

13 August 2020

Manager of Company Announcements
 Australian Securities Exchange
 Exchange Centre
 Level 3
 20 Bridge Street
 Sydney NSW 2000

Dear Sir/Madam,

Proposed Issue of Securities to Chief Executive Officer

In accordance with Listing Rule 3.10.3, Pharmaxis advises that the directors have resolved to grant performance rights to the Chief Executive Officer under the Company’s employee incentive scheme. The grant requires shareholder approval which will be sought at the annual general meeting of the Company:

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| Class of security | Unlisted zero grant and zero exercise price employee options over Pharmaxis Ltd ordinary shares. |
| Number to be issued | 942,000 |
| Issue price | Nil |
| Exercise price | Nil |
| Vesting | <ol style="list-style-type: none"> 1. At the end of the 2021 financial year the Board will assess achievement of the long term related corporate objectives set by the Board for the 2021 year and lapse Performance Rights to the extent the long term corporate objectives were not achieved. 2. 50% of the remaining performance rights will vest at each of 30 June 2022 and 30 June 2023, provided that Mr Phillips is an employee at these times. |
| Conditions applicable to the shares issued on exercise of Performance Rights | <ol style="list-style-type: none"> 3. Any shares acquired upon exercise of Performance Rights vesting on 30 June 2022 may not be traded until 30 June 2023, and only then with prior approval of the Pharmaxis Board. 4. Any shares acquired upon exercise of Performance Rights vesting on 30 June 2023 may only be traded with prior approval of the Pharmaxis Board. |

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| Shareholder approval | Shareholder approval will be sought at the 2020 Annual Meeting. |
| Purpose of issue | To be issued to the Chief Executive Officer under, and in accordance with, the Pharmaxis employee incentive scheme for the long term reward, incentive and retention of senior managers and other key employees. |
| Issue to class | No |

The Company will lodge the relevant Appendix 3G when required by the Listing Rules of Australian Securities Exchange. Further detail concerning Pharmaxis' use of Performance Rights are set out in the 2020 Directors' Report and Remuneration Report filed with the Australian Securities Exchange on 13 August 2020.

Sincerely,

A handwritten signature in black ink, appearing to be 'D. McGarvey', with a stylized flourish at the end.

David McGarvey
Company Secretary