

ASX RELEASE

17 August 2022

**Amplia Annual General Meeting
Employee Security Ownership Plan and Change to New Constitution**

Amplia Therapeutics Limited (ASX: ATX), (“Amplia” or the “Company”) refers to resolutions 4 and 9 of the Notice of Meeting for the 2022 Annual General Meeting (“Meeting”), to be held on Thursday, 25 August 2022.

Employee Security Ownership Plan

Resolution 4 to be considered at the Meeting relates to a new Employee Security Ownership Plan (“ESOP”) that was adopted by the Board on 24 November 2021, and potential grants to be made under the ESOP in the future. As noted in section 4.1 of the Notice of Meeting, Resolution 4 gives the Company the ability to issue the number of securities specified in the Notice of Meeting (being 19,400,553 securities) under the ESOP over a period of three years from the date of the Meeting without impacting on the Company’s capacity under ASX Listing Rule 7.1 (per ASX Listing Rule 7.2, Exception 13(b)). If Resolution 4 is not passed, all of the securities that may be issued under the ESOP will count towards the Company’s capacity under ASX Listing Rule 7.1.

A copy of the ESOP has been lodged with ASX and is available on the Company’s website: <https://www.ampliatx.com/site/About-Us/corporate-governance>.

Change to Proposed New Constitution

Resolution 9 to be considered at the Meeting relates to the proposed adoption of a new constitution (“New Constitution”).

Rule 7.6 of the New Constitution (Virtual Meetings) allows Amplia to hold meetings of shareholders using virtual meeting technology only. This rule responds to provisions of the recently enacted *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), which provided for permanent changes in relation to (among other matters) the holding of virtual shareholder meetings.

Given the importance of this new rule to shareholder participation, the Company has considered it prudent to clarify the circumstances in which the Board may consider it appropriate to hold a virtual-only meeting - namely, where it is reasonable to do so having regard to health and safety concerns or any government imposed restrictions or lockdowns.

Accordingly, Amplia has proposed a clarifying change to rule 7.6 in the New Constitution, which is shown in mark-up in the Annexure for ease of reference.

The proposed New Constitution will otherwise remain as previously contemplated and be put to shareholders for approval at the Meeting.

A revised copy of the New Constitution is available on the Company's website: (<https://www.ampliatx.com/site/About-Us/corporate-governance>)

The change to the New Constitution described above will not affect the validity of proxy forms, or any proxy votes, already submitted in respect of resolution 9 or the remaining items of business to be considered at the Meeting. Shareholders can withdraw or re-lodge any proxies already lodged with the Share Registry, if they wish to do so.

This announcement has been authorised for release by the Board.

Level 17, 350 Queen Street, Melbourne VIC 3000

Email info@ampliatx.com

www.ampliatx.com

For further information

Dr. John Lambert
Chief Executive Officer
john@ampliatx.com
www.ampliatx.com

About Amplia Therapeutics Limited

Amplia Therapeutics Limited is an Australian pharmaceutical company advancing a pipeline of Focal Adhesion Kinase (FAK) inhibitors for cancer and fibrosis. FAK is an increasingly important target in the field of cancer and fibrosis and Amplia has a particular development focus in fibrotic cancers such as pancreatic and ovarian cancer. In addition, the company is pursuing the potential of its FAK inhibitors in pulmonary fibrosis.

ANNEXURE

7.6 Virtual meetings

- (a) The Board may determine, where it is reasonable to do so having regard to health and safety concerns or any government-imposed restrictions or lockdowns, that there be no physical place of a general meeting and that the general meeting may be conducted virtually such that each participant in the meeting is linked by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:
- (i) gives the members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings, including a reasonable opportunity to exercise a right to speak and ask questions (either orally or in writing, at the member's election);
 - (ii) enables the chairperson to be aware of proceedings of the meeting;
 - (iii) enables the members attending the meeting to vote on a show of hands or on a poll; and
 - (iv) enables all documents required or permitted to be tabled at the meeting to be made accessible to the members attending the meeting (either before or during the meeting),
- in which case a member present via the audio-visual communication device is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the general meeting.
- (b) A meeting that is held in accordance with rule 7.6(a) must be held at a time that is reasonable at the registered office of the company.
- (c) If, before or during the general meeting, any technical difficulty occurs where one or more of the matters set out in rule 7.6(a) is not satisfied, the chairperson may:
- (i) adjourn the meeting until the difficulty is remedied; or
 - (ii) continue to hold the meeting in each place which is linked under rule 7.6(a) and transact business, and no member may object to the meeting being held or continuing.

- (d) Nothing in this rule 7.6 or in rule 7.9 is to be taken to limit the powers conferred on the chairperson by law.
-