

1 July 2020

Market Announcements Office
ASX Limited

Dear Sir / Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

This notice is given by Amplia Therapeutics Limited (ACN 165 160 841) (ASX: ATX) (**Amplia** or the **Company**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by the Australian Securities and Investments Commission (Non-Traditional Rights Issue) Instrument 2016/84 (**Act**).

Amplia has announced an accelerated, pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of three fully paid Amplia ordinary shares (**Shares**) for every five Shares held as at 7.00pm (Melbourne time) on Friday, 3 July 2020 by eligible Amplia shareholders (**Eligible Shareholders**).

The Entitlement Offer shortfall will be fully underwritten by Taylor Collison Limited (**Underwriter**).

The Entitlement Offer is being conducted at an issue price of \$0.10 (10 cents) per new Share to raise approximately \$4.0 million before costs.

Amplia advises that:

1. the Shares to be issued pursuant to the Entitlement Offer will be offered for issue without disclosure under Part 6D.2 of the Act;
2. this notice is being given under section 708AA(2)(f) of the Act;
3. as at the date of this notice, Amplia has complied with:
 - a. the provisions of Chapter 2M of the Act as they apply to Amplia; and
 - b. section 674 of the Act;
4. as at the date of this notice, there is no excluded information of the type referred to in subsections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7)(d) of the Act; and
5. the potential effect that the Entitlement Offer will have on the control of Amplia, and the consequences of that effect, will depend on a number of factors, including investor demand, existing shareholdings, and any pre-commitment and sub-underwriting arrangements entered by the Underwriter with Eligible Shareholders and sub-underwriters. However, given the structure of the Entitlement Offer as a pro-rata issue, the likely effect that the issue of the new Shares will have on the control of the Company can be summarised as follows:
 - (a) if all Eligible Shareholders take up their entitlement for the new Shares under the Entitlement Offer, the Entitlement Offer will have no material effect on the control of the Company;

- (b) to the extent that any Eligible Shareholder does not take up their entitlement for the New Shares under the Entitlement Offer, that Eligible Shareholder's percentage holding in the Company will be diluted;
- (c) to the extent that an Eligible Shareholder takes up their entitlement for new Shares and acquires additional new Shares, that Eligible Shareholder's percentage holding in the Company will increase; and
- (d) to the extent that there are any shortfall Shares remaining following completion of the Entitlement Offer, the Underwriter will be required to subscribe for, or procure subscriptions for, those shortfall Shares pursuant to the Underwriting Agreement it has entered into with the Company.

In the event that no entitlements are taken up under the Entitlement Offer (including by certain Eligible Shareholders who have pre-committed to take up their entitlements), the Underwriter will be required to subscribe for, or procure subscriptions for 39,877,911 new Shares under the Entitlement Offer.

If the Underwriter subscribed for these shortfall Shares alone (without any assistance from sub-underwriters), it would acquire a relevant interest in approximately 37.5% of the capital of the Company following completion of the Entitlement Offer. Given the discounted price of entitlements offered under the Entitlement Offer (compared with the market price of Shares), the facility that enables Eligible Shareholders to apply for new Shares in excess of their entitlements, the pre-commitments obtained from certain Eligible Shareholders and the sub-underwriting commitments obtained from certain institutional investors, this is not expected to occur.

Authorised by,



Andrew J. Cooke
Company Secretary
Amplia Therapeutics Limited

About Amplia Therapeutics Limited

Amplia Therapeutics Limited is an Australian pharmaceutical company advancing a pipeline of Focal Adhesion Kinase (FAK) inhibitors for cancer and fibrosis. FAK is an increasingly important target in the field of cancer immunology and Amplia has a particular development focus in pancreatic and ovarian cancer. FAK also plays a significant role in a number of chronic diseases, such as idiopathic pulmonary fibrosis (IPF).