

ASX Announcement

SHARE PURCHASE PLAN OPENS – LETTER AND SPP OFFER BOOKLET

Sydney Australia, 10 July 2024: Recce Pharmaceuticals Ltd (**ASX:RCE, FSE:R9Q**), (**Recce** or the **Company**), the company developing a New Class of Synthetic Anti-Infectives, is pleased to report that the share purchase plan (**SPP**) announced on 2 July 2024 is now open.

Eligible shareholders, being holders of fully paid ordinary shares in the Company (**Shares**) as at 7:00pm (AEST) on Monday, 1 July 2024 with a registered address in Australia or New Zealand (**Eligible Shareholders**), will today be sent a letter (**SPP Access Letter**) (or, for Eligible Shareholders who have elected to receive documents from the Company electronically, an email) containing instructions on how to view and download a copy of the SPP Offer Booklet and their personalised application form online and apply for Shares under the SPP.

The SPP is expected to close at 5:00pm (AEST) on Wednesday, 31 July 2024 unless extended or closed earlier at the discretion of the Company.

A copy of the SPP Access Letter, the SPP Offer Booklet and a sample application form have been attached to this release.

This announcement has been approved for release by Recce Pharmaceuticals Ltd Board.



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

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10 July 2024

Dear Shareholder,

LETTER TO ELIGIBLE SHAREHOLDERS OF SHARE PURCHASE PLAN

Recce Pharmaceuticals Ltd ACN 124 849 065 (**Recce** or the **Company**) is pleased to offer you the opportunity to subscribe for fully paid ordinary shares in the Company (**Shares**) pursuant to its share purchase plan (**SPP**) to raise up to \$2 million (**Offer**) on the terms and conditions contained in the Share Purchase Plan Offer Booklet (**SPP Offer Booklet**) and application form (**Application Form**) as announced on 2 July 2024. This letter is to notify you that the SPP is now open and contains information on how to access the SPP Offer Booklet and personalised Application Form.

Participation under the SPP is optional and is available exclusively to Recce shareholders who are registered as holders of Shares as at 7:00pm Australian Eastern Standard Time (AEST) on 1 July 2024 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Under the SPP, Eligible Shareholders will have the opportunity to purchase Shares up to the value of \$30,000 at an issue price of \$0.45 per Share, irrespective of the size of their shareholding in Recce, without incurring brokerage or transaction costs. The SPP allows Eligible Shareholders to purchase Shares at the same price as the Company's recent share placement to institutional and sophisticated investors announced on 2 July 2024, which raised \$8 million (before costs).

The SPP Offer opens today being 10 July 2024 and is expected to close at 5:00pm (AEST) on Wednesday, 31 July 2024 (**Closing Date**) unless extended or closed earlier at the discretion of the Company. If you wish to apply for Shares under the SPP, all payments in accordance with the options set out in your Application Form must be received by the Company's share registry, Automic, by the Closing Date.



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The Company reserves the right to determine the aggregate amount it raises through the SPP. Recce may (in its absolute discretion) in a situation where total demand exceeds \$2.0 million, decide to increase the amount to be raised under the SPP to reduce or eliminate the need for scale back; and/or undertake a scale back of applications to the extent and in the manner it sees fit. There is no guarantee that Eligible Shareholders will receive all the Shares they apply for under the SPP.

The SPP Offer Booklet has been lodged with the ASX. A copy of the SPP Offer Booklet can be accessed on the ASX website (ASX:RCE), Recce's website at <https://www.recce.com.au/company-announcements/>, or via the Automic website by following the instructions below.

To access the SPP Offer Booklet and your personalised Application Form you have the following 3 options:

<p>I already have an online account with the Automic</p>	<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form. Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>
<p>I don't have an online account with Automic – but wish to register for one</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select Recce Pharmaceuticals Ltd from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next. Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form. Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>
<p>I don't have an online account with Automic – but want to use</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select Recce Pharmaceuticals Ltd from the dropdown list in the ISSUER field.</p>

Automic for the SPP only	<p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next. Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form.</p> <p>Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>
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If you are unable to access <https://investor.automic.com.au> online, you can obtain paper copies of the SPP Offer Booklet and Application Form – initially by calling Automic Group on 1300 101 297 or emailing corporate.actions@automicgroup.com.au and asking them to mail a paper copy of these 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. Please note that there may be delays in delivery of the SPP Offer Booklet and personalised Application Forms by post. Therefore, Eligible Shareholders are encouraged to access the SPP Offer Booklet and personalised Application Form online using Automic's online facility.

To accept the SPP Offer, you will need to make payment via BPAY® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your Application Form to make payment via Electronic Funds Transfer (EFT). Eligible Shareholders are encouraged to read the SPP Offer Booklet in full prior to making an application under the SPP.

Indicative Timetable

Item	Date
Record Date for SPP	7:00pm (AEST), Monday, 1 July 2024
Announcement Date of SPP	Tuesday, 2 July 2024
SPP Offer Booklet made available to Eligible Shareholders and SPP offer open date	Wednesday, 10 July 2024
Closing Date for SPP	5:00pm (AEST), Wednesday, 31 July 2024
Announcement of results of SPP	Monday, 5 August 2024

Issue of new Shares under the SPP	Tuesday, 6 August 2024
Quotation on ASX of Shares under the SPP	Wednesday, 7 August 2024

These dates are indicative only. Recce may vary the dates and times of the SPP without notice.

If you have any questions about the SPP, how to make an application or in relation to the SPP more generally, please contact your accountant, financial adviser, stockbroker, lawyer or other professional adviser or Recce's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am – 7:00pm (AEST) Monday to Friday (excluding public holidays) or via email at corporate.actions@automicgroup.com.au.

Thank you for your continued support of Recce.

Yours faithfully,
Maggie Niewidok
Company Secretary
Recce Pharmaceuticals Ltd

Recce Pharmaceuticals Ltd

ACN 124 849 065

Share Purchase Plan

Including the Terms and Conditions

Opening date: 10 July 2024

This is an important document and should be read carefully and in its entirety.

This Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder (as defined in this document).

If you are in any doubt about the action you should take or the contents of this document, please seek independent advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser without delay.

The contents of this document have not been reviewed by any regulatory authority.

An investment in Recce's shares should be regarded as a speculative investment.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Chairman's Letter

10 July 2024

Dear Shareholder,

Invitation to participate in Share Purchase Plan

On 2 July 2024, Recce Pharmaceuticals Ltd (ACN 124 849 065) (**Recce**) announced that it had received firm commitments from institutional and sophisticated investors for a placement of 17.8 million fully paid ordinary shares in the Recce (**Shares**) at an issue price of \$0.45 per Share, to raise A\$8.0 million (before costs) (**Placement**).

The Shares issued under the Placement were issued on 9 July 2024 utilising Recce's placement capacity pursuant to ASX Listing Rule 7.1.

In order to provide Eligible Shareholders (as defined below) with the ability to participate in Recce's capital raising activities, Recce is pleased to provide details of a Share Purchase Plan (**SPP**).

Under the SPP, Eligible Shareholders will have the opportunity to purchase Shares up to the value of \$30,000 at the same issue price as the Placement (\$0.45 per Share), irrespective of the size of their shareholding in the Recce, without incurring brokerage or transaction costs.

The offer under the SPP (**Offer**) is intending to raise a maximum of \$2.0 million on the terms and conditions contained in this document (**Terms and Conditions**). Recce may elect to accept oversubscriptions or alternatively close the Offer early and/or scale back applications at its absolute discretion.

Shareholders eligible to participate in the SPP

Participation under the SPP is optional and is available exclusively to Recce shareholders who are registered as holders of Shares as at 7:00pm Australian Eastern Standard Time (**AEST**) on 1 July 2024 (**Record Date**) and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The SPP entitles Eligible Shareholders to purchase Shares up to the value of \$30,000 at an issue price of \$0.45 per Share (**Price**) being the same issue price as the Shares offered under the Placement.

The Price represents a discount of 19.73% to \$0.5606 (being the volume weighted average price (**VWAP**) of the Shares over the last five trading days on which sales in the Shares were recorded before the day on which the SPP was announced, being 2 July 2024.

While Recce intends to raise \$2.0 million under the SPP, it reserves the right to accept oversubscriptions at its absolute discretion, subject to shareholder demand and compliance with the ASX Listing Rules. In accordance with the ASX Listing Rules, the maximum number of Shares that can be issued under a share purchase plan is that amount equal to 30% of Recce's existing issued share capital. Accordingly, as at the date of this document the maximum number of Shares which may be issued under this SPP is approximately 66.5 million.

In addition, depending on applications received, Recce may, in its absolute discretion, undertake a scale back so that not more than \$2.0 million is raised under the SPP. Scale back decisions are made by Recce's board of directors and are final.

An application form for the SPP (**Application Form**) are available online at <https://investor.automic.com.au>. To download your Application Form you have the following 3 choices:

I already have an online account with the Automic	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for the SPP only
<p>https://investor.automic.com.au</p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form. Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>	<p>https://investor.automic.com.au/#/signup</p> <p>Select Recce Pharmaceuticals Ltd from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next. Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form. Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>	<p>https://investor.automic.com.au/#/loginsah</p> <p>Select Recce Pharmaceuticals Ltd from the dropdown list in the ISSUER field.</p> <p>Enter you holder number SRN / HIN (from your latest Holding Statement). Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then Next. Complete prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Terms and Conditions and Application Form.</p> <p>Submit your payment using the payment details provided on your Application Form.</p> <p>Do not return your Application Form.</p>

The SPP Application Form does **not** need to be returned to Recce if you are submitting payment according to the above instructions.

Current activities

Details of Recce's current activities are set out in Recce's announcements to the ASX and are available from the ASX platform (ASX:RCE), or Recce's website at www.recce.com.au.

Use of funds

Funds raised under the SPP will be used for the following activities:

- Clinical Trials (significant, unmet medical needs):
 - Phase III registrational topical clinical trial in Indonesia;
 - Phase II UTI/Urosepsis clinical trials;
 - Phase II Acute Bacterial Skin and Skin Structure Infections (ABSSSI),
- Activities enabling Investigational New Drug application to FDA; and
- General working capital (operational costs delivering above) and Offer costs.

Post the SPP, Recce expects to have pro forma cash liquidity (before Offer costs) of approximately A\$18.5 million. In addition, Recce anticipates additional non-dilutive capital of \$8.7 million through US Department of Defense (~\$3.3 million) in Q3 CY2024 and R&D Advance (\$5.4 million) in Q1 CY2025 providing Recce with a total cash runway of \$27.2 million to fund Recce through to FY2026.

Recce will be fully funded through to FY2026 to fund significant clinical trials in Australia, covering intravenous and topical treatments for UTI/Urosepsis and ABSSSI including Diabetic Foot Infections (DFI); as well as US Department of Defence Burn Wound Program, Continued development of pre-clinical portfolio, Manufacturing expansion and provides necessary capital to see Indonesian clinical trials for topical treatments through to commercialisation.

The above is a statement of current intentions as at the date of this document. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. Recce's board of directors reserves the right to alter the way funds are applied on this basis and in its absolute discretion.

How much can you invest?

Eligible Shareholders may each apply for Shares to a maximum value of \$30,000 and to a minimum value of \$2,000 under the SPP.

How to accept the Offer

To apply for Shares under the SPP, please follow the instructions on your personalised Application Form (**Application**), which is accessible online at <https://investor.automic.com.au>. Payment must be made directly via BPAY® or EFT for Eligible Shareholders ensuring to use the unique reference number provided on your personalised Application Form.

Eligible Shareholders may participate by selecting only one of the following options to purchase Shares under the SPP:

	Total amount payable	Number of Shares that may be purchased
Offer A	\$30,000	66,666
Offer B	\$25,000	55,555
Offer C	\$20,000	44,444
Offer D	\$15,000	33,333
Offer E	\$10,000	22,222
Offer F	\$5,000	11,111
Offer G	\$2,000	4,444

The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have selected by the Price, rounded down.

All payments in accordance with the options set out in your Application Form (**Application**) must be received by 5:00pm (AEST) on the Closing Date of 31 July 2024. If the exact amount of money is not tendered with your Application, Recce reserves the right to either:

- return your application monies and not issue any Shares to you; or
- issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application monies to you by electronic funds transfer as soon as possible, without interest.

If the amount to be refunded is less than the issue price of one Share, being \$0.45, it will not be refunded and will be retained by Recce.

Refunds will be made via direct credit only to the bank account as recorded with Automic (Recce's share registry) as soon as practicable. To update your bank account details with the share registry visit, <https://investor.automic.com.au/#/home>.

Once an Application has been made it cannot be revoked.

Multiple holdings

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account).

It is the responsibility of the applicant to ensure that the aggregate of the application amount paid for the Shares the subject of the Application and any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission does not exceed \$30,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as custodian or nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for Shares up to a maximum value of \$30,000 in respect of each Beneficiary who is resident in Australia or New Zealand subject to providing a Custodian Certificate to Recce, as described in the Terms and Conditions.

Please refer to the Terms and Conditions section of this document below for more details.

Relationship of issue price with market price

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.60.

The market price of Shares in Recce may rise and fall between the date of the Offer and the date that any Shares are issued to you pursuant to your Application under the Offer.

By making an Application under the Offer and applying for Shares under the SPP, each Eligible Shareholder will be acknowledging that although the Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of Recce announcing its intention to make an offer and the date of issue of Shares under that offer and that the value of the Shares received under the SPP may rise or fall.

Recce's board of directors recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in Recce prior to making an Application under the Offer.

Recce's board of directors further advises that the Shares offered under the SPP should be considered as speculative and advises Shareholders to carefully consider the risk factors associated with an investment in Recce.

Additional information and important dates

The offer of Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC CI 2019/547)* and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Offer cannot be transferred, and Recce's board of directors reserves the right in their absolute discretion to reject, or scale back any Application to the extent and in the manner it sees fit.

Shares issued under the SPP will be issued no more than five business days after the Closing Date of the Offer. Application for quotation on ASX of the Shares issued under the Offer will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$2.0 million. Despite this, Recce reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscriptions by the Closing Date, Recce's board of directors may, in their absolute discretion, scale-back applications to the extent and in the manner it sees fit. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Recce's board of directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If Recce rejects or scales-back an Application or purported Application, Recce will promptly return to the applicant the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia or New Zealand.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares offered under the SPP are not being offered or sold to the public within New Zealand other than to existing Recce shareholders with registered addresses in New Zealand and to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (as amended) (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Shortfall placement

If less than \$2.0 million is applied for under the SPP, the full amount of the shortfall may be placed at the discretion of Recce's board of directors, subject to compliance with all necessary legal requirements.

Recce confirms that any issue of shortfall will be placed subject to Recce's compliance with ASX Listing Rule 7.1 and/or 7.1A at the time of issue.

As at the date of this document, Recce has the capacity to issue any shortfall. Where the shortfall exceeds Recce's available placement capacity, the shortfall will only be placed if shareholder approval is obtained.

Indicative Timetable

Item	Date
Record Date for SPP	7:00pm (AEST), Monday, 1 July 2024
Announcement of Placement and SPP	Tuesday, 2 July 2024
SPP Offer Booklet made available to Eligible Shareholders and SPP offer open date	Wednesday, 10 July 2024
Closing Date for SPP	5:00pm (AEST), Wednesday, 31 July 2024
Announcement of results of SPP	Monday, 5 August 2024
Issue of new Shares under the SPP	Tuesday, 6 August 2024
Quotation on ASX of Shares under the SPP	Wednesday, 7 August 2024

These dates are indicative only.

Recce may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Applications as early as possible.

Receipt of documents electronically

Eligible Shareholders who have elected to receive documents issued by Recce in electronic form will receive an email which will include a link to the Share Purchase Plan Offer Booklet and to the Application Form. All other Eligible Shareholders will receive a letter which will include details explaining how they may access these materials and apply for the Offer.

Further information about the SPP

If you have any questions about the Terms and Conditions, how to make an Application or in relation to the SPP more generally, please contact your accountant, financial adviser, stockbroker, lawyer or other professional adviser or Recce's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am – 7:00pm (AEST) Monday to Friday.

Neither Recce nor its share registry, or any of their respective officers, employees, agents or professional advisers are or are to be taken to be, giving any recommendation or advice in relation to the SPP.

On behalf of Recce's board of directors, I thank you for your continued support of Recce and invite you to consider participating in the SPP.

Yours faithfully,

Dr John Prendergast
Chairman
Recce Pharmaceuticals Ltd

Recce Pharmaceuticals Ltd | ACN 124 849 065

Share Purchase Plan – Terms and Conditions

This document (**Share Purchase Plan Offer Booklet**) and the accompanying Application Form set out the Terms and Conditions. By accepting the offer to subscribe for new Shares under the SPP, you agree to be bound by these Terms and Conditions and by Recce's constitution.

1. Purpose

The purpose of the Share Purchase Plan (**SPP**), which is being conducted following the Placement, is to offer shareholders of Recce Pharmaceuticals Ltd (ACN 124 849 065) (**Recce**) the opportunity to acquire additional fully paid ordinary shares in Recce (**Shares**) up to a maximum value of \$30,000 (when combined with any Shares issued under any share purchase plan in the 12 months preceding the date of the SPP) and a minimum value of \$2,000.

The issue price of \$0.45 per Share (**Price**) under the SPP represents a discount of 19.73% to the volume weighted average market price of the Shares over the last five trading days on which sales in the Shares were recorded prior to the date the SPP was announced on 2 July 2024, being \$0.5606.

Recce intends to raise \$2.0 million under the SPP, with the ability to accept oversubscriptions. The Shares will not attract brokerage costs and will be issued without the need for Recce to issue a prospectus. The SPP is governed upon such terms and conditions as Recce's board of directors, in its absolute discretion, sees fit.

2. No financial advice

This document 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 and particular needs.

Shareholders should seek independent financial and taxation advice before making any investment decision whether to subscribe for Shares under the SPP.

3. Shareholders eligible to participate

Holders of Shares that are registered with an address in Australia or New Zealand at the Record Date, 7:00pm (AEST), Monday, 1 July 2024 are eligible shareholders (**Eligible Shareholders**) and may participate in the SPP, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the SPP.

Eligible Shareholders who wish to take up Shares offered under the SPP agree to be bound by Recce's constitution in respect of Shares issued under the SPP.

An offer may, at the discretion of Recce's board of directors, be made under the SPP once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$30,000.

Recce's board of directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the SPP and the period the offer is available to Eligible Shareholders.

4. Can I transfer my right to purchase new Shares under the SPP?

Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the SPP).

5. Am I obliged to participate in the SPP?

Participation in the SPP is optional and is subject to these Terms and Conditions.

If you do not wish to participate in the SPP, there is no need to take any action.

6. Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC CI 2019/547**) (refer below) (**Custodian**) or in any more specific ASIC relief granted to Recce in relation to the SPP), you may apply for Shares up to the value of \$30,000 for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application, a certificate (**Custodian Certificate**) with the following information:

- a. that you held Shares on behalf of:
 - i. one or more other persons that are not custodians; and/or
 - ii. another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand, to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the SPP on their behalf;
- b. the number of Participating Beneficiaries and their names and addresses;
- c. the number of Shares that you hold on behalf of each Participating Beneficiary;
- d. the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- e. that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the SPP in the prior 12 months does not exceed \$30,000;

- f. that a copy of the written Offer document was given to each Participating Beneficiary; and
- g. where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

7. Who is a Custodian

For the purposes of ASIC CI 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and you:

- a. hold an Australian financial services licence covering the provision of a custodial or depository service;
- b. are exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- c. hold an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- d. are a trustee of a self-managed superannuation fund or a superannuation master trust; or
- e. are a registered holder of shares or interests in the class and are noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an Application on behalf of Participating Beneficiaries.

To request a Custodian Certificate and if you would like further information on how to apply, you should contact Recce's share registry during the Offer period.

Recce reserves the right to reject any Application to the extent it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

Recce reserves the right to reject Applications in accordance with these Terms and Conditions.

8. Price of Shares

The issue price of Shares under the SPP has been set to match the issue price of Shares offered under the Placement.

The issue price of Shares to be issued under the SPP is \$0.45 which represents a discount of 19.73% of the volume weighted average market price for the Shares over the last five trading days on which sales in the Shares were recorded prior to the date the SPP was announced on 2 July 2024, being \$0.5606.

The future market price of the Shares is uncertain and there is a risk that the market price of the Shares may rise or fall between the date of the Offer and the date when the Shares are issued to applicants under the SPP. Accordingly, the issue price you pay for Shares under the SPP may either be higher or lower than market price of the Shares trading on the ASX at the time the Shares are issued to you

under the SPP. The market price for the Shares on the ASX can be obtained from your stockbroker or the ASX's website.

9. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by Recce.

10. Applications and notices

At the discretion of Recce's board of directors, Recce will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the SPP, and include details explaining how they may access these Terms and Conditions of the SPP and personalised Application Form. Applications will not be accepted after 5:00pm (AEST) on the Closing Date of the Offer, being 31 July 2024. It is your responsibility to ensure the funds are submitted correctly so they are received by Automic, Recce's share registry, by the Closing Date.

Oversubscriptions to the Offer may be refunded without interest, if not accepted by Recce.

Notices and statements made by Recce to participants may be given in any manner prescribed by Recce's constitution and in accordance with the Corporations Act.

11. Acknowledgement

By completing an Application and making the associated payment in accordance with the options on your Application Form, you:

- a. irrevocably and unconditionally agree to the Terms and Conditions of the SPP and 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 even if the market price of the Shares is less than the Price);
- d. warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- e. acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the SPP or subsequently refunded to you for any reason;
- f. acknowledge that Recce 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;
- g. acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent these Terms and Conditions, an Offer document, or any materials relating to the SPP, to any person outside Australia or New Zealand;
- h. if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:

- i. you are not applying for Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire Shares on your behalf under the SPP); and
- ii. the total of the application price for the following does not exceed \$30,000:
 - A. the 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 (excluding Shares applied for but not issued);
 - C. any other 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.
- i. if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - i. you are a Custodian (defined above);
 - ii. you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - iii. you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP;
 - iv. each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
 - v. the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$30,000; and
 - vi. the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- j. agree to be bound by Recce's constitution (as amended from time to time);
- k. acknowledge that neither Recce nor its 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; and
- l. authorise Recce, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application including the Application Form and to complete the Application by the insertion of any missing detail.

12. Placement of shortfall

Any shortfall from the Offer may be placed at the discretion of the Recce's board of directors.

Recce confirms that any issue of shortfall will be placed subject to Recce's with ASX Listing Rule 7.1 and/or 7.1A at the time of issue.

As at the date of this document and assuming all Shares under the Placement are issued, Recce will have capacity to issue 12.5 million Shares under its ASX Listing Rule 7.1 capacity and 20.4 million Shares under its ASX Listing Rule 7.1A capacity.

13. Issue of Shares

Shares to be issued under the SPP will be issued as soon as reasonably practicable after the Closing Date and in any event no more than five business days after the Closing Date.

Holding statements or CHESS notification will be issued in respect of all Shares issued under the SPP. Recce will, promptly after the issue of Shares under the SPP, make an application for those Shares to be quoted on ASX.

14. Will the new Shares issued under the SPP rank equally with my existing Recce shares?

All Shares issued under the SPP will rank equally in all respects with all other fully paid ordinary shares in Recce from the date of issue, and have the same voting rights, dividend rights and other entitlements as existing Shares.

15. Modification and termination of the SPP

Recce may modify or terminate the SPP at any time and Recce will notify ASX of any modification to, or termination of, the SPP.

The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice, will not invalidate the modification or termination.

Without limiting the above, Recce may issue to any person fewer Shares than the person applied for, or issue that person no Shares at all, under the SPP if the issue of Shares applied for would contravene any applicable law, ASIC requirements (including under ASIC CI 2019/547) or policy or any ASX Listing Rules.

16. Raising amount and scale back

While Recce is seeking to raise \$2.0 million under the SPP, Recce reserves the right to accept oversubscriptions at its absolute discretion.

Recce reserves absolute discretion regarding the final amount raised under the SPP subject to compliance with the ASX Listing Rules.

In accordance with the ASX Listing Rules, the maximum number of Shares that can be issued as at the date of this document is 66.5 million.

In the event of oversubscriptions, Recce's board of directors may, in their absolute discretion, increase the amount raised under the SPP (in accordance with the ASX Listing Rule parameters) or alternatively scale-back all Applications to the extent and in the manner it sees fit. If Recce rejects or scales-back an

Application or purported Application, Recce will promptly return to the applicant the relevant application monies, without interest.

Scale-back decisions are made by Recce's board of directors and are final.

17. Dispute resolution

Recce may, in any manner it thinks fit, settle 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, Application or Shares. Recce's decision in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Recce reserves the right to waive strict compliance with any provision of these Terms and Conditions.

Recce's powers under these Terms and Conditions may be exercised by Recce's board of directors or any delegate of Recce's board of directors.

18. Privacy

By applying for Shares under the SPP, you acknowledge that you will be providing personal information to Recce and Automic (Recce's share registry). Recce and its share registry may collect personal information to process your application for Shares, implement the SPP and administer your shareholding. The personal information held by Recce's share registry is also used to facilitate payments and to make corporate communications (including financial results, annual reports and other information to be communicated to holders of the Recce's shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws.

Chapter 2C of the Corporations Act requires information about you as shareholder (including your name, address and details of the securities you hold) to be included in Recce's public register (which is maintained by Recce's share registry). This information must continue to be held in the public register even if you cease to be a shareholder. This information may be disclosed to stock brokers, third party service providers, professional advisers, to related entities of Recce and its agents and contractors and to ASX and other regulatory authorities and in any case, where disclosure is otherwise required or allowed by law. In some cases, your personal information may be given to persons outside of Australia.

A copy of Recce's privacy policy is available at <https://www.recce.com.au/privacy-policy/>. A copy of Automic's privacy policy (Automic being the entity that administers and maintains Recce's public register) is available at <https://www.automicgroup.com.au/privacy-policy/>.

19. Currency

Any reference to "dollars", "\$" or "A\$" (or any similar designation) is a reference to the lawful currency of Australia.

20. Not a prospectus or disclosure document

This Share Purchase Plan Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not been (and will not be) lodged with ASIC or any other regulatory authority.

Cooling off rights do not apply to an investment in Shares under the SPP. This means that applicants cannot withdraw their application for new Shares once it has been received by Recce.

21. Underwriting

The SPP is not underwritten.

22. Governing law

The SPP is governed by the laws in force in New South Wales. By participating in the SPP you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

23. Questions and contact details

If you have any questions about the Terms and Conditions, how to make an Application or in relation to the SPP more generally, please contact your accountant, financial adviser, stockbroker, lawyer or other professional adviser or Recce's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (international) between 8:30am – 7:00pm (AEST) Monday to Friday.

Neither Recce nor its share registry, or any of their respective officers, employees, agents or professional advisers are, or are to be taken to be, giving any recommendation or advice in relation to the SPP.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumberMasked]

Record Date:
7:00pm (AEST) on Monday, 1 July 2024

SHARE PURCHASE PLAN APPLICATION FORM

OFFER CLOSES 5:00PM (AEST) ON WEDNESDAY, 31 JULY 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

This Offer entitles each Eligible Shareholder (as defined below) in Recce Pharmaceuticals Ltd (“**Recce**” or “the **Company**”) to participate through the Company’s Share Purchase Plan (**SPP**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). On 2 July 2024, the Company announced the SPP to raise up to a total of \$2.0 million on the terms and conditions contained in the Share Purchase Plan Offer Booklet (**SPP Offer Booklet**) and this Application Form. The SPP is open to all Shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company’s Register as at the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**). The issue price of the New Shares is \$0.45 per Share being the same price as the placement announced on 2 July 2024 .

1 SUBSCRIPTION

The SPP Offer Booklet dated 10 July 2024 contains information about the SPP Offer and you should carefully read the SPP Offer Booklet in conjunction with this Application Form before applying for New Shares. Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Subscription Amount	Number of New Shares
Offer A	\$30,000 (maximum)	66,666
Offer B	\$25,000	55,555
Offer C	\$20,000	44,444
Offer D	\$15,000	33,333
Offer E	\$10,000	22,222
Offer F	\$5,000	11,111
Offer G	\$2,000 (minimum)	4,444

2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this Application Form.

Option A - BPAY®



Billier Code: [BPayBillierCd]

CRN: [BPayCRN]

Please ensure you use the BPAY® details stated above as they are unique for each Offer.

Note: You do not need to return this Application Form. Your BPAY® CRN or unique reference number will process your payment for your application for New Shares electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: [HolderId]-[CorporateActionID]-[CompanyASXCode]

Funds are to be deposited in AUD currency directly to following bank account:

Account name: Automatic Pty Ltd
Account BSB: [CreditAccountBsb]
Account number: [CreditAccountNumber]
Swift Code: WPACAU2S

IMPORTANT: You must quote your unique reference number 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 Shares subsequently not issued.

4 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

We encourage you to elect to receive shareholder communications electronically to:

- Help the Company reduce its printing and mailing costs.
- Receive investor communications faster and more securely.
- Help the environment through the need for less paper.

SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)
AND UPDATE YOUR COMMUNICATION
PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP is optional and is offered exclusively to all Shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR SHARES UNDER THE SPP

1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one Offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess application monies (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess application monies (without interest) to the Eligible Shareholder.

Any application made under the SPP is not guaranteed to result in the Eligible Shareholder receiving any Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

2 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the Closing Date and time. Payment must be received by the Share Registry by 5:00pm (AEST) on the Closing Date.

It is your responsibility to ensure your CRN or unique reference number is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique reference number correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your CRN on this Application Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference number on this Application Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut-off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the applicant's responsibility to ensure funds are submitted correctly by the Closing Date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Application Form if you have made payment via BPAY® or EFT. Your CRN or unique reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid.

3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the Terms and Conditions of the SPP in the SPP Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The Offer for Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: custodialcertificates@automicgroup.com.au, failure to do so will result in the application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® or EFT does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any Shares that you have applied for and the Company may, in its absolute and sole discretion:
 - a. scale back any applications made; and
 - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
 - you wish to apply for Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
 - you received a copy of the Terms and Conditions and you have read and understood the Terms and Conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the Terms and Conditions in the SPP Offer Booklet;
 - you agree to accept any lesser number of Shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney time), Monday to Friday or email corporate.actions@automicgroup.com.au.