

ASX RELEASE

16 April 2024

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

This notice is given by Amplia Therapeutics Limited (ASX: ATX) ACN 165 160 841 (**Amplia** or the **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Act**).

Amplia has announced a pro rata, non-accelerated, non-renounceable entitlement offer (**Entitlement Offer**) of two fully paid Amplia ordinary shares (**Shares**) for every five Shares held by eligible Amplia shareholders with a registered address in Australia or New Zealand (or as otherwise determined by the Company) as at 7.00pm (Adelaide time) on Friday, 19 April 2024.

The Entitlement Offer is being conducted at an issue price of \$0.055 per Share (**Offer Price**) to raise approximately \$4.27 million (before costs). A total of approximately 77,602,558 Shares will be issued under the Entitlement Offer.

The Entitlement Offer is being lead managed and fully underwritten by Taylor Collison Limited ACN 008 172 450 (**Lead Manager**).

Amplia gives notice 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. sections 674 and 674A of the Act;
4. as at the date of this notice, there is no excluded information of the type referred to in sections 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. under the Entitlement Offer, the Company will offer approximately 77,602,558 Shares, which, if the maximum number of Shares is issued (noting that the Entitlement Offer is fully underwritten), would result in the total Share capital of the Company upon the completion of the Entitlement Offer increasing to up to approximately 271,608,342 Shares. A summary of the potential control impacts of the Entitlement Offer on Amplia is set out below.

Effect on the control of Amplia

The potential effect that the issue of the new Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand, the take up of new Shares under the Entitlement Offer, the level of discount of Shares offered under the Entitlement Offer and the underwriting and sub-underwriting arrangements entered into by the Company and the Lead Manager.

Given the structure of the Entitlement Offer as a fully underwritten, 'two-for-five' pro-rata issue where shareholders are permitted to subscribe for additional Shares in excess of their entitlement up to an additional 100% of their Entitlement, 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:

- takes up their entitlement for new Shares under the Entitlement Offer and applies for additional new Shares, that eligible shareholder's percentage holding in the Company will increase;
 - does not take up their entitlement for new Shares under the Entitlement Offer, that eligible shareholder's percentage holding in the Company will be diluted;
- (c) to the extent that there are any shortfall Shares following completion of the Entitlement Offer, the Underwriter (and sub-underwriters) will acquire those new Shares pursuant to the underwriting arrangements discussed below.

Ineligible shareholders (being those shareholders with a registered address outside Australia and New Zealand, or as otherwise determined by the Company) will not be able to subscribe for Shares and will have their percentage shareholding in the Company diluted.

Underwriting and sub-underwriting arrangements

The Entitlement Offer is fully underwritten by the Lead Manager pursuant to an underwriting agreement entered into between the Lead Manager and the Company dated 16 April 2024. The Lead Manager is not a related party of the Company for the purposes of the ASX Listing Rules and Corporations Act and has no current holding in the Company's Shares at the date of this Notice.

The Company understands that the Lead Manager has entered into sub-underwriting commitments in respect of its obligations to underwrite the Entitlement Offer. One of the sub-underwriters is a related party, being Dr Robert Peach.

Given the fact that the Entitlement Offer is fully underwritten, and taking into account the 'two-for-five' offer ratio, the shortfall facility where shareholders are permitted to subscribe for an uncapped number of Shares in excess of their entitlement and the sub-underwriting commitments obtained from certain institutional investors, no person is expected to hold more than 19.9% of the Company's issued Shares on completion of the Entitlement Offer.

This ASX announcement was approved and authorised for release by the Board of Amplia Therapeutics.

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For Further Information

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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 cancer and Amplia has a particular development focus in fibrotic tumours such as pancreatic and ovarian cancers. FAK also plays a significant role in a number of chronic diseases, such as idiopathic pulmonary fibrosis (IPF) and the Company is also developing its FAK inhibitors in these indications.

IMPORTANT INFORMATION

This announcement has been prepared for publication in Australia and may not be released to U.S. wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the U.S. Securities Act and applicable U.S. state securities laws.