

Notice of Special General Meeting of Performance Shareholders

8 October 2024 – Sydney, Australia: Recce Pharmaceuticals Ltd (**ASX:RCE, FSE:R9Q**) (the **Company**), attaches the following documents in relation to its Special General Meeting of Performance Shareholders:

1. Notice of Special General Meeting of Performance Shareholders (**Notice**);
2. Proxy Form; and
3. Letter to Performance Shareholders in relation to the Notice.

The Company advises that the above documents are being dispatched to Performance Shareholders today.

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

About Recce Pharmaceuticals Ltd

Recce Pharmaceuticals Ltd (ASX: **RCE**, FSE: **R9Q**) is developing a New Class of Synthetic Anti-Infectives designed to address the urgent global health problems of antibiotic-resistant superbugs and emerging viral pathogens.

Recce's anti-infective pipeline includes three patented, broad-spectrum, synthetic polymer anti-infectives: RECCE® 327 (R327) as an intravenous and topical therapy that is being developed for the treatment of serious and potentially life-threatening infections due to Gram-positive and Gram-negative bacteria, including their superbug forms; RECCE® 435 (R435) as an orally administered therapy for bacterial infections; and RECCE® 529 (R529) for viral infections. Through their multi-layered mechanisms of action, Recce's anti-infectives have the potential to overcome the processes utilised by bacteria and viruses to overcome resistance – a current challenge facing existing antibiotics.

The World Health Organization (WHO) added R327, R435, and R529 to its list of antibacterial products in clinical development for priority pathogens, recognising Recce's efforts to combat antimicrobial resistance. The FDA granted R327 Qualified Infectious Disease Product designation under the Generating Antibiotic Initiatives Now (GAIN) Act, providing Fast Track Designation and 10 years of market exclusivity post approval. R327 is also included on The Pew Charitable Trusts' Global New Antibiotics in Development Pipeline as the sole synthetic polymer and sepsis drug candidate in development.

Recce wholly owns its automated manufacturing, supporting current clinical trials. Recce's anti-infective pipeline aims to address synergistic, unmet medical needs by leveraging its unique technologies.



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

RECCE PHARMACEUTICALS LTD

ACN 124 849 065

NOTICE OF SPECIAL GENERAL MEETING OF PERFORMANCE SHAREHOLDERS

Important Information

This Notice of Meeting is given based on circumstances as at 8 October 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://www.recce.com.au/company-announcements/>. Performance Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Time and place of the Special General Meeting

The Special General Meeting of Performance Shareholders to which this Notice of Meeting relates will be held at 3:00PM (AEDT) on Wednesday, 6 November 2024 or as soon as the Annual General Meeting of Shareholders has concluded or been adjourned, whichever is later, as a **virtual meeting**.

If you wish to virtually attend the Special General Meeting (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_o66d3XwSQHaaUaToqUBk6Q#/registration.

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Special General Meeting.

Performance Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

Performance Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary, Maggie Niewidok, by email to company.secretary@recce.com.au at least 48 hours before the Special General Meeting.

Voting Information

The business of the Special General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

Performance Shareholders who wish to vote virtually on the day of the Special General Meeting can do so through the online meeting platform powered by Automic.

Performance Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders

will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

Voting by proxy

Alternatively, Performance Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
By facsimile	Completing the enclosed Proxy Form and faxing it to +61 2 8583 3040.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Performance Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate Performance Shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Special General Meeting

Notice is hereby given that the Special General Meeting of Performance Shareholders of Recce Pharmaceuticals Ltd ACN 124 849 065 will be held at 3:00PM (AEDT) on Wednesday, 6 November 2024 as soon as the Annual General Meeting of Shareholders has concluded or been adjourned, whichever is later, as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Special General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Special General Meeting are those who are registered Performance Shareholders at 7.00PM (AEDT) on Monday, 4 November 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

If you are in any doubt about what to do in relation to the Resolution contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Agenda

Cancellation of Class B Performance Shares

1. **Resolution 1 – Selective Capital Reduction**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, subject to and conditional on the passing of Resolution 11 at the Annual General Meeting, for the purposes of section 256C(2) of the Corporations Act and for all other purposes, Performance Shareholders of the Company approve for the Company to selectively reduce its capital by cancelling 8,754,423 Class B Performance Shares held by the Performance Shareholders for \$0.00001 per Class B Performance Share, on the terms and conditions and for the purpose set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

BY ORDER OF THE BOARD

Maggie Niewidok
Company Secretary

8 October 2024

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Performance Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

Cancellation of Class B Performance Shares

1. Resolution 1 – Selective Capital Reduction

Background

This Explanatory Statement relates to Resolution 1 of the Notice of Special General Meeting and to Resolution 11 of the Annual General Meeting. Resolution 1 will only come into effect if Resolution 11 at the Annual General Meeting is passed.

The Class B Performance Shares were issued on 19 August 2015 to persons who were employees and Directors of the Company at the time.

The milestone events attaching to the Class B Performance Shares have not been achieved and none of the Class B Performance Shares have been converted into Shares.

The purpose of Resolution 1 is to seek the requisite approval of Performance Shareholders required under the Corporations Act for the selective reduction and cancellation of 8,754,423 Class B Performance Shares for \$0.00001 per Class B Performance Share (the total consideration being \$87.54) held by the Performance Shareholders (**Selective Capital Reduction**).

The Special General Meeting is being held for this purpose, and the only parties entitled to attend and vote at the Special General Meeting are the Performance Shareholders.

Resolution 1 is a special resolution, and therefore requires not less than 75% of the total votes cast by Performance Shareholders entitled to vote on the Resolution to be in favour of the Resolution for it to be passed.

Part 2J.1 of the Corporations Act

Pursuant to section 256C of the Corporations Act, a company may make a selective capital reduction if it is approved by a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced.

Where a selective capital reduction involves the cancellation of shares, section 256C(2) of the Corporations Act requires that the selective capital reduction must also be approved by a special resolution passed at a meeting of the shareholders whose shares are to be cancelled.

The Corporations Act provides that the rules relating to a reduction of share capital are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the Company's solvency;
- (b) seeking to ensure fairness between the shareholders of the Company; and
- (c) requiring the Company to disclose all material information.

In particular, section 256B of the Corporations Act requires that a Company may only reduce its capital if:

- (a) it is fair and reasonable to the shareholders as a whole;
- (b) it does not materially prejudice the Company's ability to pay its creditors; and

(c) it is approved by shareholders in accordance with section 256C of the Corporations Act.

Section 256C(4) of the Corporations Act requires that the Company must include with the notice a statement setting out all information known to the Company that is material to the decision on how to vote on the resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to shareholders.

The Directors believe that the Selective Capital Reduction as proposed is fair and reasonable to Shareholders for the following reasons:

- (a) the Selective Capital Reduction will only result in the cancellation of the Class B Performance Shares issued to the Performance Shareholders;
- (b) the Selective Capital Reduction will not materially prejudice the Company's ability to pay its creditors; and
- (c) the Selective Capital Reduction will have no material effect on the Company's financial position or cash reserves as the aggregate consideration to be provided to the Performance Shareholders for the cancellation of the Class B Performance Shares is nominal, totalling \$87.54.

The Directors do not consider that there are any material disadvantages to the Company undertaking the Selective Capital Reduction.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse and the parents of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The consideration payable under the proposed Selective Capital Reduction constitutes the giving of a financial benefit to a related party being:

- (a) Ms Michele Keryn Dilizia, Director of the Company who holds 577,212 Class B Performance Shares directly;
- (b) Mr James Graham, Director of the Company who holds 389,712 Class B Performance Shares directly and 356,250 indirectly through the J Graham Family Trust; and
- (c) Mr Graham Melrose & Ms Olga Melrose, the parents of a Director (Ms Dilizia) who hold jointly 6,075,000 Class B Performance Shares,

together the **'Related Party Performance Shareholders'**.

For each Related Party Performance Shareholder for whom consideration is payable under the Selective Capital Reduction was considered, the other non-conflicted Directors formed the view that the giving of the financial benefit to that Related Party Performance Shareholder fell within the "small amounts given to related entity" exception as set out in section 213 of the Corporations Act, and rely on this exception for the purposes of Resolution 1 of this Notice of Meeting.

Reasons for the proposed Selective Capital Reduction

The overall effect of the Selective Capital Reduction is to reduce the number of Class B Performance Shares currently on issue from 8,754,423 to nil as the milestone events attaching to the Class B Performance Shares have not been achieved and none of the Class B Performance Shares have been converted into Shares.

The consideration payable by the Company to the Performance Shareholders is \$0.00001 per Class B Performance Share to effect the reduction and cancellation under the terms and conditions of the Class B Performance Shares which are set out in Annexure A.

Interests of Directors

The interests of Directors in the Class B Performance Shares are set out below:

Director	Number of Class B Performance Shares held	Aggregate Consideration to be paid for the Class B Performance Shares
Ms Michele Keryn Dilizia ^(a)	577,212	\$5.77
Mr James Graham as trustee for the J Graham Family Trust ^(b)	356,250	\$3.56
Mr James Graham	389,712	\$3.90

Notes: (a) Ms Dilizia does not have a Relevant Interest in the 6,075,000 Class B Performance Shares held jointly by her parents, Mr Graham Melrose & Ms Olga Melrose.

(b) Mr James Graham has an indirect interest as a beneficiary of the J Graham Family Trust.

Messrs Dr John Prendergast, Alistair McKeough, Dr Alan Dunton and Dr Justin Ward do not have any interest in the outcome of Resolution 1 the subject of this Notice of Meeting other than an interest arising solely in their capacity as Shareholders or any interest in the outcome of Resolution 11 of the Annual General Meeting.

Capital Structure before and after the proposed Selective Capital Reduction

As at 26 September 2024, the Company's capital structure is set out below:

Class	Number of Securities
Fully paid ordinary shares	231,871,617
Class B Performance Shares	8,754,423
Options	9,975,000

The Selective Capital Reduction will result in the cancellation of 8,754,423 Class B Performance Shares. After the Selective Capital Reduction is effected, the Company will have no Class B Performance Shares on issue. The Company's capital structure upon completion of the proposed Selective Capital Reduction is set out below:

Class	Number of Securities ^(a)
Fully paid ordinary shares	231,871,617
Options	9,975,000

Note:

(a) This table assumes that:

- (i) no options over Shares are exercised between 26 September 2024 and the date the Selective Capital Reduction is completed; and
- (ii) no other Securities are issued between 26 September 2024 and the date the Selective Capital

Reduction is completed.

Impact on control

As at 26 September 2024, the Class B Performance Shares represent approximately 3.5% of the issued capital of the Company on a fully diluted basis. All other things being equal, the proposed Selective Capital Reduction would have the effect of decreasing the issued capital of the Company by 3.5% on a fully diluted basis.

There will be no change to the Shareholders' voting power in the Company as the Class B Performance Shares do not carry voting rights.

Other material information

There is no information material to the making of a decision by a Performance Shareholder whether or not to approve Resolution 1 of the Special General Meeting or by a Shareholder whether or not to approve Resolution 11 of the Annual General Meeting, being information that is known to any of the Directors and which has not been previously disclosed to Performance Shareholders or Shareholders, other than as disclosed in this Explanatory Statement.

Once:

(a) Resolution 11 of the Annual General Meeting is passed by Shareholders; and

(b) Resolution 1 of the Special General Meeting is passed,

the Company will not make the reduction of capital until at least 14 days after lodgement of Resolution 11 of the Annual General Meeting and Resolution 1 of the Special General Meeting with the ASIC, in accordance with the ASIC prescribed timeline for selective capital reductions.

Directors' recommendation

The Board of Directors, excluding Mr James Graham and Ms Michele Dilizia, recommend that Performance Shareholders vote for this Resolution.

The Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

Enquiries

Performance Shareholders are asked to contact the Company Secretary at company.secretary@recce.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales, Australia.

Annual General Meeting or **AGM** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's Shareholders to be held virtually at 1:30PM (AEDT) on Wednesday, 6 November 2024 and physically at the offices of Automic, Level 5, 126 Phillip Street Sydney NSW 2000.

ASIC means Australian Securities and Investment Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Class B Performance Shares means 8,754,423 class b performance shares issued to the Performance Shareholders by the Company on the terms and conditions set out in Annexure A.

Company means Recce Pharmaceuticals Ltd ACN 124 849 065.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Notice of Meeting or **Notice of Special General Meeting** means this notice of special general meeting of Performance Shareholders dated 8 October 2024 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Performance Shareholders means the registered holders of Class B Performance Shares on issue in the Company set out in Annexure B.

Proxy Form means the proxy form attached to this Notice of Meeting.

Relevant Interest has the meaning given to that term in the Corporations Act.

Resolution means the resolution set out in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Special General Meeting means the Special General Meeting of Performance Shareholders convened by this Notice of Meeting to be held virtually at 3:00PM (AEDT) on Wednesday, 6 November 2024 or as soon as the Annual General Meeting of Shareholders has concluded or been adjourned, whichever is later.

Annexure A – Terms and conditions of Class B Performance Shares

The terms and conditions of the Class B Performance Shares are as follows:

Rights attaching to the Performance Shares

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of the Company.
- (b) **(General meetings)** Each Performance Share confers on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to holders of fully paid ordinary shares in the capital of the Company (**Shareholders**). Holders have the right to attend general meetings of Shareholders.
- (c) **(No voting rights)** A Performance Share does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (d) **(No dividend rights)** A Performance Share does not entitle the Holder to any dividends.
- (e) **(No rights to return of capital)** A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up)** A Performance Share does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (g) **(Not transferable)** A Performance Share is not transferable.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (i) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into fully paid ordinary shares (Shares), the Company must within 10 Business Days apply for the Official Quotation of the Shares arising from the conversion on ASX.
- (j) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a Holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) **(No other rights)** A Performance Share gives the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (l) **(Conversion on achievement of milestone)** Subject to paragraph (m), a Class B Performance Share will convert into one Share upon achievement of the Company is awarded the US Food and Drug Administration's (FDA) Investigational New Drug (IND) status (or the European equivalent by the European Medicines Agency (EMA)) on or before 19 August 2020 (**Milestone**).

- (m) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Share would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
- (i) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
 - (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (m)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (n) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the required date, then each Performance Share in that class will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of non satisfaction of the Milestone.
- (o) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Share within 10 Business Days following the conversion.
- (p) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank pari passu in all respects with existing Shares.

Annexure B – Performance Shareholders

Performance Shareholder	Class B Performance Shares	Number of Class B Performance Shares following completion of the Selective Capital Reduction
Mr Michael Aarons as trustee for the IMS Pacific Trust	234,375	Nil
Mr Michael Aarons as trustee for The Aarons Super Fund	718,749	Nil
Antarctica Pacific Pty Ltd	234,375	Nil
Mr Ian David Brown	56,250	Nil
Ms Michele Keryn Dilizia ^(a)	577,212	Nil
Mr James Graham ^(a) as trustee for the J Graham Family Trust	356,250	Nil
Mr James Graham ^(a)	389,712	Nil
Mr Graham Melrose & Ms Olga Melrose	6,075,000	Nil
Mr Peter John Williams	56,250	Nil
Dr Dongke Zhang as trustee for The Zhangs Family Trust	56,250	Nil
Totals	8,754,423	Nil

Note: (a) Ms Dilizia and Mr Graham are Directors of the Company.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **03.00pm (AEDT) on Monday, 04 November 2024**, 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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 Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

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

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 Voting 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>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

8 October 2024

Dear Performance Shareholder,

Special General Meeting of Performance Shareholders

Recce Pharmaceuticals Ltd (ASX:RCE, FSE:R9Q) (the **Company**), advises that a Special General Meeting of Performance Shareholders will be held at 3:00PM (AEDT) on Wednesday, 6 November 2024 (**Meeting**) or as soon as the 2024 Annual General Meeting of Shareholders has concluded or been adjourned, whichever is later, as a **virtual meeting**.

Notice of Special General Meeting

The Notice of Special General Meeting is available to Performance Shareholders electronically and can be viewed and downloaded online:

1. at <https://www.asx.com.au/markets/company/rce>;
2. at <https://www.recce.com.au/company-announcements/>; or
3. by contacting the Company Secretary at company.secretary@recce.com.au.

Virtual Meeting

The Company will hold the Meeting as a virtual meeting which means Performance Shareholders will be able to participate via an online meeting platform powered by Automic.

Performance Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Performance Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your vote is important

The resolution will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

Performance Shareholders attending the Meeting virtually and wishing to vote on the day of the Meeting can find further instructions on how to do so in the Notice of Special General Meeting. Alternatively, Performance Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:



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

Online	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.</p> <p>For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/agm/virtual-agms/</p>
By post	<p>Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001</p>
By hand	<p>Completing the enclosed Proxy Form and delivering it in person to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000</p>
By email	<p>Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au</p>
By facsimile	<p>Completing the enclosed Proxy Form and faxing it to: +61 2 8583 3040</p>

A personalised proxy form has been provided to each Performance Shareholder.

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of the resolution, where permitted.

We look forward to welcoming you to the Special General Meeting of Performance Shareholders.

Yours sincerely,
Maggie Niewidok
Company Secretary