

15 September 2023

Dear Shareholder,

**Recce Pharmaceuticals Ltd - Notification to ineligible shareholders of Entitlement Offer**

On 11 September 2023 Recce Pharmaceuticals Ltd ACN 124 849 065 (ASX:RCE) (**Company**) announced a non-renounceable pro-rata entitlement offer of one (1) fully paid ordinary share in the Company (**Offer Share**) for every twenty six (26) shares held at 7.00 pm (Sydney time) on Thursday, 14 September 2023 (**Record Date**) by shareholders with a registered address in Australia or New Zealand, at an offer price of \$0.44 (44 cents) per Offer Share to raise approximately \$3.0 million (before costs) (**Entitlement Offer**).

The Entitlement Offer is being made without a prospectus in accordance with section 708AA of the *Corporations Act 2001* (Cth).

The net proceeds of the Entitlement Offer are intended to be used to permit the Company to deliver multiple Phase I/II clinical trials, geographical expansion and for general working capital purposes.

**Entitlement Offer**

The Entitlement Offer is being made to Eligible Shareholders who will be able to take up their Entitlement as well as apply for additional Offer Shares. Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those who:

- (a) are registered as the holder of shares in the Company as at 7.00 pm (Sydney time) on the Record Date;
- (b) have a registered address on the share register of the Company in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

The Company has determined that it would be unreasonable to extend the Entitlement Offer to Shareholders with registered addresses outside Australia and New Zealand (**Ineligible Shareholders**), having regard to:

- (a) the small number of Shareholders with registered addresses outside Australia and New Zealand;
- (b) the number and value of the Offer Shares which would be offered to Ineligible Shareholders; and
- (c) the cost of complying with the legal requirements and requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, the Entitlement Offer will not be made to Ineligible Shareholders.



ASX: RCE, FSE: R9Q

Head Office: Level 23, 180 George St, Salesforce Tower, SYDNEY NSW 2000 T +61 (02) 9256 2505

R&D Centre - Perth: Suite 10, 3 Brodie Hall Drive, Technology Park, BENTLEY WA 6102 T +61 (8) 9362 9860

Washington Office: 1717 Pennsylvania Avenue NW, Suite 1025, WASHINGTON DC 20006 USA

### **No right to participate**

Unfortunately, the Company has determined that you do not qualify as an Eligible Shareholder. Accordingly, the Company wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for Offer Shares under the Entitlement Offer.

The purpose of this letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for Offer Shares under the Entitlement Offer. This letter constitutes the notice that the Company is required to give each Ineligible Shareholder under ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the *Corporations Act 2001* (Cth).

This letter is not an offer to issue entitlements or Offer Shares to you and is not an invitation for you to apply for entitlements in Offer Shares.

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

On behalf of the Board and management of Recce Pharmaceuticals Ltd, we thank you for your continued support of the Company.

Yours faithfully,

**James Graham**  
Managing Director and Chief Executive Officer  
Recce Pharmaceuticals Ltd

### **NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

This letter is issued by Recce Pharmaceuticals Ltd. This letter is not a prospectus or offer document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Recce Pharmaceuticals Ltd in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of Recce Pharmaceuticals Ltd shares. No action has been, or will be, taken to register any offer or otherwise permit a public offering of securities outside Australia and New Zealand. This letter may not be released or distributed in the United States.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The entitlements and the Offer Shares offered in the Entitlement Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up by persons in the United States and the Offer Shares may not be offered or sold in the United States, unless they have been registered under the U.S. Securities Act or are offered or sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares to be offered and sold in the Entitlement Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.



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