

# SHARE PURCHASE PLAN (SPP) OFFER BOOKLET



## YOU SHOULD READ THIS BOOKLET IN FULL

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, lawyer, accountant or other professional adviser if you have any questions about your investment in Kazia or about the impact of the transactions described in this Booklet. This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

If you apply for SPP Shares under the SPP, there is a risk that the market price of Kazia Shares may change between the date you apply for SPP Shares and the date when the SPP Shares are issued to you under the SPP. This means there is a risk that Kazia's market price at the time the SPP Shares are issued will be less than the SPP Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact Kazia's Share Registry, Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). Participation in the SPP is only open to holders of fully paid ordinary shares in Kazia at 7.00pm (AEDT) on 13 January 2023 and whose address on the share register is in Australia, New Zealand or United Kingdom. The SPP is also being extended to eligible shareholders of Kazia who are custodians to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions set out in this Booklet.

**This Booklet is not for release or distribution in the United States or, except with the consent of Kazia, elsewhere outside Australia, New Zealand and the United Kingdom.**

## IMPORTANT NOTICE AND DISCLAIMER

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**), which grants relief from the requirement for Kazia to provide prospectus disclosure in relation to the SPP. This Booklet is not a prospectus under Chapter 6D of the Corporations Act.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Kazia Shareholders. Shareholders who are not resident in Australia, New Zealand or the United Kingdom will not be able to participate in the SPP.

This Booklet does not constitute an offer of SPP Shares in any jurisdiction in which it would be unlawful. In particular, this Booklet may not be distributed to any person, and the SPP Shares may not be offered or sold, in any country outside Australia except to the extent permitted below,

### New Zealand

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Kazia at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### United Kingdom

Neither the information in this Booklet nor any other document relating to the offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the SPP Shares.

This Booklet is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the SPP Shares may not be offered or sold in the United Kingdom by means of this Booklet, any accompanying letter or any other document, except in circumstances which do not require the publication of a

prospectus pursuant to section 86(1) FSMA. This Booklet should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the SPP Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to the Company.

In the United Kingdom, this Booklet is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members or creditors of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended, or (ii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Booklet relates is available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this Booklet or any of its contents.

## Important information for holders of Kazia Shares outside Australia, New Zealand and the United Kingdom

This Booklet does not constitute an offer of securities in any place outside Australia, New Zealand or the United Kingdom. In particular, this Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The SPP Shares have not been and will not be registered under the US Securities Act of 1933, as amended, (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The SPP Shares may not be offered, sold, pledged or otherwise transferred, directly or indirectly, in the United States, to any US Person (as defined in Rule 902 under the Securities Act) or to any person acting for the account or benefit of a US Person, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Because of these legal restrictions, you must not send copies of this Booklet or any other material relating to the SPP to any US Person or any person acting for the account or benefit of a US Person, nor any person resident in the United States or elsewhere outside Australia, New Zealand and the United Kingdom.

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### Dear Fellow Shareholder,

On behalf of the Directors, I am pleased to offer you the opportunity to participate in Kazia Therapeutics Limited's (**Kazia**) share purchase plan (**SPP**) which was announced on 16 January 2023.

This SPP is being made available to shareholders on the same terms as the Placement, also announced on 16 January, which raised \$4.5m. New capital from the Placement and SPP will be used to drive Kazia's clinical program toward several critical inflection points, including the final data read out on the paxalisib GBM AGILE study. We are moving rapidly toward these read outs.

As a reminder, we have two world-class oncology drugs in our pipeline – paxalisib and EVT-801. They were invented by two of the most successful companies in the industry (Genentech and Evotec) and entrusted to Kazia on competitive commercial terms due to our team's ability to develop them. We have clinical trials at some of the most premier cancer research centres in the world, with the collaboration of leading global experts in the field. So compelling is the science, that many of these institutions have made substantial in-kind and even financial contributions to the work, and we have benefited from many millions of dollars of competitive grant funding.

In 2022, we presented ten data read-outs at international scientific conferences. Every one of these data read-outs was positive, and several were little short of remarkable. The US FDA awarded two special designations to our lead program, paxalisib.

We await the results of our GBM AGILE trial, which is also expected in 2023 and note that while paxalisib did not graduate to the second stage, as reported in August last year, the study remains ongoing, with all patients continuing on paxalisib or in follow-up, according to the protocol. The paxalisib arm has not been declared futile, nor has it been terminated due to any concern over safety. We are completely blinded to data, which continues to mature on a daily basis as patients proceed through the study. We expect to see first and final data from the study in the second half of 2023, and there is every chance that this data will support a marketing authorisation for paxalisib in glioblastoma.

Indeed paxalisib, our lead asset, has evolved into a 'pipeline in a molecule' with the potential to provide benefit in many potential indications. As well as glioblastoma, brain metastases and diffuse midline gliomas, paxalisib is now also being investigated in primary CNS lymphoma, melanoma, rare childhood brain cancer AT/RT, low grade glioma and breast cancer.

Market need and potential for this asset across several very underserved areas of cancer therapy is clear. Our lead paxalisib indications of childhood brain cancer, glioblastoma, and brain metastases each provide clear paths to commercialisation and we know the steps to take paxalisib forward on its commercialisation pathway.

As of today, we are managing clinical research activity across nine clinical trials in eight countries with a team comprising just eight full-time employees. We run a tight ship and note that 80% of every dollar is invested in R&D.

At the recent Kazia Annual General Meeting of shareholders, we discussed the widely-covered volatility in global markets which affected your company, and most others in the global, listed biotech sector through calendar year 2022. With these conditions in mind, the Kazia Board has deemed it best to conduct a modest raise at this time, confined to existing shareholders, with the intent of minimising dilution while supporting the achievement of the inflection points related to our portfolio.

With substantial catalysts ahead in 2023, we are grateful to have received the support of our major shareholders through the recent Placement, and warmly welcome participation from all eligible shareholders in this Share Purchase Plan.

### About the SPP and Placement

The SPP provides each eligible Kazia shareholder the opportunity to subscribe for up to \$30,000 worth of new, fully paid, ordinary shares in Kazia (**SPP Shares**), without incurring brokerage or other transaction costs.

As announced on 16 January 2023, Kazia announced the successful completion of a two-tranche equity raising of A\$4.5m at an issue price of A\$0.11 comprising:

- i. An A\$2,792,572 unconditional placement of new fully paid ordinary shares (**Unconditional Placement**) and;
- ii. an A\$1,707,428 placement of New Shares, conditional on Kazia shareholder approval for the purposes of ASX Listing Rule 7.1 (**Conditional Placement** and with the Unconditional Placement, the **Placement**),

each made to professional and sophisticated investors. The Placement is not underwritten. The Directors intend to use the proceeds of the Placement and SPP to progress Kazia's clinical trials to deliver critical value inflexion points through CY2023, and for general working capital purposes.

The SPP gives you the opportunity to increase your holding of fully paid ordinary shares in Kazia (Shares) at an issue price consistent with the issue price under the Placement. The issue price of the SPP Shares will A\$0.11 (being the Placement price). The Placement issue price represented a 13% premium to the 15-day volume-weighted average price (VWAP) on the Australian Securities Exchange (ASX) up to and including 11 January 2023 of A\$0.097 and a 19% discount to the closing price on 11 January 2022.

You may apply for a parcel of SPP Shares valued at \$5,000, \$10,000, \$20,000 or \$30,000.

**Directors of Kazia have committed to participate in the Plan.**

Participation in the SPP is optional and open to eligible shareholders, being holders of fully paid ordinary shares in Kazia at 7.00pm (AEDT) on 13 January 2023 (the **Record Date**) and whose address on the share register is in Australia, New Zealand or the United Kingdom. The SPP is also being extended to eligible shareholders who are custodians to participate in the SPP on behalf of certain eligible beneficiaries on the terms and conditions set out in this Booklet.

Your right to participate in the SPP is not transferable.

All SPP Shares will rank equally with existing Shares in Kazia.

The terms and conditions of the SPP and your personalised Application Form are provided in this booklet (**Booklet**). I urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

The SPP opens on 19 January 2023 and is expected to close at 5.00pm (AEDT) on 24 February 2023, although Kazia reserves the right to extend the closing date or close the Offer early. SPP Shares are expected to commence trading on ASX on or around 3 March 2023.

To apply for SPP Shares, you must either:

- make a payment directly via BPAY by visiting the Offer Website at [www.computersharecas.com.au/kza](http://www.computersharecas.com.au/kza) (you do not need to return an Application Form under this option).
- if you are an Eligible Shareholder with a registered address in New Zealand or the United Kingdom and cannot make your payment via BPAY, you can make a payment via EFT. Multiple acceptances must be paid separately. You must quote your unique payment reference as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds

not being allocated to your application and New Shares subsequently not issued.

If you have any questions in relation to how to participate in the SPP, please contact Kazia's Share Registry Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Kazia through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Board, I thank you for your continued support, and invite you to consider participating in the SPP.

Yours sincerely,



**Iain Ross**  
Chairman

**To read more about our current activities, please visit our website at [www.kaziatherapeutics.com](http://www.kaziatherapeutics.com)**

**Shareholders are also very welcome to reach out with questions regarding this Offer, or any of our programs, via [info@kaziatherapeutics.com](mailto:info@kaziatherapeutics.com)**

## A – KEY DATES

<b>Record Date</b> (the date that eligibility to participate in the SPP is determined)	<b>13 January 2023</b>
<b>Opening Date</b>	<b>19 January 2023</b>
<b>Closing Date</b>	<b>24 February 2023</b>
<b>Announce results of SPP</b>	<b>3 March 2023</b>
<b>Issue of SPP Shares</b>	<b>3 March 2023</b>
<b>SPP Shares commence trading on ASX</b>	<b>3 March 2023</b>
<b>Despatch of new holding statements</b>	<b>9 March 2023</b>

This timetable is indicative only and Kazia may, at its discretion, vary any of the above dates by sending a revised timetable to ASX. All times are in AEDT.

Refer to the Glossary in Part D for a description of any capitalised terms that are used but not otherwise defined in this Booklet.

## B – KEY SPP INFORMATION

You should read this section in conjunction with the attached Terms and Conditions of the SPP.

### 1. What is the share purchase plan or SPP?

The SPP is an offer to Eligible Shareholders of Kazia to each subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.

Under the SPP, Eligible Shareholders may each apply for a parcel of SPP Shares valued at \$5,000, \$10,000, \$20,000 or \$30,000.

### 2. Do I have to participate in the SPP?

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, Kazia recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, you do not need to take any action.

If you do not participate in the SPP, you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled under the SPP.

### 3. What is the Issue Price of the SPP Shares?

The issue price of the SPP Shares (Issue Price) will be A\$0.11 (being the Placement price). The Placement price represented a 13% premium to the 15-day volume-weighted average price (VWAP) on the Australian Securities Exchange (ASX) up to and including 11 January 2023 of A\$0.097 and a 19% discount to the closing price on 11 January 2023.

If you apply for SPP Shares under the SPP, there is a risk that the market price of Kazia Shares may change between the date you apply for SPP Shares and the date when the SPP Shares are issued to you under the SPP. This means there is a risk that Kazia's market price at the time the SPP Shares are issued will be less than the SPP Issue Price. By applying for SPP Shares under the SPP, you will be acknowledging and accepting this risk.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.

### 4. Who is eligible to participate in the SPP?

Shareholders who are registered holders of Shares at 7.00pm (AEDT) on 13 January 2023 with a registered address in either Australia, New Zealand or the United Kingdom provided that such Shareholder is not in the United States, nor is a US Person or a person acting for the account or benefit of a US Person (**Eligible Shareholder**).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

### 5. Can my offer under the SPP be transferred to a third party?

No. The offer cannot be transferred.

### 6. How much can I invest under the SPP?

Eligible Shareholders may apply for SPP Shares in parcels valued at \$5,000, \$10,000, \$20,000 or \$30,000. The number of SPP Shares issued to an applicant will be rounded

up to the nearest whole number after dividing the application monies by the Issue Price.

### 7. How do I apply for SPP Shares?

If you wish to participate in the SPP, you need to do one of the following.

#### Option 1: Pay via BPAY®

To pay via BPAY you will need to:

- be an account holder with an Australian financial institution;
- use the personalised reference number shown on your Application Form which is required to identify your shareholding or by visiting the Offer Website at [www.computersharecas.com.au/kza](http://www.computersharecas.com.au/kza); and

**Option 2:** if you are an Eligible Shareholder with a registered address in New Zealand and cannot make your payment via BPAY, you can make a payment via EFT. Multiple acceptances must be paid separately. You must quote your unique payment reference as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

Under either option, please ensure that your payment for the appropriate amount is received by the Registry before the SPP Closing Date of 5.00pm (AEDT) on Friday 24 February 2023. You should take into account the cut-off times your financial institution has to ensure your payment is received in advance of the SPP Closing Date.

You can only make payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions.



If you are paying via BPAY or EFT there is no need to return the Application Form but you will be taken to have made the acknowledgements, representations, statements and certifications that are set out in the Application Form as well as in this Booklet.

**8. What are the key dates for the SPP?**

<b>Record Date</b> (the date that eligibility to participate in the SPP is determined)	<b>13 Jan 2023</b>
<b>Opening Date</b>	<b>19 Jan 2023</b>
<b>Closing Date</b>	<b>24 Feb 2023</b>
<b>Announce Results of SPP</b>	<b>3 Mar 2023</b>
<b>Issue of SPP Shares</b>	<b>3 Mar 2023</b>
<b>SPP Shares commence trading on ASX</b>	<b>3 Mar 2023</b>
<b>Despatch of new holding statements</b>	<b>9 Mar 2023</b>

Kazia reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are in AEDT.

**9. What are the rights attached to SPP Shares issued under the SPP?**

SPP Shares will rank equally with other Shares as at the date of issue.

**10. What do I do if I am a Custodian?**

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to

apply for SPP Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries. If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional **“Custodian Certificate”** that contains further certifications and details (as required under ASIC Instrument 2019/547) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact Kazia’s share registry, Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). Each Custodian must not participate in the SPP on behalf of, and must not distribute this Booklet or any documents relating to this SPP to, any US Person or any person acting for the account or benefit of a US Person nor any other person in the United States.

A custodian will be ineligible to participate in the SPP if their participation would be in breach of ASIC Instrument 2019/547.

**11. Will I receive notification of my issue?**

Yes. Kazia currently intends to issue the SPP Shares on 3 March 2023. The Registry will send you a holding statement on or around 9 March 2023, which will include details of the number of SPP Shares issued to you, your total holding of Shares and the Issue Price of the SPP Shares. However, these dates are indicative only and may be varied by Kazia in its discretion. You can confirm your total holding of Shares by contacting the Registry Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

**12. When can I trade my SPP Shares?**

You can trade your SPP Shares after the Issue Date. You can confirm your total holding of Shares by contacting the Registry Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

**13. Where can I get more information on the SPP?**

If you have any questions in relation to how to participate in the SPP, please contact Kazia’s Registry, Computershare from 8.30am to 5.00pm Monday to Friday (AEDT) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Kazia through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.



### IMPORTANT NOTICE

If you participate in the SPP by completing the Application Form and/or by making a payment by BPAY or EFT (for New Zealand and United Kingdom Shareholders only), you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you complete the Application Form or make a payment by BPAY or EFT, and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the constitution of Kazia.

The Important notice and disclaimer, Key Dates, and Key SPP Information sections of this Booklet form part of these terms and conditions.

## 1 Offer

- 1.1 Kazia Therapeutics Limited (**Kazia**) offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below.
- 1.2 In these terms and conditions, "**SPP**" means the offer in clause 1.1.
- 1.3 The SPP opens on 19 January 2023 and closes at 5.00pm (AEDT) on 24 February 2023 (or such other date as Kazia determines, in its absolute discretion).
- 1.4 If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm (AEDT) on 24 February 2023 (or such other date as Kazia determines, in its absolute discretion).
- 1.5 The SPP is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- 1.6 The SPP to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.7 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.
- 1.8 All references to time are in AEDT unless otherwise indicated.

## 2 Eligible Shareholders

- 2.1 You are eligible to participate in the SPP if you:
  - (a) were registered on the Register as a Shareholder at 7.00pm (AEDT) on 13 January 2023 (**Record Date**);
  - (b) have a registered address in either Australia, New Zealand or the United Kingdom at that time; and
  - (c) are not in the United States, a US Person or a person acting for the account or benefit of a US Person.
- 2.2 The SPP is also extended to Eligible Shareholders who are Custodians, in accordance with clauses 3.2 and 4.5 below.
- 2.3 The SPP is not made to Shareholders with a registered address outside of Australia, New Zealand or the United Kingdom.
- 2.4 If you are the only registered holder of a holding of SPP Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of SPP Shares of up to \$30,000.

### **3 Joint Holders/Custodians**

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- 3.2 Subject to these terms and conditions. Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.
- 3.3 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of SPP Shares of up to A\$30,000 for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for SPP Shares is set out in **Clause 9.1(k)**.
- 3.4 Directors and employees of Kazia who hold Shares may be Eligible Shareholders.

### **4 Applications for SPP Shares**

- 4.1 Eligible Shareholders may apply for SPP Shares to the value of \$5,000, \$10,000, \$20,000 or \$30,000. Eligible Shareholders may not apply for SPP Shares with a value of more than \$30,000.
- 4.2 No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- 4.3 Eligible Shareholders who wish to apply for SPP Shares must either make a payment for the appropriate amount via BPAY or EFT in accordance with the instructions on the Application Form so that it is received prior to 5.00pm (AEDT) on 24 February 2023.
- 4.4 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- 4.5 If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a Custodian Certificate that contains further certifications and details (required under the terms of ASIC Instrument 2019/547) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- 4.6 Kazia and its officers and agents may accept or reject your application for SPP Shares in whole or in part at their discretion including, without limitation, if:
  - (a) your application does not comply with these terms and conditions;
  - (b) it appears you are not an Eligible Shareholder;
  - (c) your BPAY or EFT payment is not received by the Registry by the Closing Date;
  - (d) your Application Form is incomplete or incorrectly completed or is otherwise determined by Kazia to be invalid;
  - (e) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is for a value of shares other than \$5,000, \$10,000, \$20,000 or \$30,000;
  - (f) payment of the application monies is not submitted in Australian; or
  - (g) the amount of your BPAY or EFT payment is not equal to the amount of your application. If this occurs, Kazia will:
    - (i) refund in full your application monies and not allot any SPP Shares to you; or
    - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.

- 4.7 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by direct credit to your nominated account (as recorded on the Register) or cheque.
- 4.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY or EFT.
- 4.9 If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiary, you must also complete and submit a Custodian Certificate<sup>1</sup> that contains further certifications and details (required under the terms of the ASIC Instrument) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

## **5 Issue Price**

- 5.1 The Issue Price per SPP Share will be A\$0.11 (being the Placement price).
- 5.2 The current Share price can be obtained from the ASX at [www.asx.com.au](http://www.asx.com.au).
- 5.3 You should note that the price of Kazia's shares may rise or fall between the date of this SPP and the date when new shares are issued to you under the SPP. This means that the price you pay per new share pursuant to this SPP may be either higher or lower than the Kazia's share price at the time of the SPP or at the time the new shares are issued to you under the SPP.
- 5.4 By applying for SPP Shares, you agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 6.1.

## **6 Number of SPP Shares to be issued**

- 6.1 If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Kazia will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of SPP Shares which will be issued to you.
- 6.2 If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.
- 6.3 Kazia will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of Shares under any other applications, would contravene any law, the Corporations Act, the listing rules of the ASX or ASIC Instrument 2019/547.

## **7 Issue**

- 7.1 SPP Shares will be issued on the Issue Date.
- 7.2 SPP Shares will rank equally with existing Shares as at the Issue Date.
- 7.3 Kazia will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on the ASX on or around 3 March 2023.
- 7.4 The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around 9 March 2023.

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1. ASIC RG 133.85.

## **8 Acknowledgements**

8.1 By completing an Application Form via BPAY or EFT, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your application is only effective when received by Kazia and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for SPP Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (g) acknowledge that Kazia and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Issue Price per SPP Share up to the maximum of:
  - (i) the value you have selected on the Application Form; or
  - (ii) the maximum value of your BPAY or EFT payment;
- (i) acknowledge and agree that:
  - (i) you are not in the United States and are not a US Person or a person acting for the account or benefit of a US Person;
  - (ii) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold without registration under the Securities Act or unless the SPP Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and the securities laws of any state or any other jurisdiction in the United States;
  - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States, a US Person or a person acting for the account or benefit of a US Person nor to any person located in any other country outside Australia, New Zealand and the United Kingdom;
  - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, or is acting for the benefit or account of, a person in the United States or a US Person; and
  - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia, New Zealand or such other country as Kazia may consent in compliance with applicable laws, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia, New Zealand and such other country as Kazia may consent in compliance with applicable laws;

- (j) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
  - (ii) the total of the application price for the following does not exceed \$30,000:
    - (A) the SPP Shares the subject of the application;
    - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
    - (C) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
    - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (k) if you are a Custodian and are applying for SPP Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (as that term is defined in ASIC Instrument 2019/547);
  - (ii) you hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by Section 766E of the Corporations Act or includes a condition requiring the holder to comply with the requirements of ASIC class order 13/763 or is exempt from the requirement to hold an Australian financial services licence as described in the ASIC Instrument).
  - (iii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
  - (iv) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
  - (v) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with clause 4.5; and
  - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (m) agree to be bound by the constitution of Kazia (as amended and as it may be amended from time to time in the future);
- (n) acknowledge that none of Kazia, its officers, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) acknowledge that Kazia may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (p) authorise Kazia, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

**9 ASIC relief**

- 9.1 This offer of SPP Shares under the SPP is made in accordance with ASIC Instrument 2019/547, which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain requirements.
- 9.2 Kazia has, prior to the release of this Booklet, given a notice to ASX that complies with the requirements of ASIC Instrument 2019/547.

**10 Dispute resolution**

- 10.1 Kazia may settle, in any manner it determines, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 10.2 The powers of Kazia under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

**11 Variation and termination**

- 11.1 Kazia reserves the right at any time to:
- (a) amend or vary these terms and conditions;
  - (b) waive strict compliance with any provision of these terms and conditions;
  - (c) withdraw the SPP or suspend or terminate the SPP;
  - (d) vary the timetable for the SPP, including the Closing Date; and
  - (e) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries).
- 11.2 In the event that the SPP is withdrawn or terminated all application monies will be refunded. No interest will be paid on any money returned to you.

**12 Privacy policy**

- 12.1 Kazia values your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Kazia and the Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.
- 12.2 Kazia and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

- 12.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers), technology providers and professional advisers, related entities of Kazia and its agents and contractors, as well as ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas where such personal information may not receive the same level of protection as under Australian law.
- 12.4 Computershare Investor Services Pty Limited's privacy policy is available on their website: [www.computershare.com/au](http://www.computershare.com/au).

### **13 Unites States**

- 13.1 Participation in the SPP is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the SPP, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 13.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Kazia's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold, pledged or otherwise transferred, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 13.3 Provided the legal restrictions summarised above, you must not send copies of any materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY OR EFT or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **14 Underwriting**

- 14.1 The SPP is not underwritten.

### **15 Governing law and inconsistencies**

- 15.1 These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP, will be determined by the courts of New South Wales. By accepting the SPP, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of Kazia. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.



## D – GLOSSARY

The following definitions apply throughout this Booklet unless the context requires otherwise.

<b>AEDT</b>	Australian Eastern Daylight Time.
<b>Application Form</b>	your personalised application form enclosed with this Booklet.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASIC Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547
<b>ASX</b>	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
<b>Beneficiary</b>	a person on whose behalf a Custodian is holding Shares at 7.00pm (AEDT) on 13 January 2023.
<b>Closing Date</b>	5:00pm (AEDT) on 24 February 2023 (or such other date as Kazia determines, in its absolute discretion).
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Custodian</b>	a custodian as defined in section 4 of ASIC Instrument 2019/547.
<b>Custodian Certificate</b>	a certificate complying with section 8(2) of ASIC Instrument 2019/547.
<b>Director</b>	a director of Kazia.
<b>Eligible Beneficiary</b>	a Beneficiary of a Custodian with a registered address in Australia, New Zealand, the United Kingdom or such other country as Kazia may consent in compliance with applicable laws, provided that such Beneficiary is not in the United States, a US Person or a person acting for the account or benefit of a US Person.
<b>Eligible Shareholder</b>	a Shareholder who is a registered holder of Shares at 7.00pm (AEDT) on 13 January 2023 with a registered address in either Australia, New Zealand or the United Kingdom, provided that such Shareholder is not in the United States, a US Person or a person acting for the account or benefit of a US Person.
<b>Issue Date</b>	3 March 2023 (or such other date as Kazia determines, in its absolute discretion).
<b>Issue Price</b>	the price per SPP Share as determined under clause 5 of the terms and conditions of the SPP.
<b>Kazia or the Company</b>	Kazia Therapeutics Limited ABN 37 063 259 754.
<b>Offer Period</b>	the period commencing on the Opening Date and ending on the Closing Date.
<b>Opening Date</b>	19 January 2023
<b>Placement</b>	the placement of fully paid ordinary shares by Kazia to institutional and professional investors, raising \$4.5 million, announced on 16 January 2023.
<b>Placement Shares</b>	Shares issued under the Placement.
<b>Record Date</b>	7.00pm (AEDT) on 13 January 2023.
<b>Register</b>	the register of Shareholders.
<b>Registry</b>	Computershare Investor Services Pty Limited ABN 48 078 279 277.
<b>Securities Act</b>	U.S. Securities Act of 1933, as amended.
<b>Share</b>	a fully paid ordinary share in Kazia.
<b>Shareholder</b>	a registered holder of Shares.
<b>SPP</b>	the share purchase plan offer made to Eligible Shareholders under this Booklet, as described in clause 1.1 of the terms and conditions of the SPP.
<b>SPP Shares</b>	new Shares to be offered to Eligible Shareholders under the SPP.
<b>US Person</b>	has the meaning given in Rule 902 under the Securities Act.
<b>US Securities Act</b>	<i>US Securities Act of 1933.</i>

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**Company**

**Kazia Therapeutics Limited (ASX:KZA)**

**ABN 37 063 259 754**

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300 Barangaroo Avenue

Sydney, NSW, 2000, Australia

**[www.kaziatherapeutics.com](http://www.kaziatherapeutics.com)**

**Registry**

**Computershare Investor Services Pty Limited**

Level 4, 60 Carrington Street

Sydney, NSW 2000 Australia

**Company Secretary**

**Ms Kate Hill**

**+61 (0) 437 376 171**



ASX: KZA

