

21 May 2021

Dear Shareholder,

I am pleased to invite you to attend Neuren Pharmaceuticals Limited's Annual Shareholders' Meeting, which will be held at Chartered Accountants Australia and New Zealand, Level 18, Bourke Place, 600 Bourke Street, Melbourne, VIC 3000 at 2.30 pm (AEST) on Tuesday 22 June 2021. The meeting will also be made accessible to shareholders via an online platform that will display a live webcast of the meeting, including the Chairman's address and CEO's presentation along with relevant slides. The online platform will provide shareholders the opportunity to vote and submit questions.

The following documents are enclosed:

- Notice of the Meeting, including Explanatory Memorandum;
- a personalised proxy form; and
- if you have received this by mail, a return envelope, and a form to elect to receive shareholder communications electronically.

Instructions on how to attend the meeting online and vote are included in the Explanatory Memorandum.

Any shareholders who may wish to physically attend the Meeting should be mindful of new laws, government warnings and recommendations in relation to COVID-19 and monitor Neuren's website and ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (stock code: NEU) and on its website at www.neurenpharma.com.

If you have not already done so, I encourage you to consider electing to receive Neuren communications, including the Annual Report electronically, which can be done via the share registry website (www.linkmarketservices.com.au), or by returning the enclosed form.

Yours sincerely,



Patrick Davies
Non-Executive Chair

NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Notice is given that the Annual Shareholders' Meeting (**Meeting**) of Neuren Pharmaceuticals Limited (**Company** or **Neuren**) will be held at:

Venue: Chartered Accountants Australia and New Zealand
Level 18, Bourke Place, 600 Bourke Street, Melbourne, VIC 3000

Date: Tuesday 22 June 2021

Time: 2.30 pm AEST

As the Company's constitution allows for a general meeting to be held at two or more venues simultaneously using any technology that gives the shareholders as a whole a reasonable opportunity to participate, Neuren will hold a hybrid meeting, being a physical meeting linked with online facilities that allow remote participation, where shareholders will be able to participate in person or online. Shareholders should lodge a directed proxy as soon as possible in advance of the meeting even if they are planning on attending the Meeting in person.

Shareholders will be able to participate in a live webcast of the meeting online, ask questions to the extent they are entitled to do so and cast direct votes at the appropriate times whilst the meeting is in progress. Each person entitled to vote will be given the opportunity to participate in the vote in real time (and voting is also available in advance of the meeting by lodging a directed proxy). Voting at the Meeting will occur by a poll rather than a show of hands.

For shareholders who wish to participate in the meeting online, it will be accessible via:

<https://agmlive.link/NEU21>

The Explanatory Memorandum and Proxy Form which accompany and form part of the Notice, describe in more detail the matters to be considered, and include instructions on how to attend the Meeting and vote.

Any shareholders who may wish to physically attend the Meeting should be mindful of new laws, government warnings and recommendations in relation to COVID-19 and monitor Neuren's website and ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (stock code: NEU) and on its website at www.neurenpharma.com.

In accordance with the Constitution, the Board has fixed the close of Friday 21 May 2021 as the date of shareholder entitlement to receive notice of the Annual Shareholders' Meeting.

BUSINESS

- A Chairman's address and CEO's presentation
- B To receive and consider the annual report of the Company
- C Resolutions

Director re-election

1. To consider and, if thought fit, to pass the following **ordinary resolution**:

"That Patrick Davies be re-elected as a director of the Company."

Auditor remuneration

2. To consider and, if thought fit, to pass the following **ordinary resolution**:

"That the board of directors is authorised to fix the auditor's fees and expenses."

Approval of additional 10% placement capacity

3. To consider and, if thought fit, to pass the following **special resolution**:

"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Resolutions 1 and 2 are ordinary resolutions and, to be passed, require the approval of a majority of the valid votes cast on the resolution by the shareholders entitled to vote and voting on the resolution. Resolution 3 is a special resolution and, to be passed, requires 75% of votes cast by shareholders entitled to vote and voting to be in favour of the resolution. Each of these Resolutions is described in the Explanatory Memorandum.

The Chair will direct that all resolutions will be conducted by a poll and, where validly appointed as a proxy, intends to vote all undirected proxies in favour of each resolution. The directors unanimously recommend that shareholders vote in favour of all resolutions.

Voting exclusion statements

For **Resolution 3** the Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who is expected to participate in, or who will obtain a material benefit as a result of a proposed issue under Listing Rule 7.1A (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

A handwritten signature in black ink, appearing to read "Lauren Frazer".

Lauren Frazer
Company Secretary
21 May 2021

EXPLANATORY MEMORANDUM

INTRODUCTION

The purpose of this Explanatory Memorandum, which forms part of the Notice of Annual Shareholders' Meeting dated 21 May 2021, is to provide shareholders with an explanation of the Resolutions to be proposed and considered at the Annual Shareholders' Meeting on Tuesday 22 June 2021 (**Meeting**) and to allow shareholders to determine how they wish to vote on these Resolutions.

HOW TO ATTEND THE VIRTUAL MEETING AND VOTE

The persons who will be entitled to attend and vote at the Meeting are those persons (or their proxies or representatives) registered as holding Ordinary Shares on Neuren's share register at 2.30 pm AEST on Sunday 20 June 2021.

Attending the Meeting

The meeting can be attended in person or online. To participate online, enter <https://agmlive.link/NEU21> into a web browser on your computer or online device. We recommend logging in to the online platform for the Meeting at least 15 minutes prior to the scheduled start time for the Meeting.

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and

Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Further information on how to participate is set out in the Online Platform Guide, which has been published as an ASX announcement and is available on Neuren's website www.neurenpharma.com.

Asking questions

A discussion will be held on all items to be considered at the Meeting. The Company will endeavour to give all shareholders a reasonable opportunity to ask questions in person or via the virtual Meeting platform, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Voting

Shareholders may vote either at the meeting or by using the online platform (online voting will be open between the commencement of the Meeting and the time at which the Chair announces voting closure), or by appointing a proxy or a representative (in the case of a corporate shareholder).

To appoint a proxy or representative, complete the enclosed Proxy Form and return it to Neuren's share registry, Link Market Services, by facsimile or mail as directed on the Proxy Form, or lodge it on-line at the registry's website (www.linkmarketservices.com.au) in accordance with the instructions given (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the

website). Documents received or lodged later than 2.30 pm AEST on Sunday 20 June 2021 will not be valid for the Meeting.

Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the Meeting may appoint a proxy or representative (in the case of a corporate shareholder) to attend the meeting and vote on their behalf by completing the enclosed Proxy Form. A proxy or representative need not be a shareholder of Neuren. Proxy Forms must be received by Neuren's share registry, Link Market Services Limited, at the address on the enclosed Proxy Form, or be lodged on-line at the registry's website, by 2.30 pm (AEST) on Sunday 20 June 2021. A representative should bring to the Meeting evidence of his or her appointment by the shareholder.

ANNUAL REPORT

The Company is an "e-reporting entity" under the New Zealand Financial Markets Conduct Regulations 2014 (as amended by the Financial Markets Conduct Amendment Regulations 2017) ("Regulations"). In accordance with section 61D of the Regulations, the Company's annual report for the year ended 31 December 2020 is available for viewing and download from the Company's website www.neurenpharma.com. The Company's annual reports for all future accounting periods for which it is an e-reporting entity will be publicly available on that site, as required by regulation 61D. A shareholder may, at any time, request a free copy (as a hard copy or an electronic copy) of the most recent and future annual reports.

The Company's auditor Grant Thornton will be represented at the Meeting. Shareholders will be able to ask questions or discuss matters arising from the annual report at the Meeting. However, it is not the purpose of the Meeting that the annual report be accepted, rejected or modified in any way.

RESOLUTIONS

1: RE-ELECTION OF PATRICK DAVIES AS A DIRECTOR (ORDINARY RESOLUTION)

Listing Rule 14.5 requires that the Company must hold an election of directors at each annual general meeting. Accordingly, Patrick Davies offers himself for re-election at the Meeting.

Patrick joined the Neuren board as a non-executive director in July 2018 and was appointed Chair in May 2020. He has held executive management roles in the Australian and New Zealand healthcare industry for over twenty-five years having performed successfully in senior roles across many industry sectors including pharmacy, primary care, pharmaceutical and consumer products. His experience includes 10 years as CEO of EBOS Group Limited (formerly Symbion), the enterprise value grew from \$450 million to more than \$3.1 billion. He is a director on other corporate boards and provides strategic advice to a range of healthcare businesses and investors.

2: AUDITOR FEES AND EXPENSES (ORDINARY RESOLUTION)

In accordance with section 207S of the New Zealand Companies Act 1993, this resolution seeks authorisation for the board of directors to fix the fees and expenses of the Company's auditor.

3: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY UNDER LISTING RULE 7.1A (SPECIAL RESOLUTION)

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without shareholder approval over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (10% Placement Capacity).

Resolution 3 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by shareholders entitled to vote and voting must be in favour of this resolution in order for it to be passed.

Eligibility

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

The equity securities must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities, being fully paid ordinary shares with equal voting rights (ASX Code: NEU).

Formula

The exact number of equity securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement: (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2; (b) plus the number of partly paid shares that became fully paid in the 12 months; (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; (d) less the number of fully paid shares cancelled in the 12 months. Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this resolution:

a) Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX Trading Days on which trades in that class were recorded immediately before: (i) the date on which the price at which the equity securities

are to be issued is agreed; or (ii) if the equity securities are not issued within 5 ASX Trading Days of the date in paragraph (a)(i) above, the date on which the equity securities are issued.

b) Date of Issue

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following: (i) 12 months after the date of the Meeting; and (ii) the date of approval by shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking); or such longer period if allowed by ASX (10% Placement Capacity Period). Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the Meeting.

c) Permitted reasons for issue

The Company may seek to issue the equity securities for cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.

d) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors such as:

- (i) fund raising options (and their viability) available to the Company at the relevant time;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation of the Company and the urgency of the requirement for funds; and
- (iv) advice from the Company's corporate, financial, legal and broking advisers.

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that any allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.

e) Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any shares under the issue. If this resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing shares would be as shown in the table below. The table shows the dilution of existing shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the number of equity securities the Company will have on issue as at the date of the Meeting. The voting dilution impact is shown where the number of shares on issue (variable A in the formula) changes and the economic dilution is shown where there are changes in the issue price of shares issued under the 10% Placement Capacity. The table includes:

- i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company will have on issue at the date of the Meeting. The number of ordinary securities on issue may increase as a result of issues of ordinary

securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against a market price of \$1.30.

f) Previous approval

The Company previously obtained approval under ASX Listing Rule 7.1A on 29 June 2020. The following information is provided in accordance with ASX Listing Rule 7.3A6, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1A (where an approval under Listing Rule 7.1A has been obtained in the previous 12 month period).

There were no securities issued under the 10% Placement Capacity during the 12 month period commencing 29 June 2020. The shares issued on 6 July 2020, were issued under the Company's 15% placement capacity under Listing Rule 7.1.

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.65	Issue price \$1.30	100% increase in issue price \$2.60
Current Variable 'A' (shares) 114,608,108	10% voting dilution	11,460,811	11,460,811	11,460,811
		shares	shares	shares
	Funds raised	\$7,449,527	\$14,899,054	\$29,798,109
50% increase in current Variable 'A' (shares) 171,912,162	10% voting dilution	17,191,216	17,191,216	17,191,216
		shares	shares	shares
	Funds raised	\$11,174,290	\$22,348,581	\$44,697,162
100% increase in current Variable 'A' (shares) 229,216,216	10% voting dilution	22,921,622	22,921,622	22,921,622
		shares	shares	shares
	Funds raised	\$14,899,054	\$29,798,109	\$59,596,217

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity;
- (ii) No Options are exercised into Shares before the date of the issue of the equity securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting;
- (v) The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (vi) The issue of equity securities under the 10% Placement Capacity consists only of Shares; and
- (vii) The issue price is \$1.30.



pharmaceuticals

Neuren Pharmaceuticals Limited

ARBN 111 496 130

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Neuren Pharmaceuticals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Neuren Pharmaceuticals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company held at 2.30 pm AEST on Tuesday, 22 June 2021 at the Chartered Accountants Australia and New Zealand, Level 18, Bourke Place, 600 Bourke Street, Melbourne, VIC 3000 or by Virtual participation at https://agmlive.link/NEU21 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*

1	Re-Election of Patrick Davies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Auditor Fees and Expenses	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Additional 10% Placement Capacity Under Listing Rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

NEU PRX2101N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. If attending virtually the form must be received at registrars@linkmarketservices.com.au. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:30pm (AEST) on Sunday, 20 June 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Neuren Pharmaceuticals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**