

5 May 2025

Dear option holder

**Notice about renounceable rights offer – option exercise price may be adjusted**

As you may be aware, on 1 May 2025 Adalta Ltd (**AdAlta**) announced to ASX Limited (**ASX**) a renounceable pro rata rights offer (**Offer**) to AdAlta shareholders in Australia and New Zealand (**Eligible Shareholders**) to acquire two (2) new ordinary shares (**New Shares**) at an issue price of 0.3 cents (\$0.003) per New Share for every three (3) shares held by Eligible Shareholders at 7:00 pm (Melbourne time) on Thursday 8 May 2025 (**Record Date**) together with one (1) option (**New Option**) for every two (2) New Shares subscribed for, and each New Option will entitle the holder to subscribe for one (1) additional ordinary share at an exercise price of 1 cent (\$0.01) per share with an expiry date of 3 years from the date of issue. Shareholder approval of the Offer is not required.

There are currently 643,222,759 fully paid ordinary shares in AdAlta on issue (all of which are quoted on ASX), 28,716,255 unquoted options over ordinary shares, and 2,438,787 performance rights on issue. Assuming the Offer is fully subscribed and there is no other change to the issued share capital, approximately 428,815,174 new fully paid ordinary shares will be issued together with up to approximately 214,407,587 New Options granted to subscribers for the New Shares as well as a further 10 million options to be issued to the lead manager of the Offer on the same terms as the New Options. (subject to rounding of fractional entitlements) raising up to approximately \$1.29 million, before costs. As a result, AdAlta's total number of issued shares will increase to 1,072,037,933 fully paid ordinary shares (subject to rounding of entitlements) all of which will be quoted on ASX. Once issued, the new shares issued under the Offer will rank equally with all other fully paid ordinary shares then on issue.

The funds raised under the Offer (after payment of expenses in connection with the Offer) will be used in order to:

- advance a first CAR-T product in-licensing transaction for its AdCella subsidiary;
- advance business development transactions for AD-214 and WD-34; and
- evaluate other strategic options for the Company and, to the extent any funds remain, fund general working capital.

A Prospectus in relation to the Offer has been given to ASX and is available to view on the ASX website and AdAlta's website at [www.adalta.com.au](http://www.adalta.com.au). Further details regarding the Offer have also been announced to the ASX and are available on ASX's website.

Details of how to obtain a copy of the Prospectus, together with a personalised entitlement and acceptance form, will be dispatched to all eligible shareholders by Tuesday 13 May 2025. Shareholders with registered addresses outside Australia and New Zealand are not eligible to participate in the Offer.

**The Offer closes at 5:00 pm (Melbourne time) on Wednesday 28 May 2025.**

The current timetable for the Offer is as follows:

<b>Event</b>	<b>Date</b>
Lodgement of Prospectus for Offer	Monday 5 May 2025 (prior to 10:00am)
Shares commence quotation on an 'ex' basis ('ex' date), rights are quoted on ASX on a 'deferred settlement basis'	Wednesday 7 May 2025
Record date to determine entitlements under Offer	Thursday 8 May 2025 at 7:00 pm (Melbourne time)
Prospectus and entitlement and acceptance forms despatched to eligible shareholders	Tuesday 13 May 2025
Deferred settlement trading in rights ends	
Offer opens	Tuesday 13 May 2025
Rights trading ends at close of trading	Wednesday 21 May 2025
Securities commence quotation on a deferred settlement basis	Thursday 22 May 2025
Offer closes	Wednesday 28 May 2025 at 5:00 pm (Melbourne time)
ASX notified of any change to exercise price of existing options due to proposed issue of new shares under Offer	Wednesday 28 May 2025
ASX notified of results of Offer and of any under-subscriptions (i.e. shortfall)	Before noon Thursday 29 May 2025
New shares issued for under Offer	Wednesday 4 June 2025
Exercise price adjustment of options takes effect	Wednesday 4 June 2025
Deferred settlement trading ends	Wednesday 4 June 2025
Normal trading of new shares starts	Thursday 5 June 2025

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

#### *Options*

As the holder of options you may be entitled to exercise some of your options and thereby acquire underlying ordinary shares before the record date for the Offer so that you can participate in the Offer. The option terms do not otherwise permit holders to participate in the Offer.

However, even if you elect not to exercise your options (or you are not permitted to do so as a result of the existing vesting conditions) the terms of your options do provide for an adjustment in their exercise price according to a formula based on rule 6.22.2 of the ASX Listing Rules. The exercise price adjustment takes effect upon issue of the shares offered under the Offer and is, in part, dependent on the difference between the price under the Offer and the volume weighted average closing price of AdAlta's ordinary shares sold on ASX for the 5 trading days ending on the day before the 'ex date' for the Offer (and the 'ex date' will be **Wednesday 7 May 2025**). Accordingly, that market price will be determined after the 'ex date' and if there is any change to the exercise price of any of your options, AdAlta will notify you and ASX of the change in accordance with rule 3.11.2 of the ASX Listing Rules.

If you have any query or question about the Offer, please contact Cameron Jones, AdAlta's company secretary at [cameron.jones@bio101.com](mailto:cameron.jones@bio101.com) or for any other registry related matters contact AdAlta's share registrar as follows:

**Automic Registry Services**

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

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

Phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30 am and 5:00 pm (Melbourne time) Monday to Friday.

Yours faithfully



**Cameron Jones**  
Company Secretary