



*Not for release to US wire services or distribution in the United States*

## ASX ANNOUNCEMENT

### ACW's \$3.9m entitlement offer opens – letters distributed to shareholders

**Sydney, 15 May 2024.** Actinogen Medical ASX: ACW (“ACW” or “the Company”) is pleased to announce that its \$3.9 million non-renounceable pro-rata rights issue offer (entitlement offer or offer) to eligible shareholders opens today.

Letters to eligible and ineligible shareholders are being distributed by email or post today.<sup>1</sup> Sample letters are attached to this announcement, and **the letter to eligible shareholders contains detailed instructions on how to obtain a copy of the prospectus and subscribe for shares under the offer** using a personalized Entitlement and Acceptance Form.

#### Eligible shareholders

The closing date for the offer is **5pm AEST Wednesday, 29 May 2024**.

To recap, the entitlement offer to eligible shareholders is to:

- acquire 1 new share for every 15 shares held at the record date (10 May 2024) at an issue price of 2.5 cents per new share,
- receive for no additional payment 1 new option for every 2 new shares issued under the entitlement offer (with an exercise price of 5 cents per new option and an expiry date of 31 May 2027), and
- apply for any number of additional shares (and corresponding new options) (top up offer) if a shareholder subscribes for their full pro rata entitlement initially<sup>2</sup>

(together, the offers) to raise a maximum of approximately \$3.9 million (before costs).

Funds raised will be applied to progressing the XanaMIA trial in patients with mild-moderate Alzheimer's disease beyond the interim results in the first 100 patients, expected in mid-2025 and for general working capital.

#### Dr Steven Gourlay, Actinogen's CEO commented:

“The entitlement offer proceeds will be used to fund the on-going XanaMIA phase 2b trial in patients with Alzheimer's disease past its interim analysis mid next year. The trial has a high likelihood of success, based on its promising clinical safety profile and the positive efficacy findings in three prior placebo-controlled trials.

<sup>1</sup> Distribution method depends on shareholder preference recorded with ACW's share registrar Automic. To change from post to email for future distributions, contact Automic: <https://investor.automic.com.au>

<sup>2</sup> To be allocated at the discretion of the Board of Directors

As an easy-to-use, oral medication Xanamem has the potential to revolutionise the treatment of Alzheimer's disease."

A Prospectus in relation to the offers was lodged with the ASX and ASIC on Tuesday, 7 May 2024 and is available to view on Actinogen's website at <https://actinogen.com.au>, as well as the ASX website.

Actinogen will **not** be printing / dispatching hard copies of the Prospectus or Entitlement and Acceptance Forms, except in response to a specific request by a shareholder.

Instead, an electronic copy of the Prospectus and a shareholder's personalized Entitlement and Acceptance Form is accessible by a shareholder using their Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from their latest Holding Statement (and the shareholder's postcode) at the following link: <https://investor.actinogen.com.au>

Shareholders should read the Prospectus in full prior to making an application under the offers. Any application under the offers must be completed by making payment in accordance with the personalized payment instructions on a shareholder's Entitlement and Acceptance Form and in the Prospectus. Acceptance of the offers should be made using this online service.

### **Ineligible shareholders**

Shareholders with registered addresses outside Australia and New Zealand (or in certain cases, Singapore and the US), are not eligible to participate in the offer unless certain exemptions apply, as detailed in the Prospectus. No action is required by ineligible shareholders on receipt of their letter.

**ENDS**

### **Investors**

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### ***Announcement authorised by the Board of Directors of Actinogen Medical***

#### **About Actinogen Medical**

Actinogen Medical (ACW) is an ASX-listed, biotechnology company developing a novel therapy for neurological and neuropsychiatric diseases associated with dysregulated brain cortisol. There is a strong association between cortisol and detrimental changes in the brain, affecting cognitive function, harm to brain cells and long-term cognitive health.

Cognitive function means how a person understands, remembers and thinks clearly. Cognitive functions include memory, attention, reasoning, awareness and decision-making.

Actinogen is currently developing its lead compound, Xanamem, as a promising new therapy for Alzheimer's Disease and Depression and hopes to study Fragile X Syndrome and other neurological and psychiatric diseases in the future. Reducing cortisol inside brain cells could have a positive impact in these and many other diseases. The cognitive dysfunction, behavioural abnormalities, and neuropsychological burden associated with these conditions is debilitating for patients, and there is a substantial unmet medical need for new and improved treatments.

## Current Clinical Trials

The **XanaCIDD Phase 2a cognition & depression trial** is a double-blind, six-week proof-of-concept, placebo-controlled, parallel group design trial in 167 patients. Participants are evenly randomized to receive Xanamem 10 mg once daily or placebo, in some cases in addition to their existing antidepressant therapy, and effects on cognition and depression are assessed.

The **XanaMIA Phase 2b Alzheimer's disease trial** is a double-blind, 36-week treatment, placebo-controlled, parallel group design trial in 220 patients with mild to moderate AD and progressive disease, determined by clinical criteria and confirmed by an elevated level of the pTau181 protein biomarker in blood. Patients receive Xanamem 10 mg or placebo, once daily, and effects on cognition, function and progression of Alzheimer's disease are assessed. Thus, Xanamem is being assessed in this trial for its potential effects as a both a cognitive enhancer and a disease course modifier.

## About Xanamem

Xanamem's novel mechanism of action is to block the production of cortisol inside cells through the inhibition of the 11 $\beta$ -HSD1 enzyme in the brain. Xanamem is designed to get into the brain after it is absorbed in the intestines upon swallowing.

Chronically elevated cortisol is associated with cognitive decline in Alzheimer's Disease and excess cortisol is known to be toxic to brain cells. Cognitive impairment is also a feature in Depression and many other diseases. Cortisol itself is also associated with depressive symptoms and when targeted via other mechanisms has shown some promise in prior clinical trials.

The Company has studied 11 $\beta$ -HSD1 inhibition by Xanamem in more than 300 volunteers and patients, so far finding a statistically significant improvement in working memory and attention, compared with placebo, in healthy, older volunteers in two consecutive trials and clinically significant improvements in functional and cognitive ability in patients with biomarker-positive mild AD. Previously, high levels of target engagement in the brain with doses as low as 5 mg daily have been demonstrated in a human PET imaging study. A series of Phase 2 studies in multiple diseases is being conducted to further confirm and characterize Xanamem's therapeutic potential.

Xanamem is an investigational product and is not approved for use outside of a clinical trial by the FDA or by any global regulatory authority. Xanamem<sup>®</sup> is a trademark of Actinogen Medical.

## Disclaimer

This announcement and attachments may contain certain "forward-looking statements" that are not historical facts; are based on subjective estimates, assumptions and qualifications; and relate to circumstances and events that have not taken place and may not take place. Such forward looking statements should be considered "at-risk statements" - not to be relied upon as they are subject to known and unknown risks, uncertainties and other factors (such as significant business, economic and competitive uncertainties / contingencies and regulatory and clinical development risks, future outcomes and uncertainties) that may lead to actual results being materially different from any forward looking statement or the performance expressed or implied by such forward looking statements. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Actinogen Medical does not undertake any obligation to revise such statements to reflect events or any change in circumstances arising after the date hereof, or to reflect the occurrence of or non-occurrence of any future events. Past performance is not a reliable indicator of future performance. Actinogen Medical does not make any guarantee, representation or warranty as to the likelihood of achievement or reasonableness of any forward-looking statements and there can be no assurance or guarantee that any forward-looking statements will be realised.

**ACTINOGEN MEDICAL ENCOURAGES ALL CURRENT INVESTORS TO GO PAPERLESS BY REGISTERING THEIR DETAILS WITH THE DESIGNATED REGISTRY SERVICE PROVIDER, AUTOMIC GROUP.**

**This announcement has been prepared for publication in Australia and may not be released to US 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 US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.**



## Not for release to US wire services or distribution in the United States

15 May 2024

Dear shareholder

### Notice regarding Actinogen's non-renounceable pro-rata Entitlement Offer

On Friday, 3 May 2024, **Actinogen Medical Limited (Actinogen)** announced to the Australian Securities Exchange (**ASX**) a non-renounceable pro-rata rights issue offer (**Entitlement Offer**) to eligible shareholders to:

- acquire **1 New Share for every 15 Shares** held by shareholders at the Record Date (10 May 2024) at an issue price of 2.5 cents (\$0.025) per New Share (**Entitlement**),
- receive for no additional payment **1 New Option** (with an exercise price of 5 cents (\$0.05) and an expiry date of 31 May 2027) for every 2 New Shares issued to you under the Entitlement Offer, and
- the right to apply for Additional Shares (and corresponding New Options) (**Top Up Offer**) if you subscribe for your full pro rata Entitlement initially,

(together, the **Offers**) to raise a maximum of approximately \$3.9 million (before costs). The Directors have also reserved the right to place any Shortfall (being the aggregate amount, if any, for which eligible shareholders do not subscribe under the Offers), and corresponding New Options, to qualifying investors for a period of three months after the Close of the Offer.

A Prospectus in relation to the Offers was lodged with the ASX and ASIC on Tuesday, 7 May 2024 and is available to view on Actinogen's website at <https://actinogen.com.au>, as well as the ASX website. All other announcements in relation to the Offer are also available on the Actinogen and ASX websites.

Details of how to obtain a copy of the Prospectus, together with your personalised Entitlement and Acceptance Form, appear in the table below. Shareholders with registered addresses outside Australia and New Zealand (or in certain cases by invitation only, Singapore and the US), are not eligible to participate in the Offer unless certain exemptions apply, as detailed in the Prospectus.

Actinogen will **not** be printing / dispatching hard copies of the Prospectus or Entitlement and Acceptance Forms, except in response to a specific request by a Shareholder (please refer below).

**Instead, an electronic copy of the Prospectus and your personalised Entitlement and Acceptance Form is accessible by you (using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) from your latest Holding Statement (and your postcode) at the following link: <https://investor.automic.com.au>**

Shareholders should read the Prospectus in full prior to making an application under the Offers. Your application under the Offers must be completed by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form and in the Prospectus. Your acceptance of the Offers should be made using this online service.

**To download your Entitlement and Acceptance Form, you have the following three choices:**

<b>I already have an online account with the Automic Share registry</b>	<b>I don't have an online account with Automic – but wish to register for one</b>	<b>I don't have an online account with Automic – but want to use Automic for this Offer only</b>
<p><a href="https://investor.automic.com.au">https://investor.automic.com.au</a></p> <p>Select: “Existing Users Sign In”</p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p>	<p><a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></p> <p>Select: Actinogen Medical Limited from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box “I am not a robot”, then Next</p> <p>Complete prompts</p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p>	<p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> <p>Select: Actinogen Medical Limited from the dropdown list in the ISSUER field</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement)</p> <p>Enter Postcode (Aust only) or Country of Residence (if not Australia)</p> <p>Tick box “I am not a robot”, then Access</p> <p>Once you have successfully signed in, click on “Documents and Statements”</p> <p>Download the Prospectus and Entitlement and Acceptance Form</p>

**If you are unable to access <https://investor.automic.com.au> online**, you can obtain a copy of the Prospectus and your Entitlement and Acceptance Form – initially by calling Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) or by emailing [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au) and asking them to mail a paper copy of the Prospectus and your Entitlement and Acceptance Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request.

To accept an Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For shareholders unable to make payment via Bpay, please follow the instructions on the Entitlement and Acceptance Form to make payment via Electronic Funds Transfer (EFT).

**The Offer closes at 5:00 pm (AEST) on Wednesday, 29 May 2024.**

**The current timetable for the Offer is as follows:**

<b>Event</b>	<b>Date</b>
Announcement of Offer	Friday 3 May 2024
Prospectus lodged with ASX and ASIC and announced to ASX	Tuesday 7 May 2024
Shares commence quotation on an 'ex' basis ('ex' date)	Thursday 9 May 2024
Record Date to determine entitlements under Offer	Friday 10 May 2024
Entitlement and Acceptance Forms despatched to Eligible Shareholders and announced to the ASX	Wednesday 15 May 2024
Offer opens	Wednesday 15 May 2024
Offer closes	5.00pm (AEST) Wednesday 29 May 2024
Shares commence quotation on a deferred settlement basis	Thursday 30 May 2024
ASX notified of results of Offer and of any under-subscriptions (i.e. shortfall)	Wednesday 5 June 2024
Allotment and issue of New Shares and New Options under Offer	Wednesday 5 June 2024
Expected normal trading of New Shares commences	Thursday 6 June 2024

These dates are indicative only and subject to change. Actinogen reserves the right, subject to the Corporations Act and the ASX Listing Rules, to change any date including to extend the closing date of the Offer, to close the Offer early, to accept late acceptances either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the closing date will have a consequential effect on the issue date of new shares.

Funds raised from the Offer (after payment of expenses in connection with the Offer) will be applied to progress the XanaMIA phase 2b trial in patients with mild-moderate Alzheimer's Disease through to interim analysis in or around mid-2025, together with payment of other expenses and working capital.

**If you have any questions about the Offer, please contact:**

- Peter Webse, Actinogen's Company Secretary at [pwebse@governancecorp.com.au](mailto:pwebse@governancecorp.com.au), or
- Michael Roberts Actinogen's Head of Investor Relations at [michael.roberts@actinogen.com.au](mailto:michael.roberts@actinogen.com.au).

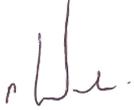
**For any other registry related matters, contact Actinogen's share registrar, Automic Registry Services as follows:**

Email: [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)

Address: Level 5/126 Phillip St, Sydney NSW 2000

Phone: **1300 288 664 (within Australia)**, or **+61 2 9698 5414 (international)** between 8:30 am and 7.00 pm (AEST) Monday to Friday.

Yours faithfully



**Peter Webse**  
Company Secretary

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15 May 2024

Dear Shareholder

### Ineligible Shareholders - Actinogen Medical Limited Entitlement Offers

This letter is to inform you that according to our records, under the terms of the Offers (described below) you are an ineligible shareholder and therefore not eligible to subscribe for New Shares (and New Options) under the Offers. Accordingly, the Company is not extending the Offers to you and this letter is not an offer to issue New Shares or Entitlements to you, nor an invitation for you to apply for New Shares (and New Options).

**You are not required to do anything in response to this letter.**

### Background

On 3 May 2024, the Company announced that it is undertaking a non-renounceable pro-rata entitlement offer of 1 New Share for every 15 Shares held at the Record Date of 7.00pm (AEST) on 10 May 2024 (**Record Date**), at an Issue Price of \$0.025 (2.5 cents)<sup>1</sup> per New Share (**Entitlement**), together with 1 Option for every 2 New Shares issued under the offer (**Entitlement Offer**). The Entitlement Offer is to raise up to approximately \$3.88 million (before costs). The maximum raise is calculated on the basis that no more than approximately 155 million New Shares will be issued pursuant to the Entitlement Offer. The Entitlement Offer is not underwritten.

Shareholders who subscribe for their full Entitlement will also be able to subscribe for Additional Shares at the same price and will also be issued 1 New Option for every 2 Additional Share issued to them (**Top-Up Offer**). The Company will not be applying to list the New Options on the ASX as an additional quoted class of securities in the Company.

The Directors have reserved the right for up to 3 months after the close of the Entitlement Offers to place any shortfall under the Entitlement Offers (if any) (**Shortfall**) at a price no less than the Issue Price (**Shortfall Offer**).

The Entitlement Offer and Shortfall Offer are being made pursuant to a prospectus dated 7 May 2024 issued in accordance Section 713 of the Corporations Act (**Prospectus**). A copy of the above announcement, together with further details of the Offers, are available on the Company's website at <https://actinogen.com.au> and also on the ASX Announcement Platform. A copy of the Prospectus has been lodged with the Australian Securities and Investments Commission (**ASIC**) and the ASX and is available for viewing on the ASIC website, the ASX website and the Company's website.

<sup>1</sup> Unless stated otherwise, all financial data is quoted in Australian dollars

Restrictions apply regarding eligibility to participate in the Offer. As permitted by law, the Company has decided, pursuant to ASX Listing Rule 7.7.1(a) and section 9A(3)(a) of the Corporations Act, that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand (retail and wholesale shareholders) or in certain cases by invitation only, Singapore and the US, as at the Record Date (namely 10 May 2024), having regard to:

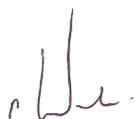
- (a) the relatively small number of Shareholders with addresses in such other countries as a proportion of total Shareholders in the Company;
- (b) the relatively small number and value of the Shares those Shareholders would be offered under the Offer; and
- (c) the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

**Accordingly, the Offers will not be made to shareholders resident in the jurisdiction in which your shareholding is registered.**

If you have any questions, please call the Company's share registry, Automic Registry Services, on +61 2 9698 5414 between 8:30am and 7:00pm Australian Eastern Standard Time.

For other questions, you should contact your stockbroker, accountant, taxation advisor, financial advisor or other professional advisor.

Yours faithfully



Peter Webse  
Company Secretary