

Amplia Therapeutics Limited
ACN 165 160 841

Notice of Annual General Meeting and Explanatory Statement

2023 Annual Report:

<http://www.ampliatx.com/site/news-and-reports/annual-reports>

**THIS IS AN IMPORTANT DOCUMENT
AND REQUIRES YOUR ATTENTION**

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in their entirety.

If, as a shareholder, you are in doubt as to the course you should follow, please consult your financial or professional adviser prior to voting.

NOTICE is given that the annual general meeting (AGM) of Amplia Therapeutics Limited (the Company) will be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne Victoria Australia at **11.00am on Thursday 24 August 2023.**

IMPORTANT INFORMATION ABOUT THE ANNUAL GENERAL MEETING

Physical attendance at this Annual General Meeting will be subject to prevailing COVID-19 restrictions and anyone attending in person may be required to register to attend and/or to wear a mask at all times.

ITEMS OF BUSINESS

Item 1. Receipt of the Financial Report for the year ended 31 March 2023

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2023.

1. Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 31 March 2023 be adopted.”

Note: A voting exclusion applies to this Resolution.

2. Resolution 2 – Re-elect Dr Warwick Tong as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Dr Warwick Tong, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

3. Resolution 3 – Approval for extra 10% Placement Facility

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

“That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A.”

4. Resolution 4 – Proposed Issue of Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the issue of 2,500,000 Options to Dr Christopher Burns (or his nominee), details of which are set out in the Explanatory Statement, is approved under and for the purpose of Listing Rule 10.14 and for all other purposes.”

Note: A voting exclusion applies to this Resolution.

VOTING EXCLUSIONS

Corporations Act

Resolution	Person excluded or prohibited from voting
Resolutions 1 & 4 Remuneration Report Proposed issue of Options to Dr Chris Burns	The Company will disregard votes cast by a member of the Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast by such persons as proxy unless the appointment specifies the way the proxy is to vote on the resolution and the vote is not cast on behalf of a person that is prohibited from voting.
Resolutions 4 – Proposed issue of Options to Dr Chris Burns	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following resolutions by or on behalf of:

Resolution	Person excluded from voting
Resolution 4 – Proposed Issue of Options to Dr Christopher Burns	Dr Christopher Burns, his nominees(s), any other person who will obtain a material benefit as a result of the issue of securities in accordance with this Resolution, any other person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Security Ownership Plan and any of their Associates.

However, the Company need not disregard on the above Resolutions if the vote is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Dated the 11th day of July 2023.



By order of the Board
Andrew J. Cooke
Company Secretary

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm on 22 August 2023.

2023 ANNUAL REPORT:

The 2023 Annual Report is available on the Company's Website: www.ampliatx.com and www.ampliatx.com/site/news-and-reports/annual-reports

PROXIES:

- Shareholders wishing to appoint a proxy are encouraged to do so electronically by following the steps set out on the Proxy Form attached.
- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form, should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. “the Chair of the Meeting”.
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the Shares are held by one individual, by that Shareholder;
 - (ii) if the Shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary. The use of the common seal of the company, in addition to those required signatures, is optional.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your Proxy Form must be received by the Company no later than 48 hours before the time of the Meeting:
 - (i) by **facsimile** : on 1 800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia) ; or
 - (ii) by **mail** :
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia ; or
 - (iii) **Lodge your vote Online** : www.investorvote.com.au using the Control Number and your SRN/HIN which are provided on the front side of your Proxy Form.
 - (iv) **Custodians**: Intermediary Online subscribers only, cast the shareholder’s vote online by visiting www.intermediaryonline.com.

EXPLANATORY STATEMENT

ITEM 1: Financial Report – Year ended 31 March 2023

The Corporations Act requires the Financial Report (which includes the financial statements and the Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled for discussion at the AGM. There is no requirement either in the Corporations Act or in the Constitution for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, these reports.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the financial year ended 31 March 2023 and the Company's performance generally.

A representative of the Auditor (Grant Thornton) will be attending the AGM.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the AGM provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than **17 August 2023**. All questions must be sent to the Company by email to info@ampliatx.com and may not be sent direct to the Auditor. The Company will then forward all relevant questions to the Auditor.

The Auditor will answer written questions submitted prior to the AGM.

The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

1. RESOLUTION 1: Remuneration Report

The Directors' Report for the financial year ended 31 March 2023 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company.

Notwithstanding the non-binding nature of the vote, the Directors will take note of the outcome of the vote when considering future remuneration matters.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the relevant remuneration report at two consecutive annual general meetings (with a 25% or more vote 'against' commonly referred to as a "first strike" or "second strike"), the Company will be required to put to Shareholders a resolution at the later of those annual general meetings proposing that an extraordinary general meeting (**Spill Meeting**) be called to consider the election of directors of the company (**Spill Resolution**). The Spill Meeting must

be held within 90 days of the date of the second annual general meeting. For a Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's 2022 Annual General Meeting, a "first strike" was **not** recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.

1.1 Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2: Re-election of Dr Warwick Tong as a Director

2.1 Constitution and ASX Listing Rule 14.5

Article 6.2(e) of the Company's Constitution provides that the Company must hold an election of Directors each year. Further, ASX Listing Rule 14.5 and provides that an entity which has directors must hold an election of directors at each general meeting.

The note to Listing Rule 14.5 states as follows:

Note: This rule applies even where no director is required to stand for re-election at an annual general meeting under rule 14.4. An entity must have at least one director stand for election or re-election at each annual general meeting. If it is not having a new director stand for election and no director is due to stand for re-election under rule 14.4, the entity must select at least one of its existing directors to stand for re-election. Typically an entity will do this by calling for a volunteer or by drawing lots.

Under Article 6.3 of the Company's Constitution:

- (a) one Director must retire by rotation at each AGM;
- (b) where no Director is required to retire, the Director who has held their office the longest period of time since their last election or appointment to that office (other than the Managing Director) is required to retire;
- (c) where two Directors have held office for the same length of time, they may agree who is to retire, failing which the Director to retire will be determined by drawing lots; and
- (d) a Director who retires by rotation is eligible for re-election.

Out of the current Directors who may be required to retire by rotation, Dr Warwick Tong has held office for the longest period of time since his last election (which occurred at the Company's 2020 AGM on 18 September 2020).

Accordingly, in accordance with Article 6.3 of the Constitution and Listing Rule 14.5, Dr Tong retires by rotation and, being eligible, offers himself for re-election as a Director.

2.2 Biography of Dr Warwick Tong (Independent Non-Executive Chairman)

Dr Tong is a NZ trained physician with 30 years' experience in the Pharmaceutical and Biotechnology industry.

After his early career in General Medical Practice Warwick has held a wide variety of roles in the pharmaceutical and biotech industry in NZ (Glaxo) Singapore (GlaxoWellcome) London (GSK), Boston (Surface Logix) and Melbourne (CTx - Cancer Therapeutics CRC). Warwick currently serves as director of Aculeus Therapeutics Pty Ltd, Clear Scientific Pty Ltd and MyndBio Pty Ltd.

He is a member of the Scientific Advisory Board of the Maurice Wilkins Centre in Auckland NZ and of the CSIRO Manufacturing Business Advisory Committee. Warwick is a former CEO and director of CTx, director and Chair of the CTx commercialisation company, CTxONE, and director and Chair of BioMedVic.

Warwick graduated in Medicine at the University of Auckland, holds a Master of Public Policy from Victoria University, Wellington, New Zealand and is a Graduate of the Australian Institute of Company Directors.

Warwick was appointed as a Non-Executive Director on the 4th of May 2018 and Chairman on 25 May 2018. Warwick is a member of the Audit and Remuneration Committees.

2.3 Recommendation

The Directors (other than Dr Tong) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

3. RESOLUTION 3 – Approval of Additional 10% Placement Facility

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility to provide the Company with additional flexibility to issue Equity Securities in appropriate circumstances. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (described further below).

3.1 ASX Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over the relevant 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, allowing the Company to have an additional 10% capacity to issue securities for the relevant period.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Amplia Therapeutics Limited is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Facility**).

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

3.2 Further requirements of Listing Rule 7.1A

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained (which, in the case of Resolution 3 will be 24 August 2024);
- the time and date of the Company's 2024 annual general meeting; or
- the date of the approval by holders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(**"10% Placement Period"**).

Class of Equity Securities issued under ASX Listing Rule 7.1A

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company currently has two classes of quoted Equity Securities on issues being Shares (ASX Code: ATX) and Listed Options (ASX Code: ATXO).

Issue price of Equity Securities issued under ASX Listing Rule 7.1A3

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued,

(the **"Minimum Price"**).

ASX Listing Rule 7.1A4

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 when it issues Equity Securities under ASX Listing Rule 7.1A.

Formula for calculating 10% Placement Facility

At the date of this Notice, the Company has 194,005,536 Shares on issue ("A" in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 3, based on current circumstances 19,400,554 Shares will be permitted to be issued in accordance with Listing Rule 7.1A. The number of Shares that may be issued is calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue at the commencement of 12 months immediately preceding the date of issue or agreement to issue (the relevant period):

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- plus the number of partly paid ordinary securities that became fully paid in the relevant period; and
- less the number of fully paid ordinary securities cancelled in the relevant period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4;

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 10% Placement Facility is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

3.3 Specific information required by Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 3.

Placement Period

If Shareholder approval is granted for Resolution 3, that approval will expire at the end of the 10% Placement Period as described further above.

Minimum Price

The Equity Securities will be issued at an issue price of not less than the Minimum Price as described further above.

Purpose

The Company may seek to issue the Equity Securities for cash consideration, in order to raise funds for the acquisition of new assets or investments (including expenses associated with such acquisitions), to expedite development of the Company's business and for general working capital.

Dilution

Shareholders should be aware that there is a risk of economic and voting dilution that may result from an issue of Equity Securities under the 10% Placement Facility, including the risk that:

- (i) the market price for Equity Securities may be significantly lower on the date of the issue than on the date of the meeting where approval is sought (i.e. the date of this Meeting); and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price on the issue date,

which may have an effect on the amount of funds raised by the issue of Equity Securities under the 10% Placement Facility.

Any issue of Equity Securities under the 10% Placement Facility will dilute the interests of Shareholders who do not receive any Equity Securities under the issue.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the market price of Shares (as at close of trade on 5 July 2023 (**Issue Price**)) and the current number of Shares on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.041 Issue Price at half the current market price	\$0.081 Issue Price at current market price	\$0.162 Issue Price at double the current market price
Current Variable 'A' 194,005,536 Shares	Shares issued	19,400,554	19,400,554	19,400,554
	Funds raised	\$795,423	\$1,571,445	\$3,142,890
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 291,008,304 Shares	Shares issued	29,100,830	29,100,830	29,100,830
	Funds raised	\$1,193,134	\$2,357,167	\$4,714,334
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 388,011,072 Shares	Shares issued	38,801,107	38,801,107	38,801,107
	Funds raised	\$1,590,845	\$3,142,890	\$6,285,779
	Dilution	10%	10%	10%

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Meeting. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval, for example, a pro rata entitlement offer or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the Issue Price.

The table above has been prepared on the following additional assumptions:

- the Company issues the maximum number of Shares available under the 10% Placement Facility; and
- the table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.

Allocation Policy

The allottees of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However the allottees could consist of current Shareholders or new investors (or both).

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a range of factors including:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including the financial situation and solvency of the Company;
- the ASX Listing Rules and applicable law;
- prevailing market conditions;
- advice from corporate, financial and broking advisers (if applicable).

Prior approval and issues under 7.1A.2

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2022 AGM held on 25 August 2022.

The Company has not issued any Shares in the 12 months preceding this Meeting under Listing Rule 7.1A.2.

Voting exclusion statement

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A2. Accordingly, there is no exclusion statement in respect of Resolution 3.

3.4 Recommendation

Resolution 3 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – Proposed issue of Options to Dr Christopher Burns

4.1 Background

Dr Christopher Burns was appointed as Chief Executive Officer on 5 December 2022 for an initial term of 6 months, after which his employment became long-term with the mutual agreement of the Company and Dr Burns.

Following a review of remuneration offered to the executive directors of peer group companies, the Remuneration Committee determined an appropriate remuneration package for the Chief Executive Officer. Details of Dr Burns remuneration are set out in section 4.2 iv. of this Notice.

Subject to Dr Burns committing to long term employment with the Company, it was also agreed that Dr Burns be issued Options under the Company's Employee Security Ownership Plan (the **Plan**) to incentivise him over the long term, to ensure alignment with shareholders' interests and to maximise Company value. The Options will form part of Dr Burns' remuneration.

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire shares under an employee incentive scheme without the prior approval of holders of ordinary securities.

Resolution 4 seeks approval under ASX Listing Rule 10.14 to issue a total of 2,500,000 options (the **Options**) to Dr Burns.

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party of the public company, the public company must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is the view of the Board (excluding Dr Burns) that the exception set out in section 211(1) (allowing the giving of a financial benefit that is reasonable remuneration) applies in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Options under ASX Listing Rule 10.14 as contemplated by Resolution 4, but not under Chapter 2E of the Corporations Act.

4.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- i. The Options are to be issued to Dr Christopher Burns (or his nominee).
- ii. Dr Burns is a related party by virtue of being Managing Director and Chief Executive Officer of the Company which falls within Listing Rule 10.14.1;
- iii. The number of Options (being the nature of the financial benefit being provided) to be allocated to Dr Burns is 2,500,000.
- iv. Dr Burns' current Total Fixed Remuneration is \$350,000 per year inclusive of statutory superannuation. Dr Burns may also be eligible to receive Long Term Incentives under the Company's Plan from time to time subject to Board and shareholder approval. In addition Dr Burns will be entitled to a bonus incentive of up to 25% of his Total Fixed Remuneration, which will be payable based on his performance against agreed performance milestones, which may be paid annually in cash or equity and at the Board's discretion and subject to shareholder approval if payable in equity.
- v. The Plan was approved by shareholders at the Company's Annual General Meeting held on 25 August 2022. At that meeting shareholders also approved the issue of 535,000 options to Dr Burns for nil consideration. Those options have an exercise price of \$0.26 and an expiry date of 6 September 2025.
- vi. The Options will be issued on the terms set out in Schedule 1.

The Options shall have an exercise price of \$0.135 (representing approximately a 150% premium over the 10 day VWAP on the date at which Dr Burns agreed to enter into long-term employment with the Company). The Options shall expire 5 June 2028.

25% of the Options shall vest on 5 June 2024 and thereafter 25% on 5 June 2025, 2026 and 2027.

Each Option will be exercisable for one Share and Shares issued on exercise of the Options will rank equally with fully paid ordinary Shares.

The value attributed to the Options to be granted to Dr Burns is \$91,004. This value has been determined on a Black Scholes basis assuming volatility of 65% and a risk free rate of 4.1%
- vii. The Options will be granted no later than 3 months after the date of the Annual General Meeting and it is anticipated that the Options will be allocated on one date.
- viii. The Options will be issued to Dr Burns for nil consideration.
- ix. A summary of the material terms of the Plan is set out in Schedule 2.
- x. No loan will be made to the Dr Burns in respect of the grant of the Options. The Company may permit cashless exercise of options in accordance with the terms of the Plan, at the discretion of the remuneration committee.

- xi. The Company confirms that:
- Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
 - Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 5 to 8 are approved who were not named in the Notice will not participate until approval is obtained under that Rule.
- xii A voting exclusion statement in relation to Resolution 4 is included in the Notice.

4.3 Recommendation

The Directors (other than Dr Burns) recommend that Shareholders vote in favour of Resolution 4.

Subject to the voting exclusions set out in the Notice of Meeting, the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

Glossary

10% Placement Facility has the meaning given in section 3.1 of the Explanatory Statement.

10% Placement Period has the meaning given in section 3.2 of the Explanatory Statement.

A\$ or **\$** means the lawful currency of the Commonwealth of Australia.

Auditor means the auditor of the Company, Grant Thornton.

AGM, Annual General Meeting means the annual general meeting of Shareholders, to be held on 24 August 2023 as convened by this Notice of Meeting.

Amplia or the Company means Amplia Therapeutics Limited ACN 165 160 841.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX.

Associate has the meaning given in the ASX Listing Rules.

Board means the Board of Directors of the Company unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except public holidays and any other day that ASX declares is not a business day.

Chairman means the chairman of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or a member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Employee Security Ownership Plan or **Plan** means the employee incentive plan adopted by the Company which is summarised in Schedule 2 of the Explanatory Statement.

Equity Security has the meaning given in the ASX Listing Rules.

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

Key Management Personnel has the meaning given in the ASX Listing Rules.

Minimum Price has the meaning given in section 3.2 of the Explanatory Statement.

Notice of Meeting or **Notice** means the notice of Annual General Meeting which accompanies this Explanatory Statement.

Option means an option proposed to be issued to Dr Burns pursuant to Resolution 4, as defined at (and having the terms of issue set out at) section 4.1 of the Explanatory Statement.

Proxy Form means the proxy form included in this Notice of Meeting.

Resolution means a resolution contained in this Notice of Meeting.

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

Shareholder means a registered holder of a Share in the Company.

Share Registry means Computershare Investor Services Pty Limited.

Trading Day has the meaning given in the ASX Listing Rules.

Schedule 1 – Summary of the terms of Options to be granted to Dr Christopher Burns (Resolution 4)

1. Unless specified in the terms of an offer under this Plan, no amount is payable for a grant of Options.
2. Each Option shall carry the right in favour of an Option holder to subscribe for one fully paid ordinary Share in the capital of the Company.
3. Each Option expires at 5.00 pm (Melbourne, Victoria time) on the expiry date specified in the terms of issue of that Option, subject to earlier expiration, lapse or cancellation in accordance with the terms of this Plan.
4. Options may only be exercised if permitted by this Plan and on the terms of issue. Options cannot be exercised unless vested in accordance with the terms of issue.
5. Subject to clause 9.6 of the Plan, the exercise price of each Option shall be as specified in the terms of issue of that Option. The exercise price shall be payable in full on exercise of the Option by the Holder.
6. The Company may permit cashless exercise of options, at the discretion of the Remuneration Committee. The particulars of such cashless exercise (if any) shall be set out in the terms of the relevant Options to be issued under the Plan.
7. Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option certificate (if any) and a cheque made payable to the Company for the exercise price of all the Options exercised, or payment by such other method as the Company may specify (whether at the time of issue or otherwise).
8. An exercise of only some Options shall not affect the rights of the Option holder for the balance of the Options held by him or her.
9. If an Option is exercised in accordance with this Plan and its terms of issue, the Company shall issue the resultant Share and deliver notification of shareholding within forty (40) business days of the exercise of an Option or such longer time as may be permitted under the listing rules of ASX (if applicable) and the Constitution.
10. Shares issued pursuant to the exercise of Options shall rank equally with existing Shares of the Company in all respects from the date of issue of the Share. If admitted to the official list of ASX at the time of issue of the Share, the Company will apply for official quotation by ASX of the Shares issued upon exercise of an Option, subject to any restriction obligations imposed by ASX.
11. Options may not be transferred, assigned or otherwise dealt with except in accordance with clause 11 of the Plan.
12. The Company is not bound to recognise any transfer or assignment of Options unless made in accordance with clause 11 of the Plan and then only if a copy of the duly executed instrument of assignment or transfer is lodged with the Company.
13. Holders of Options which have vested will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options and any restriction obligations. The Company will ensure that Option holders will be allowed at least seven business days' notice to allow for conversion of Options prior to the record date in relation to any offer of securities made to shareholders.
14. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- (a) if at the time of the reconstruction any securities of the Company are admitted to quotation by the ASX or another stock exchange, the Options will be reorganised in accordance with the listing rules or their equivalent applying at the time of the reorganisation; or
- (b) if at the time of the reconstruction no securities of the Company are admitted to quotation by the ASX or other stock exchange, the Options will be reorganised in the same proportion as the underlying ordinary shares (in such a way as not to cause a change in the total exercise price for a post reconstruction holding of Options, disregarding the effect of any fractions or rounding).

Note: That is, in the case referred to in clause 9.14(b) of the Plan, if ordinary shares are reconstructed by each share being divided into four shares, if a pre-reconstruction Option to acquire one ordinary share was exercisable at two dollars, it will be divided into four Options each to acquire one post-reconstruction ordinary share at an exercise price of 50 cents each. The other terms and conditions of the Options will remain unchanged.

- 15. The Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Options.
- 16. Options issued under the Plan do not confer upon the holder a right to receive notices of general meetings (except as may be required by law), nor any right to attend, speak at or vote at general meetings of the Company.
- 17. If offered and issued after the Company is admitted to the official list of ASX, any Options offered and issued shall:
 - (a) have an exercise price as specified in the terms of Options to be issued under the Plan;
 - (b) have an expiry date not later than five years after the date of issue; and
 - (c) vest at such times as the Remuneration Committee may specify in the applicable invitation to accept an offer of the Options, each of which shall be deemed to form part of the terms of issue of the Options.

Schedule 2 – Summary of the terms of the Employee Security Ownership Plan

The Company is seeking shareholder approval for adoption of the Employee Security Ownership Plan (“Plan”). The terms of the Plan are summarised below. References in the summary to the “remuneration committee” are to the remuneration committee appointed by the Board and, in the absence of a remuneration committee being appointed at the relevant time, means the Board.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

- (a) provide eligible persons with an additional incentive to work to improve the performance of the Company;
- (b) attract and retain eligible persons essential for the continued growth and development of the Company;
- (c) promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- (d) align the interest of eligible persons and shareholders for the long term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate.

The participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the remuneration committee.

If the Company is listed, the Directors and other related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The number of securities which may be issued under the Plan is #number#. Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have converted, been cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

Loans may be offered to eligible persons to assist in acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and (if the Company is listed) ASX Listing Rules. The Company may permit cashless exercise of options, at the discretion of the remuneration committee.

The remuneration committee is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan and for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules if the Company is listed.

ATX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Tuesday, 22 August 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Amplia Therapeutics Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Amplia Therapeutics Limited to be held at Grant Thornton, Collins Square, Level 22, Tower 5, 727 Collins Street, Melbourne, VIC 3008 on Thursday, 24 August 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-elect Dr Warwick Tong as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for extra 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Proposed Issue of Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ATX

300798A



Computershare

