June 28, 2022 (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, Link Group, 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 AGM (or any adjournment thereof) and voting in person if he/she wishes 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 2:00 p.m. BST (9:00 a.m. EST) on June 28, 2022 (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 AGM (or any adjournment thereof) and vote in person.
19. 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.
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 AGM; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the Shareholders propose to raise at the AGM. 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 AGM 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 AGM 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 AGM, 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 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.
23. The Company may process personal data of attendees and participants at the AGM. 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 320,884,822 Ordinary Shares, and the Company did not hold any Ordinary Shares in treasury. Therefore, the total voting rights in the Company as at the Latest Practicable Date was 320,884,822.
26. A copy of this notice of AGM can be found on the Company's website at [www.amrytpharma.com](http://www.amrytpharma.com).

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## DEFINITIONS AND INTERPRETATION

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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>“2021 Annual Report”</b>	the financial statements of the Company for the year ended December 31, 2021 together with the reports of the the directors of the Company and the auditor thereon;
<b>“Admission Document”</b>	the admission document relating to the Company published and dated 27 August 2019;
<b>“ADSs”</b>	American Depositary Shares, each representing five Ordinary Shares;
<b>“AGM”</b>	the 2022 annual general meeting of the Company to be held at the Company’s headquarters at 45 Mespil Road, Dublin 4, Ireland at 2:00 p.m. BST (9:00 a.m. EST) on June 30, 2022 to consider and, if thought fit, approve resolutions 1 to 8, notice of which is set out on pages 7 to 12 of this document;
<b>“Articles”</b>	the articles of association of the Company in force from time to time;
<b>“Audit Committee”</b>	the audit committee of the Board from time to time, which as at the date of this document comprises Stephen Wills as Chair, Donald Stern and Ray Stafford;
<b>“Board” or “Directors”</b>	the board of directors of the Company from time to time, which as at the date of this document comprises Ray Stafford, Dr. Joseph Wiley, George Hampton, Rajkumar Kannan, Dr. Roni Mamluk, Dr. Alain Munoz, Donald Stern, Dr. Patrick Vink and Stephen Wills;
<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 Proxy Instruction”</b>	a proxy appointment or instruction made using the CREST service;
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
<b>“Euroclear”</b>	Euroclear UK & International Limited;
<b>“Form of Proxy”</b>	the form of proxy for use at the AGM 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>	May 27, 2022, being the latest practicable date before publication of this document;
<b>“Ordinary Shares”</b>	ordinary shares of £0.06 each in the 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.