

Amplia Therapeutics Limited
ACN 165 160 841

Notice of Annual General Meeting
and Explanatory Statement

2024 Annual Report:

<https://www.ampliatx.com/investor-information/reports/annual-reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Memorandum
should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow,
please consult your financial or professional adviser prior to voting.

NOTICE is given that the annual general meeting (AGM) of Amplia Therapeutics Limited (the Company) will be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne Victoria Australia at **10.30am on Friday 23 August 2024.**

ITEMS OF BUSINESS

Item 1. Receipt of the Financial Report for the year ended 31 March 2024

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2024.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 March 2024 be adopted.”

Note: A voting exclusion applies to this Resolution.

Resolution 2 – Re-elect Dr Robert Peach as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Dr Robert Peach, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-elect Ms Jane Bell as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Ms Jane Bell, who retires in accordance with the Constitution of the Company and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”

Resolution 4 – Proposed Issue of Shares to Dr Christopher Burns (Managing Director and Chief Executive Officer)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the issue of 586,321 Shares to Dr Christopher Burns (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

Resolution 5 – Ratify the Previous Issue of 3,500,000 Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 3,500,000 Options in the Company issued on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Note: A voting exclusion applies to this Resolution.

Resolution 6 – Approval for extra 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.”

VOTING EXCLUSIONS

Corporations Act

Resolution	Person excluded or prohibited from voting
Resolutions 1 Remuneration Report	The Company will disregard votes cast by a member of the Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast by such persons as proxy unless the appointment specifies the way the proxy is to vote on the resolution and the vote is not cast on behalf of a person that is prohibited from voting.
Resolutions 4 – Proposed issue of Shares to Dr Chris Burns	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 4 – Proposed Issue of Shares to Dr Christopher Burns	Dr Christopher Burns, his nominees(s), any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution, any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Security Ownership Plan and any of their Associates.
Resolution 5 - Ratify the Previous Issue of 3,500,000 Options	Taycol Nominees Pty Ltd being the party who participated in the issue being approved.

However, the Company need not disregard on the above Resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote as the chair decides; or
- (c) 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 the directions given by the beneficiary to the holder to vote in that way.

Dated the 12th day of July 2024.

By order of the Board
Andrew J. Cooke
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members at 7.00pm on 21 August 2024.

2024 ANNUAL REPORT:

The 2024 Annual Report is available on the Company's Website: www.ampliatx.com and <https://www.ampliatx.com/investor-information/reports/annual-reports>

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the Shares are held by one individual, by that Shareholder;
 - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary. The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your Proxy Form must be received by the Company no later than 48 hours before the time of the Meeting:
 - (i) by **facsimile** : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia) ; or
 - (ii) by **mail** :
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia ; or
 - (iii) **Lodge your vote Online** : www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder's vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

ITEM 1: Financial Report – Year ended 31 March 2024

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, these reports.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the financial year ended 31 March 2024 and the Company's performance generally.

A representative of the Auditor (Grant Thornton) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than **16 August 2024**. All questions must be sent to the Company by email to info@ampliatx.com and may not be sent direct to the Auditor. The Company will then forward all relevant questions to the Auditor.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 1: Remuneration Report

The Directors' Report for the financial year ended 31 March 2024 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company.

Notwithstanding the non-binding nature of the vote, the Directors will take note of the outcome of the vote when considering future remuneration matters.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the relevant remuneration report at two consecutive annual general meetings (with a 25% or more vote 'against' commonly referred to as a "first strike" or "second strike"), the Company will be required to put to Shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called

to consider the election of directors of the company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2023 Annual General Meeting, a "first strike" was **not** recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

RE-ELECTION OF DIRECTORS (Resolutions 2 and 3)

ASX Listing Rules 14.4, 14.5 and the Constitution of the Company

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. This rule does not apply to the managing director.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Under Article 8.1 of the Company's Constitution:

- (c) A director appointed by the Board under rule 8.1(b), who is not a chief executive officer, holds office until the conclusion of the next AGM following his or her appointment.
- (d) No director who is not the chief executive officer may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.
- (f) To the extent that the Listing Rules require an election of directors to be held and no director would otherwise be required (by rules 8.1(c) or 8.1(d)) to submit for election or re-election the director to retire is any director who wishes to retire (whether or not he or she intends to stand for re-election), otherwise it is the director who has been longest in office since their last election or appointment (excluding the chief executive officer). As between directors who were last elected or appointed on the same day, the director to retire must be decided by lot (unless they can agree among themselves).

Out of the current Directors who may be required to retire by rotation, Ms Jane Bell and Dr Robert Peach have held office for the longest period of time since their last election (which occurred at the Company's 2021 AGM on 27 August 2021).

Accordingly, in accordance with Article 8.1 of the Constitution and Listing Rule 14.4, Ms Bell and Dr Peach retire by rotation and, being eligible, offer themselves for re-election as Directors.

RESOLUTION 2: Re-election of Dr Robert Peach (PhD) (Independent Non-Executive Director)

Dr Peach has over 30 years of drug discovery and development experience in the Pharmaceutical and Biotechnology industry. In 2009 he co-founded Receptos, becoming Chief Scientific Officer and raising \$59M in venture capital and \$800M in an IPO and three subsequent follow-on offerings. In August 2015 Receptos was acquired by Celgene for \$7.8B.

Dr Peach held senior executive and scientific positions in other companies including Apoptos, Biogen Idec, IDEC and Bristol-Myers Squibb, supporting in-licensing, acquisition and venture investments. His extensive drug discovery and development experience in autoimmune and inflammatory diseases, and cancer has resulted in multiple drugs entering clinical trials and 3 registered drugs. He currently serves on the Board of Directors of ASX-listed AdAlta Limited (1AD), and Rekovery Therapeutics, a privately held biotechnology company in New Zealand.

Dr Peach also serves on the Scientific Advisory Board of privately held Eclipse Bioinnovations in San Diego and is a consultant for several other biotechnology companies. Dr Peach is the co-author of 75 scientific publications and book chapters, and is an inventor on 17 patents. He was educated at the University of Canterbury and the University of Otago, New Zealand.

Dr Peach was appointed as an Independent Non-Executive Director on the 2nd of September 2015 and is Chair of the Remuneration Committee and a member of the Audit and Risk Committee.

Recommendation

The Directors (other than Dr Peach) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3: Re-election of Ms Jane Bell AM (Bec LLB LLM (Lond) FAICD) (Independent Non-Executive Director)

Ms Bell is a banking and finance lawyer and non-executive director with more than 30 years' experience in leading law firms, financial services and corporate treasury operations gained living in Melbourne, London, Toronto, San Francisco and Brisbane. Ms Bell has been a non-executive director since 2002, serving on 17 boards including public and private hospitals, biotechnology, medical research and funds management boards. Ms Bell currently serves as Deputy Chair of Monash Health, Chair of Mesoblast Limited (ASX:MSB)(Nasdaq:MESO) and Director of Jessie McPherson Private Hospital.

Ms Bell is a former Member of the Administrative Appeals Tribunal and former Chair of Melbourne Health (Royal Melbourne Hospital), Chair of Biomedical Research Vic, Deputy Chair of Westernport Water Corporation, Director of U Ethical Funds Management and its subsidiaries, WorkSafe Victoria, Hudson Institute of Medical Research-Monash Institute of Medical Research-Prince Henry's Institute of Medical Research, Queensland Institute of Medical Research Trust, Australian RedCross (Qld) and Victorian Women's Housing Association. Ms Bell holds a Master of Laws from Kings College, London, Bachelor of Laws from the University of Melbourne, Bachelor of Economics from Monash University and is a Fellow of the Australian Institute of Company Directors.

In 2023, Ms Bell was appointed a Member of the Order of Australia (AM) for her significant service to governance in the medical research, healthcare and not for profit sectors.

Ms Bell was appointed as an Independent Non-Executive Director on 12 April 2021 and is Chair of the Audit and Risk Committee and a member of the Remuneration Committee.

Recommendation

The Directors (other than Ms Bell) recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

4. RESOLUTION 4 – Proposed issue of Shares to Dr Christopher Burns

4.1 Background

Dr Christopher Burns was appointed as Chief Executive Officer on 5 December 2022.

Following a review of remuneration offered to the executive directors of peer group companies, the Remuneration Committee determined an appropriate remuneration package for the Chief Executive Officer. Details of Dr Burns remuneration are set out in section 4.2 iv. of this Notice.

Under his Employment Agreement, Dr Burns is entitled to a bonus incentive of up to 25% of his Total Fixed Remuneration, payable based on his performance against agreed performance milestones. The Board has determined that it is more appropriate at the present time to issue Shares to Dr Burns under the Company's Employee Security Ownership Plan (the **Plan**) in lieu of a cash payment. This serves to incentivise Dr Burns and to increase alignment with shareholders' interests and to maximise Company value whilst also preserving the Company's cash resources. The Shares will form part of Dr Burns' remuneration.

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire shares under an employee incentive scheme without the prior approval of holders of ordinary securities.

Resolution 4 seeks approval under ASX Listing Rule 10.14 to issue a total of 586,321 Shares to Dr Burns (the **Issue**).

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board (excluding Dr Burns) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Shares under ASX Listing Rule 10.14 as contemplated by Resolution 4, but not under Chapter 2E of the Corporations Act.

4.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- i. The Shares are to be issued to Dr Christopher Burns (or his nominee).
- ii. Dr Burns is a related party by virtue of being Managing Director and Chief Executive Officer of the Company which falls within Listing Rule 10.14.1;

- iii. The number of Shares (being the nature of the financial benefit being provided) to be allocated to Dr Burns is 586,321.
- iv. Dr Burns' current Total Fixed Remuneration is \$350,000 per year inclusive of statutory superannuation. Dr Burns may also be eligible to receive Long Term Incentives under the Company's Plan from time to time subject to Board and shareholder approval. In addition Dr Burns will be entitled to a bonus incentive of up to 25% of his Total Fixed Remuneration, which will be payable based on his performance against agreed performance milestones, which may be paid annually in cash or equity and at the Board's discretion and subject to shareholder approval if payable in equity.
- v. The Plan was approved by shareholders at the Company's Annual General Meeting held on 25 August 2022. At that meeting shareholders also approved the issue of 535,000 options to Dr Burns for nil consideration. Those options have an exercise price of \$0.26 and an expiry date of 6 September 2025. In addition, at the Company's Annual General Meeting held on 24 August 2023 shareholders approved the issue of 2,500,000 options to Dr Burns for nil consideration. Those options have an exercise price of \$0.135 and an expiry date of 5 June 2028
- vi. The securities being issued to Dr Burns are fully paid ordinary Shares which are to be issued at a deemed issue price of \$0.062 being the 5 day VWAP of the Company's Shares as at 5 July 2024.
- vii. The Shares will be granted no later than 3 months after the date of the Annual General Meeting however it is anticipated that the Shares will be issued to Dr Burns shortly after the date of this meeting if Resolution 4 is approved by shareholders.
- viii. The Shares will be issued to Dr Burns for nil consideration.
- ix. A summary of the material terms of the Plan is set out in Schedule 1.
- x. No loan will be made to the Dr Burns in respect of the grant of the Shares.
- xi. The Company confirms that:
 - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
 - Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 4 is approved who were not named in the Notice will not participate until approval is obtained under that Rule.
- xii. A voting exclusion statement in relation to Resolution 4 is included in the Notice.

Resolution 4 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 10.14.

If resolution 4 is passed, the Company will be able to proceed with the Issue to Dr Burns which will form part of his remuneration.

If resolution 4 is not passed, the Company will not be able to proceed with the Issue and the Company will instead be required to pay a cash bonus to Dr Burns which will take away the incentive value of the proposed Issue to Dr Burns and potentially diminish the expected alignment with shareholders' interests. If the Company is required to pay a cash bonus to Dr Burns rather than effecting the Issue this will have the effect of depleting the Company's available cash resources.

4.3 Recommendation

The Directors (other than Dr Burns) recommend that Shareholders vote in favour of Resolution 4.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5: Ratify the Allotment of 3,500,000 Options

As announced to the ASX on 15 May 2024 the Company completed a fully underwritten entitlement offer (**Entitlement Offer**) which raised \$4.27m. The Company issued 77,602,838 Shares on 15 May 2024 at \$0.055 per share pursuant to the Entitlement Offer.

Taylor Collison Limited acted as Lead Manager to the Entitlement Offer.

The proceeds from the Entitlement Offer will be used to fund the ongoing Phase 2 ACCENT trial in pancreatic cancer to an Interim Analysis (expected in Q3 2024), as well as undertake production of additional narmafotinib capsules and support a pilot Investigator Initiated trial in ovarian cancer currently in planning.

On 15 May 2024 the Company also issued 3,500,000 options exercisable at \$0.135 with an expiry date of 5 June 2028 to Taycol Nominees Pty Ltd as part of the agreed fee payable to the Lead Manager (the **Issue**). The Issue was made within the Company's placement capacity under ASX Listing Rule 7.1.

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

The Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder/unitholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 5 seeks shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

If Resolution 5 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

RESOLUTION 6 – Approval of Additional 10% Placement Facility

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility to provide the Company with additional flexibility to issue Equity Securities in appropriate circumstances. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (described further below).

ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over the relevant 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, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, allowing the Company to have an additional 10% capacity to issue securities for the relevant period.

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. Amplia Therapeutics Limited is an eligible entity for these purposes.

Resolution 6 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 (**10% Placement Facility**).

If Resolution 6 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 6 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.

Further requirements of Listing Rule 7.1A

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 6 will be 23 August 2025);
- the time and date of the Company's 2025 annual general meeting; or
- the date of the approval by holders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(**"10% Placement Period"**).

Class of Equity Securities issued under ASX Listing Rule 7.1A

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company currently has only one class of quoted Equity Securities on issues being Shares (ASX Code: ATX).

Issue price of Equity Securities issued under ASX Listing Rule 7.1A3

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(the “**Minimum Price**”).

ASX Listing Rule 7.1A4

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 when it issues Equity Securities under ASX Listing Rule 7.1A.

Formula for calculating 10% Placement Facility

At the date of this Notice, the Company has 271,609,233 Shares on issue (“A” in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 3, based on current circumstances 27,160,923 Shares will be permitted to be issued in accordance with Listing Rule 7.1A. The number of Shares that may be issued is calculated in accordance with the following formula:

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

A is the number of fully paid ordinary securities on issue at the commencement of 12 months immediately preceding the date of issue or agreement to issue (the relevant period):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4. This does not include an issue of fully paid shares under the entity’s 15% placement capacity without shareholder approval;

- plus the number of partly paid ordinary securities that became fully paid in the relevant period; and
- less the number of fully paid ordinary securities cancelled in the relevant period.

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 relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4;

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Facility is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

Specific information required by Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 6.

Placement Period

If Shareholder approval is granted for Resolution 6, that approval will expire at the end of the 10% Placement Period as described further above.

Minimum Price

The Equity Securities will be issued at an issue price of not less than the Minimum Price as described further above.

Purpose

The Company may seek to issue the Equity Securities for cash consideration, in order to raise funds for the acquisition of new assets or investments (including expenses associated with such acquisitions), to expedite development of the Company's business and for general working capital.

Dilution

Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- the market price for Equity Securities may be significantly lower on the date of the issue than on the date of the meeting where approval is sought (i.e. the date of this Meeting); and
- the Equity Securities may be issued at a price that is at a discount to the market price on the issue date,

which may have an effect on the amount of funds raised by the issue of Equity Securities under the 10% Placement Facility.

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the market price of Shares (as at close of trade on 4 July 2024 (**Issue Price**)) and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.032 Issue Price at half the current market price	\$0.063 Issue Price at current market price	\$0.126 Issue Price at double the current market price
Current Variable 'A' 271,609,233 Shares	Shares issued	27,160,923	27,160,923	27,160,923
	Funds raised	\$855,569	\$1,711,138	\$3,422,276
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 407,413,850 Shares	Shares issued	40,741,385	40,741,385	40,741,385
	Funds raised	\$1,283,354	\$2,566,707	\$5,133,415
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 543,218,466 Shares	Shares issued	54,321,847	54,321,847	54,321,847
	Funds raised	\$1,711,138	\$3,422,276	\$6,844,553
	Dilution	10%	10%	10%

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval, for example, a pro rata entitlement offer or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Issue Price.

The table above has been prepared on the following additional assumptions:

- the Company issues the maximum number of Shares available under the 10% Placement Facility; and
- the table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

Allocation Policy

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However the allottees could consist of current Shareholders or new investors (or both).

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a range of factors including:

- the purpose of the issue;

- the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including the financial situation and solvency of the Company;
- the ASX Listing Rules and applicable law;
- prevailing market conditions;
- advice from corporate, financial and broking advisers (if applicable).

Prior approval and issues under 7.1A.2

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2023 AGM held on 24 August 2023.

The Company has not issued any Equity Securities in the 12 months preceding this Meeting under Listing Rule 7.1A.2.

Voting exclusion statement

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A2. Accordingly, there is no exclusion statement in respect of Resolution 6.

Recommendation

Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

10% Placement Facility has the meaning given in section 6 of the Explanatory Statement.

10% Placement Period has the meaning given in section 6 of the Explanatory Statement.

A\$ or \$ means the lawful currency of the Commonwealth of Australia.

Auditor means the auditor of the Company, Grant Thornton.

AGM, Annual General Meeting means the annual general meeting of Shareholders, to be held on 23 August 2024 as convened by this Notice of Meeting.

Amplia or the Company means Amplia Therapeutics Limited ACN 165 160 841.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX.

Associate has the meaning given in the ASX Listing Rules.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

Chairman means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or a member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Security has the meaning given in the ASX Listing Rules.

Explanatory Statement means this explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the meaning given in the ASX Listing Rules.

Minimum Price has the meaning given in section 6 of the Explanatory Statement.

Notice of Meeting or **Notice** means the notice of Annual General Meeting which accompanies this Explanatory Statement.

Proxy Form means the proxy form included in this Notice of Meeting.

Resolution means a resolution contained in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share in the Company.

Share Registry means Computershare Investor Services Pty Limited.

Trading Day has the meaning given in the ASX Listing Rules.

For personal use only

Schedule 1 – Summary of the terms of the Employee Security Ownership Plan

The terms of the Company's Employee Security Ownership Plan ("Plan") are summarised below. References in the summary to the "remuneration committee" are to the remuneration committee appointed by the Board and, in the absence of a remuneration committee being appointed at the relevant time, means the Board.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

- (a) provide eligible persons with an additional incentive to work to improve the performance of the Company;
- (b) attract and retain eligible persons essential for the continued growth and development of the Company;
- (c) promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- (d) align the interest of eligible persons and shareholders for the long term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate.

The participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the remuneration committee.

If the Company is listed, the Directors and other related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The number of securities which may be issued under the Plan is #number#. Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have converted, been cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

Loans may be offered to eligible persons to assist in acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and (if the Company is listed) ASX Listing Rules. The Company may permit cashless exercise of options, at the discretion of the remuneration committee.

The remuneration committee is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan and for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules if the Company is listed.

For personal use only

ATX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Wednesday, 21 August 2024.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Amplia Therapeutics Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne VIC 3000 on Friday, 23 August 2024 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 4 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Remuneration Report	☐	☐	☐
Item 2	Re-elect Dr Robert Peach as a Director of the Company	☐	☐	☐
Item 3	Re-elect Ms Jane Bell as a Director of the Company	☐	☐	☐
Item 4	Proposed Issue of Shares to Dr Christopher Burns (Managing Director and Chief Executive Officer)	☐	☐	☐
Item 5	Ratify the Previous Issue of 3,500,000 Options	☐	☐	☐
Item 6	Approval for extra 10% Placement Facility	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

■ A T X

3 1 0 2 3 8 A



Computershare

