

# Notice of general meeting

## Imugene Limited ACN 009 179 551

Notice is given that a general meeting of Imugene Limited (Company) will be held at:

Location	Offices of Whittens & McKeough, Level 29, 201 Elizabeth Street, Sydney NSW 2000		
Date	Monday, 9 July 2018		
Time	9:45 am (AEST)		
	Registration from 9:30 am		

## **Special Business**

# Resolution ${\bf 1}$ – Approval of allotment and issue of Shares and attaching Options under a Placement

To consider, and if in favour, pass the following resolution as an ordinary resolution:

1 'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 444,444,460 Shares and 148,148,160 attaching Options under a Placement as detailed in the Explanatory Memorandum.'

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Resolution 2 - Ratification of previous issue of Shares to Sophisticated Investors

To consider, and if in favour, pass the following resolution as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and issue of 372,222,223 fully paid ordinary shares at an issue price of \$0.018 per share issued under a placement to Sophisticated Investors as detailed in the Explanatory Memorandum.'

#### **Voting Exclusion**

The Company will disregard any votes cast on this resolution by any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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### Resolution 3 – Ratification of previous issue of Options to Sophisticated Investors

To consider, and if in favour, pass the following resolution as an ordinary resolution:

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous issue of 186,111,117 options exercisable at \$0.026 on or before 30 November 2020 issued under a placement to Sophisticated Investors as detailed in the Explanatory Memorandum.'

### **Voting Exclusion**

The Company will disregard any votes cast on this resolution by any person or their associates who participated in the issue of securities described in the Explanatory Memorandum.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

If the Chairman is appointed as a proxy for a person who is permitted to vote on the above resolutions, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of each resolution.

Dated: 7 June 2018

By order of the Board

**Phillip Hains** 

**Company Secretary** 

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#### **Notes**

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, a member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form by 9:45 am (AEST) on Saturday, 7 July 2018.
- (e) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 *Corporations Regulations 2001* (Cth) that for the purpose of voting at the meeting or adjourned meeting, Shares are taken to be held by those persons recorded in the Company's register of shareholders as at 7.00pm (AEST) on Saturday, 7 July 2018.
- (g) If you have any queries on how to cast your votes then call the Company's registered office on +61 3 9824 5254 during business hours.

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# Explanatory memorandum

## Imugene Limited ACN 009 179 551

# Resolution 1 - Approval of allotment and issue of Shares and attaching Options under a Placement

- As announced to the ASX on 7 June 2018, the Company is currently undertaking a capital raising of \$12 million by way of a placement of approximately 444,444,445 ordinary shares (**Placement Shares**) and 1 attaching option for every 3 Placement Shares issued (**Placement Options**) to sophisticated and professional investors (**Sophisticated Investors**) at an issue price of \$0.027 per Share (**Placement**).
- As announced to the ASX on 7 June 2018, the Placement is taking place together with a 1 for 9.5 non-renounceable pro rata rights issue of new Shares, and 1 Option for every 3 new Shares issued, at a price of \$0.027 per new Share (together, the **Equity Raising**).
- The placement is expected to complete on or about 13 July 2018, but is subject to shareholder approval.
- 4 The proceeds raised as a result of the Equity Raising are anticipated to be used for:
  - (a) the acquisition of Ohio State University Comprehensive Cancer Centre's (**OSU**) and Mayo B-Cell Peptide IP and Clinical Portfolio (as announced by the Company on 7 June 2018);
  - (b) acceleration of combined Imugene pipeline of HER2, PD-1 and combinations of B- cell vaccine clinical programs;
  - (c) completion of Phase 2 Trial for OSU/Mayo Clinic HER-2 Vaccine;
  - (d) adaptive study for PD-1 vaccine candidate;
  - (e) two new vaccine candidates through IND enabling studies;
  - (f) R&D programs at OSU to advance four additional vaccine candidates;
  - (g) GMP manufacturing and GLP-preclinical tox/SP for clinical candidates; and
  - (h) general working capital.
- The purpose of resolution 1 is for shareholders to approve, under ASX Listing Rule 7.1 and for all other purposes, the issue of the Placement Shares and attaching Placement Options.
- ASX Listing Rule 7.1 prevents the Company from issuing more than 15% of its issued capital without shareholder approval. The allotment and issue of the Placement Shares and Placement Options (if made without shareholder approval) would exceed the 15% threshold. Resolution 1 therefore proposes the approval of the allotment and issue of the Placement Shares and Placement Options for the purpose of satisfying the requirements of ASX Listing Rule 7.1.
- 7 The Company has agreed to issue the Placement Shares and Placement Options conditional upon the necessary approvals being obtained from shareholders. This means that if resolution 1:



- (a) is passed, the Placement Shares and Placement Options will be issued with approval pursuant to ASX Listing Rule 7.1; and
- (b) is not passed, the Company reserves its ability to issue the Placement Shares and Placement Options without approval up to the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A.
- Further details regarding the proposed issue of the Placement Shares and Placement Options are set out below.

Placement Shares and Placement Options					
Maximum number of securities to be issued	Up to 444,444,460 fully paid ordinary Placement Shares Up to 148,148,160 attaching Placement Options				
Expected date of issue	13 July 2018 but in any event no later than three months from the date of this meeting.				
Issue price	\$0.027 per Placement Share \$Nil per Placement Option				
Terms of issue	The Placement Shares will rank equally with all existing Shares on issue.  The Placement Options will be issued on the terms set out in the Annexure, which includes the following:  (a) Issue price - nil;  (b) Exercise Price - \$0.040;  (c) Expiry Date - 30 November 2021; and  (d) the Company will apply to ASX for official quotation of the New Options.				
Allottees	The Placement Shares and Placement Options will be issued through a private placement to Sophisticated Investors				
Intended use of funds raised	Proceeds of the issue of Placement Shares will be used to for:  (a) the acquisition of OSU and Mayo B-Cell Peptide IP and Clinical Portfolio;  (b) the acceleration of combined Imugene Pipeline clinical programs;  (c) completion of Phase 2 Trial for OSU/Mayo Clinic HER-2 Vaccine;  (d) adaptive study for PD-1 vaccine candidate;  (e) two new vaccine candidates through IND enabling studies;  (f) R&D programs at OSU to advance four additional vaccine candidates;  (g) GMP manufacturing and GLP-preclinical tox/SP for clinical candidates; and  (h) general working capital.  No funds will be raised from the issue as the Placement Options as they are being issued as part of the Placement on the basis of 1 attaching Placement Option for every 3 Placement Share issued.				

## **Directors' recommendation**

9 The Directors unanimously recommend you vote in favour of this resolution.



# Resolution 2 - Ratification of previous issue of Shares to Sophisticated Investors

- Resolution 2 seeks shareholder approval under ASX Listing Rule 7.4 (and for all other purposes) for the issue of the 372,222,223 fully paid ordinary shares to Sophisticated Investors through a private placement which completed on 6 December 2017 at an issue price of \$0.018 per Share.
- ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A) limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- Resolution 2 proposes the ratification and approval of the allotment and issue of 372,222,223 Shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 13 Details of the issue are set out below:

Shares					
Issue date	6 December 2017				
Number of securities	372,222,223 fully paid ordinary Shares				
Issue price	\$0.018 per Share				
Terms of issue	The Shares rank equally with all existing Shares on issue				
Allottees	The Shares were issued through a private placement to Sophisticated Investors (being clients of Bell Potter Securities Limited and Aurenda Partners Pty Ltd)				
Use of funds raised	Proceeds of the issue will be used for:  (a) completion of a HER-Vaxx Phase 1b/2 clinical trial;  (b) completion of at least two investigator sponsored and/or collaborative studies;  (c) identifying and developing mimotope candidates;;  (d) securing mimotope intellectual property; and  (e) provide working capital to meet the Company's operating needs.				

If resolution 2 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

### **Directors' recommendation**

15 The Directors unanimously recommend you vote in favour of this resolution.

### Resolution 3 - Ratification of previous issue of Options to Sophisticated Investors

Resolution 3 seeks shareholder approval under ASX Listing Rule 7.4 (and for all other purposes) for the issue of the 186,111,117 Options to Sophisticated Investors on 22 December 2017 through a private placement. The options are exercisable at \$0.026 per option on or before 30 November 2020. The options were issued as part of the placement the subject of resolution 2 on the basis of 1 attaching Option for every 2 Shares issued.



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- 17 ASX Listing Rule 7.1 (in combination with ASX Listing Rule 7.1A)
  limits the Company from issuing more than 25% of its issued capital without shareholder approval. Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing the Company's 15% capacity, enabling it to issue further securities up to that limit. Listing Rule 7.4 can also be utilised to refresh the Company's 10% capacity under Listing Rule 7.1A.
- 18 Resolution 3 proposes the ratification and approval of the allotment and issue of 186,111,117 Options for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 19 Details of the issue are set out below:

Options				
Issue date	22 December 2017			
Number of securities	186,111,117 Options to acquire fully paid ordinary shares in the Company			
Issue price	Nil			
Terms of issue	The Options are exercisable at \$0.026 per option on or before 30 November 2020.  Upon exercise of the Options to fully paid ordinary shares, the Shares			
	will rank equally with existing quoted fully paid ordinary Shares on issue.			
Allottees	The Options were issued through a private placement to Sophisticated Investors (being clients of Bell Potter Securities Limited and Aurenda Partners Pty Ltd)			
Use of funds raised	No funds will be raised from the issue as the Options were issued as part of a share placement on the basis of 1 attaching Option for every 2 Share issued.			

If resolution 3 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

### **Directors' recommendation**

21 The Directors unanimously recommend you vote in favour of this resolution.



# Glossary

# Imugene Limited ACN 009 179 551

ASIC	means the Australian Securities and Investments Commission.			
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).			
Board	means the board of directors of the Company.			
Company	means Imugene Limited ACN 009 179 551.			
Corporations Act	means the Corporations Act 2001 (Cth).			
Corporations Regulations	means the Corporations Regulations 2001 (Cth).			
Directors	means the directors of the Company.			
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.			
General Meeting	means the Company's general meeting the subject of this Notice of Meeting.			
Listing Rules	means the listing rules of ASX.			
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.			
Options	means options to acquire Shares.			
Placement	means the proposed placement of Placement Shares and Placement Options.			
Placement Shares	means up to 444,444,460 Shares the subject of resolution 1.			
Placement Options	means up to 148,148,160 Options the subject of resolution 1.			
Shares	means the existing fully paid ordinary shares in the Company.			
Shareholder	means a person who is the registered holder of Shares.			
Sophisticated Investors	means sophisticated and professional investors as those terms are defined in the Corporations Act.			



# Annexure

Placement Option terms

Eligibility	Placement Options to be issued to Sophisticated Investors who have					
	subscribed for Placement Shares.					
Grant of Placement Options	To be issued on the basis of 1 Placement Option for every 3 Placement Shares issued.					
Exercise of Placement Options	Each Placement Option is exercisable immediately on issue. The Placement Options may be exercised at any time before their expiry date, wholly or in part, by delivering a duly completed form of notice of exercise together with a cheque for the exercise price. Imagene will issue one Share for each Placement Option exercised.					
	Holders of Placement Options may only exercise a minimum of \$500 of Placement Options on any particular occasion, unless the Holder has, in total, less than \$500 of Placement Options, in which case they must exercise all their Placement Options at the same time.					
	The exercise of each Placement Option is subject to compliance with the Corporations Act (in particular, the requirements of Chapter 6 of the Corporations Act).					
Terms of Shares issued	Any Shares issued as a result of exercising a Placement Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.					
Quotation of Shares issued	Application for official quotation of Shares allotted and issued as a result of the exercise of the Placement Options will be made within three Business Days from the date of issue of the Shares.					
Expiration of Placement Options	Each Placement Option will expire on 30 November 2021.					
Issue price of Placement Options	No issue price is payable for the Placement Options as they are issued together with any application for Placement Shares.					
Exercise price of Placement Options	\$0.040 upon exercise to acquire each Share.					
Option register	Placement Options will be registered in the name of a Shareholder in an option register maintained by the share registry. The share registry will issue holding statements that evidence the number of Placement Options held by the Shareholder. No option certificates will be issued.					
Reconstruction of capital	If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of Imugene:					
	<ul> <li>(a) the number of Placement Options or the exercise price of the Placement Options or both will be adjusted as specified in Listing Rule 7.22 as it applies at the time of the reorganisation; and</li> <li>(b) in all other respects the terms for the exercise of the Placement</li> </ul>					
	Options will remain unchanged.					
No adjustment for pro rata issue of Shares	There will be no adjustment to the terms of the Placement Options if there is a pro rata issue of Shares.					



Adjustment for issue of bonus shares	If there is a bonus issue of Shares, the number of Shares issued upon exercise of the Placement Options will be adjusted as specified in Listing Rule 6.22.3.				
New issues of Shares	The Placement Options do not confer a right to participate in new issues of Shares unless the Placement Options have been exercised on or before the record date for determining entitlements to the issue.				
Notice of adjustments	Imugene will give written notice to the Placement Option holder of any adjustment of the exercise price of the Placement Options and any increase or decrease in the number of Placement Options.				
Dividend rights	While they remain unexercised, the Placement Options will not give a holder an entitlement to receive any dividends declared and paid by Imugene for Shares.				
Applicable law	Each Placement Option is issued subject to:  (a) the Corporations Act;  (b) the Listing Rules; and  (c) the Company's constitution.				
Quotation	The Company will apply to ASX for official quotation of the Placement Options.				



[Name/Address 1]

[Name/Address 2]

[Name/Address 3]

[Name/Address 4]

[Name/Address 5]

[Name/Address 6]

# **GM Registration Card**

If you are attending the meeting in person, please bring this with you for Securityholder registration.



**Holder Number:** 

[HolderNumber]



# **Vote by Proxy: IMU**

Your proxy voting instruction must be received by **9.45am (AEST) on Saturday, 7 July, 2018,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### **SUBMIT YOUR PROXY VOTE ONLINE**

# Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ It's Quick and Secure: provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- Receive Vote Confirmation: instant confirmation that your yote has been processed. It also allows you to amend your yote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

### **VOTING UNDER STEP 1- APPOINTING A PROXY**

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### **DEFAULT TO THE CHAIRMAN OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

#### **VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding**: Where the holding is in more than one name, all of the Shareholders should sian.

**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 Proxy Votina Form when you return it.

**Companies**: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

	Return your co	ompleted form:		Contact us	– All enquiries to Automic:		
		<b>EMAIL</b> hello@automic.com.au			WEBCHAT https://automic.com.au/		
CONTACT		BY MAIL Automic Registry Services PO Box 2226 Strawberry Hills NSW 2012  IN PERSON Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010		@	EMAIL hello@automic.com.au  PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)		
STEP 1: Please appoint a Proxy	I/We being a Share offices of Whittens Appoint the Chai Chairman of the M corporate you are person is named, t relevant laws as th The Chair intends	s & McKeough, Level 29, 201 Eli irman of the Meeting (Chair) eeting as your proxy, please wr appointing as your proxy or fai the Chair, or the Chair's nomined e proxy sees fit and at any adjou to vote undirected proxies in fa	ite at the General Meeting of izabeth Street, Sydney NSW OR if you are not appoint ite the name of the person oiling the person so named or e, to vote in accordance with rnment thereof.	Imugene Limite 2000 hereby: ng the body f, if no the following o	d, to be held at <b>9.45am (AEST) or</b>	been given, ar	nd subject to th
tion	Resolutions				For	Against	Abstain
oting Direction	1. Approval (	of allotment and issue of Shares	and attaching Options under c	ı Placement			
STEP 2: YourV	Please note: If you m	on of previous issue of Options to Bark the abstain box for a particular Re Computing the required majority on a po	vsolution, you are directing your p.	roxy not to vote o	n that Resolution on a show of hands or	on a poll and you	ır votes will
		OF SHAREHOLDERS — or Securityholder 1	THIS MUST BE COM Securityholder 2	PLETED	Securityholder 3		□
Sign	Sole Director an	d Sole Company Secretary	Director		Director / Company Secre	taru	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Email Address \_

[BARCODE]
HolderNumber]
IMD