ABN 16 165 160 841

Amplia Therapeutics Limited

ACN 165 160 841

Notice of Annual General Meeting and Explanatory Statement

2026 Annual Report:

https://ampliatx.com/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 **10.30am on Friday 28 August 2026**.

The AGM will be a physical meeting and not a hybrid or virtual meeting. Accordingly, no online participation in the AGM will be possible.

ITEMS OF BUSINESS

Item 1. Receipt of the Financial Report for the year ended 31 March 2026

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2026.

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 2026 be adopted."

Note: A voting exclusion applies to this Resolution.

Resolution 2 – Re-elect Dr Robert Peach as a Director of the Company

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

"That Dr Robert Peach, 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."

Resolution 3 –Elect Mr Brett Carter as a Director of the Company

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

"That Mr Brett Carter, who retires in accordance with the Constitution of the Company and, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 4 – 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."

Note: A voting exclusion applies to this Resolution.

Resolution 5 – Increase in Non-Executive Directors' Fee Pool

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

"That pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of Directors' Fees payable to Non-Executive Directors be increase by $450,000 from $300,000 to $750,000 per annum"

Note: A voting exclusion applies to this Resolution.

Resolution 6 – Proposed Issue of Zero Exercise Price 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 687,772 Zero Exercise Price 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.

Resolution 7 – Proposed Issue of Zero Exercise Price Options to Ms Jane Bell (Non-Executive Chair)

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

"That the issue of 642,857 Zero Exercise Price Options to Ms Jane Bell (or 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.

Resolution 8 – Proposed Issue of Zero Exercise Price Options to Dr Robert Peach (Non-Executive Director)

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

"That the issue of 500,000 Zero Exercise Price Options to Dr Robert Peach (or 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.

Resolution 9 – Proposed Issue of Zero Exercise Price Options to Dr Warwick Tong (Non-Executive Director)

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

"That the issue of 500,000 Zero Exercise Price Options to Dr Warwick Tong (or 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.

Resolution 10 – Proposed Issue of Zero Exercise Price Options to Mr Brett Carter (Non-Executive Director)

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

"That the issue of 500,000 Zero Exercise Price Options to Mr Brett Carter (or 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
Resolution 1 Remuneration Report	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.
Resolution 5 - Increase in Non-Executive Directors' Fee Pool	The Company will disregard votes cast by Key Management Personnel or their Closely Related Parties in contravention of section 250BD of the Corporations Act.
Resolutions 6 – 10 Proposed issue of Zero Exercise Price Options to Directors	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 – Listing Rule 7.1A Mandate	if at the time the approval is sought the Company is proposing to make an issue of equity securities under Rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity)
Resolution 5 - Increase in Non-Executive Directors' Fee Pool	Any Director of the Company and any of their Associates.
Resolution 6 – Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns	Dr Christopher Burns, his nominees(s) and any of their Associates.
Resolution 7 – Proposed Issue of Zero Exercise Price Options to Ms Jane Bell	Ms Jane Bell, her nominees(s) and any of their Associates.
Resolution 8 – Proposed Issue of Zero Exercise Price Options to Dr Robert Peach	Dr Robert Peach, his nominees(s) and any of their Associates.
Resolution 9 – Proposed Issue of Zero Exercise Price Options to Dr Warwick Tong	Dr Warwick tong, his nominees(s) and any of their Associates.
Resolution 10 – Proposed Issue of Zero Exercise Price Options to Mr Brett Carter	Mr Brett Carter, his nominees(s) 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 16th day of July 2026.

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 at 7.00pm AEST on 26 August 2026.

2026 ANNUAL REPORT:

The 2026 Annual Report is available on the Company's Website: www.ampliatx.com and https://ampliatx.com/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 1800 783 447 (within Australia) or +61 3 9473 2555 (from outside of Australia).

  (ii) By **mail**:
  Computershare Investor Services Pty Limited
  GPO Box 242 Melbourne
  Victoria 3001 Australia

  (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 2026

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 2026 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 **21 August 2026**. 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 2026 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 2025 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.

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 Robert Peach as a Director

2.1 ASX Listing Rules 14.4, 14.5 and the Constitution of the Company

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. This rule does not apply to the managing director.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Under rule 8.1 of the Company's Constitution:

(a) A director appointed by the Board under rule 8.1(b), who is not a chief executive officer, holds office until the conclusion of the next AGM following his or her appointment.

(b) No director who is not the chief executive officer may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

(c) To the extent that the Listing Rules require an election of directors to be held and no director would otherwise be required (by rules 8.1(c) or 8.1(d)) to submit for election or re-election the director to retire is any director who wishes to retire (whether or not he or she intends to stand for re-election), otherwise it is the director who has been longest in office since their last election or appointment (excluding the chief executive officer). As between directors who were last elected or appointed on the same day, the director to retire must be decided by lot (unless they can agree among themselves).

Out of the current Directors who may be required to retire by rotation, Ms Jane Bell and Dr Robert Peach have together held office for the longest period of time since their last election (which occurred at the Company's 2024 AGM on 23 August 2024).

Accordingly, in accordance with rule 8.1 of the Constitution, Dr Robert Peach (as determined by a lot) will retire by rotation and, being eligible, offers himself for re-election as a Director.

2.2 Key Information relating to Dr Robert Peach - Independent Non-Executive Director

Dr Peach has over 30 years of drug discovery and development experience in the Pharmaceutical and Biotechnology industry. In 2009 he co-founded Receptos, becoming Chief Scientific Officer and raising $59M in venture capital and $800M in an IPO and three subsequent follow-on offerings. In August 2015 Receptos was acquired by Celgene for $7.8B.

Robert held senior executive and scientific positions in other companies including Apoptos, Biogen Idec, IDEC and Bristol-Myers Squibb, supporting in-licensing, acquisition and venture investments. His extensive drug discovery and development experience in autoimmune and inflammatory diseases, and cancer has resulted in multiple drugs entering clinical trials and 3 registered drugs.

He currently serves on the Board of Directors of Rekover Therapeutics, a privately held biotechnology company in New Zealand. Robert also serves on the Scientific Advisory Board of privately held Eclipse Bioinnovations in San Diego and is a consultant for several other biotechnology companies.

Robert is the co-author of 75 scientific publications and book chapters, and is an inventor on 17 patents. He was educated at the University of Canterbury and the University of Otago, New Zealand. Dr Peach was appointed as an Independent Non-Executive Director on the 2nd of September 2015 and is Chair of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

2.3 Recommendation

The Directors (other than Dr Peach) 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: Election of Mr Brett Carter as a Director

3.1 ASX Listing Rules 14.4, 14.5 and the Constitution of the Company

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. This rule does not apply to the managing director.

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Under rule 8.1(b) of the Company's Constitution, the Board may appoint any eligible person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy, but so that the total number of Directors does not exceed the maximum number fixed under this constitution. Mr Carter was appointed as a Director by the Board pursuant to rule 8.1(b).

Under rule 8.1(c) of the Company's Constitution, a director appointed by the Board under rule 8.1(b), who is not a chief executive officer, holds office until the conclusion of the next AGM following his or her appointment. Accordingly. Mr Carter offers himself for election at this AGM.

3.2 Key Information relating to Mr Brett Carter - Independent Non-Executive Director

Brett has spent over 25 years in the life-sciences industry. He has been a director and CEO of multiple biotechnology organisations and is currently a non-executive director of Grey Wolf Therapeutics and the Chief Operating Officer of the not-for-profit pharmaceutical company, Medicines Development for Global Health.

Brett spent 8 years leading global licensing, acquisition and venture capital backed transactions for GSK in London and is the former Chair of the Limited Partner Advisory Committee of the Gates Foundation-backed Global Health Investment Fund. During his career, Brett has worked on transactions with a potential value in excess of $2B, including licensing a program developed by Australia's Cancer Therapeutics to Pfizer in a deal worth over $670M.

Brett has a BSc in Applied Chemistry from RMIT University, an MBA from London Business School and is a Graduate of the Australian Institute of Company Directors.

Mr Carter was appointed as an Independent Non-Executive Director on the 6 July 2026.

3.3 Recommendation

The Directors (other than Mr Carter) recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

4. RESOLUTION 4 – Approval of Additional 10% Placement Facility

4.1 Background

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).

4.2 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 any 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, to increase this 15% limit by an extra 10% to 25% for the 12 months following that meeting.

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. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility.

If Resolution 4 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 4 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.

4.3 Further requirements of Listing Rule 7.1A

<u>10% Placement Period</u>

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 4 will be 28 August 2027);
- the time and date of the Company's 2027 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),

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

<u>Class of Equity Securities issued under ASX Listing Rule 7.1A</u>

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 and be issued for a cash consideration per security. The Company currently has two classes of quoted Equity Securities on issue being:

- Shares (ASX Code: ATX); and
- Options (ASX Code: ATXOA) which have an Exercise Price of $0.1725 and Expiry Date of 31 October 2027.

<u>Issue price of Equity Securities issued under ASX Listing Rule 7.1A3</u>

The issue price of Equity Securities issued under ASX Listing Rule 7.1A2 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 by the entity and the recipient of the securities; 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"**).

<u>ASX Listing Rule 7.1A4</u>

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.

<u>Formula for calculating 10% Placement Facility</u>

As at 7 July 2026, the Company had 513,312,014 Shares on issue ("A" in the formula below) and therefore, subject to Shareholder approval being obtained under Resolution 4, based on current circumstances 51,312,014 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.

4.4 Specific information required by Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 4.

Placement Period

If Shareholder approval is granted for Resolution 4, 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 to support manufacture of additional drug substance and drug product, completion of a Phase 2b study of narmafotinib in pancreatic cancer exploring a new dosing regimen which will form the basis – and first stage – of a registrational study, a new clinical study investigating narmafotinib in ovarian cancer (including expenses associated with such studies), 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:

- 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
- 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 (being $0.125 as at close of trade on 7 July 2026 (**Issue Price**)) and the current number of Shares on issue as at that date.

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		
		$0.0625 Issue Price at half the current market price	**$0.125 Issue Price at current market price**	**$0.25 Issue Price at double the current market price**
Current Variable 'A' 513,312,014 Shares	**Shares issued**	51,331,201	51,331,201	51,331,201
	Funds raised	$3,208,200.09	$6,416,400.18	$12,832,800.35
	Dilution	10%	10%	10%
50% increase in Current Variable 'A' 769,968,021 Shares	**Shares issued**	76,996,802	76,996,802	76,996,802
	Funds raised	$4,812,300	$9,624,600	$19,249,201
	Dilution	10%	10%	10%
100% increase in Current variable 'A' 1,026,624,028 Shares	**Shares issued**	102,662,403	102,662,403	102,662,403
	Funds raised	$6,416,400	$12,832,800	$25,665,601
	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.

<u>Allocation Policy</u>

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; and
- 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 2025 AGM held on 27 August 2025.

July 2025 Placement

A total of 96,804,354 fully paid ordinary Shares were issued at an issue price of $0.23 per Share under the Unconditional Placement component of the capital raising which was announced to ASX on 23 July 2025 (the **July 2025 Placement**). 57,937,087 Shares were issued under Listing Rule 7.1.In addition, 38,867,267 Shares were issued under Listing Rule 7.1A (**LR7.1A Placement Shares**) representing 14.17% of the total number of equity securities on issue 12 months prior to the announcement of the Unconditional Placement.

The Company issued the Shares under the July 2025 Placement, including the LR7.1A Placement Shares, on 29 July 2025.

The allottees of the LR7.1A Placement Shares were sophisticated and institutional investors who were invited to subscribe for the Shares in the placement bookbuild by agreement between the Company and the lead manager of the placement (Bell Potter Securities Limited). One substantial holder of the Company at the time, Platinum Investment Management Limited, was issued Shares representing 1% or more of the Company's issued capital.

The issue price of Shares under the July 25 Placement was $0.23 per Share, representing a discount of 19.3% to the closing price of Shares on Friday 18 July 2025 (the trading day before announcement of the Placement).

A total of $25 million (before costs) was raised under the July 2025 Placement, of which $8.9 million was raised by the issue of the LR7.1A Placement Shares.

The proceeds raised by the issue of the LR7.1A Placement Shares (together with cash held at the time and funds raised by the issue of shares under LR 7.1 as part of the July 25 Placement have been applied by Amplia to:

- support the completion of Phase 2a of the ACCENT trial;
- foundational work for a Phase 2b/3 trial;
- the Amplicity trial;
- CMC (manufacturing) general operations and preclinical work re narmafotinib;
- and for working capital purposes.

Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting.

4.5 Recommendation

Resolution 4 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 4.

5. RESOLUTION 5 - Increase in Non-Executive Directors' Fee Pool

In accordance with ASX Listing Rule 10.17 and Rule 8.3 of the Company's Constitution, shareholder approval is being sought to increase the maximum aggregate amount of remuneration that may be paid to all of the Company's Non-Executive Directors (the Fee Pool) by $450,000, from $300,000 to $750,000 per annum.

The current Fee Pool of $300,00 was last approved by shareholders at the Annual General Meeting held on 20 August 2014.

The Board reviews Non-Executive Director remuneration regularly to ensure it remains competitive, fair, and aligned with market practices. The Board considers that the proposed increase is appropriate for the following reasons:

Market Competitiveness: To ensure the Company can attract and retain high-calibre Non-Executive Directors with the skills, experience, and diverse backgrounds required to oversee the Company's strategy and operations.

Board Succession and Composition: The increase will provide the Board with the financial flexibility to appoint additional Non-Executive Directors if required for orderly succession planning, without breaching the Fee Pool limit.

Increased Workload and Responsibility: The complexity, regulatory burden, and time commitments required of Non-Executive Directors have increased significantly since the fee pool was last set.

Buffer for Contingencies: The proposed limit is a maximum cap and includes a buffer to allow for future fee adjustments in line with market movements, or the creation of additional Board committees if required.

The Board does not intend to utilize the entire proposed Fee Pool immediately. Rather, it is intended to provide capacity for the next several years.

ASX Listing Rule 10.17 provides that a company must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.
If Resolution 5 is passed, the Company will be able to increase the total aggregate amount of directors' fees payable to all of its non-executive directors as contemplated by Resolution 5.

If Resolution 5 is not passed, the Company will not be able to increase the total aggregate amount of directors' fees payable to all of its non-executive directors as contemplated by Resolution 5.

5.1 Specific information required by Listing Rule 10.17

For the purposes of ASX Listing Rule 10.17, the Company provides the following information:

Amount of the increase: $450,000 per annum.

The new maximum aggregate amount: $750,000 per annum.

Securities issued to Non-Executive Directors: In accordance with ASX Listing Rule 10.17.2, the following securities have been issued to Non-Executive Directors under ASX Listing Rules 10.11 or 10.14 with shareholder approval at any time within the preceding three years:

Director Name	Type of Securities Issued	Number of Securities Issued	Shareholder Approval
Jane Bell	Options Ex $0.30 Exp 30 Sep 2028 Placement Shares @ $0.23 Placement Shares @ $0.115 and Attaching Options Ex $0.1725 Exp 31 Oct 2027	240,590 130,435 695,652 521,739	AGM 27 August 2025 AGM 27 August 2025 EGM 19 December 2024
Chris Burns	Zero Exercise Price Options Placement Shares @ $0.23 Placement Shares @ $0.115 and Attaching Options Ex $0.1725 Exp 31 Oct 2027 Ordinary Shares for nil consideration (deemed issue price of $0.062) Options Ex $0.135 Exp 5 June 2028	447,000 86,957 347,826 260,869 586,321 2,500,000	AGM 27 August 2025 AGM 27 August 2025 EGM 19 December 2024 AGM 23 August 2024 AGM 24 August 2023
Robert Peach	Options Ex $0.30 Exp 30 Sep 2028 Placement Shares @ $0.23 Placement Shares @ $0.115 and Attaching Options Ex $0.1725 Exp 31 Oct 2027	240,590 652,174 1,086,957 815,218	AGM 27 August 2025 AGM 27 August 2025 EGM 19 December 2024
Warwick Tong	Options Ex $0.30 Exp 30 Sep 2028 Placement Shares @ $0.23 Placement Shares @ $0.115 and Attaching Options Ex $0.1725 Exp 31 Oct 2027	336,826 152,174 695,652 521,739	AGM 27 August 2025 AGM 27 August 2025 EGM 19 December 2024

Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting.

5.2 Recommendation

Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation to shareholders regarding how to vote on Resolution 5.The Chair intends to vote all available undirected proxies in favour of this Resolution.

6. RESOLUTION 6 - Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)

6.1 Background

Christopher Burns Ph.D. was appointed as Chief Executive Officer and Managing Director on 5 December 2022. Dr Burns is a founder of Amplia and had previously served as a non-executive member of the Board of Directors. At the time of Dr Burns appointment his remuneration was pitched at a level designed to preserve the Company's available cash. While Dr Burns has received Short Term Incentive Payments based on performance against his Key Performance Indicators, his base remuneration is materially unchanged since the date of his original appointment.

In addition to his remuneration package, it is proposed that Dr Burns be issued 687,772 Zero Exercise Price Options (**ZEPO**) under the Company's Equity Incentive Plan (**Plan**) to provide him with additional incentive over the longer term, to ensure alignment with shareholders' interests and to maximise Company value. The ZEPOs will form part of Dr Burns remuneration.

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

If Resolution 6 is passed, the Company will be able to issue the ZEPOs to Dr Burns (or nominee) as contemplated by Resolution 6.

If Resolution 6 is not passed, the Company will be unable to issue the ZEPOs to Dr Burns (or nominee) as contemplated by Resolution 6.

Accordingly, Resolution 6 seeks approval under ASX Listing Rule 10.14 to issue a total of 687,772 ZEPOs to Dr Burns for nil consideration. Relevant details are set out in the table below:

Director and relevant Resolution	Current Total Remuneration#1 (per annum)	Number of ZEPOs to be granted	Value attributed to these ZEPOs #2
Dr Christopher Burns (Resolution 6)	$350,000	687,772	$87,500

#1 – Base remuneration, inclusive of superannuation
#2 – This value has been determined using 30-day VWAP of $0.19 as at 28 June 2026.

The ZEPOs shall have a nil exercise price, which the Remuneration Committee considered to be appropriate in the context of Dr Burns executive role, his performance to date and the importance of securing the ongoing commitment of Dr Burns to the Company's key business development objectives for the future. It is proposed that the ZEPOs will be issued to Dr Burns within three months after the date of the Meeting and the ZEPOs shall vest on the grant date and expire 5 years from the date of grant of the ZEPOs.

No loan will be made to the Dr Burns in respect of the grant of the ZEPOs.

While Dr Burns is the Company's Chief Executive Officer, restrictions will apply to the shares issued on exercise of the ZEPOs, including that the shares may only be traded following Board approval.

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 ZEPOs under ASX Listing Rule 10.14 as contemplated by Resolution 7, but not under Chapter 2E of the Corporations Act.

6.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolution 7:

(a) The related party is Dr Christopher Burns, (or their respective nominees), each of whom are related parties by virtue of being the Manager Director which falls within Listing Rule 10.14.1.

(b) The number of ZEPOs (being the nature of the financial benefit being provided) to be allocated to Dr Burns is 687,772.

(c) The ZEPOs will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the ZEPOs. The exercise price of each of the ZEPOs is nil. It is proposed that the ZEPOs will be issued to Dr Burns within three months of the date of the Meeting and expire 5 years from the date of grant of the ZEPOs.

(d) Dr Burns has previously received the following Equity Securities under the Plan for Nil consideration:

Director	Number of Zero Exercise Price Options granted in August 2025	Exercise Price	Expiry Date
Dr Christopher Burns	447,000	Nil	30 September 2028

(e) The people referred to in ASX Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors.

(f) A voting exclusion statement in relation to Resolution 6 is included in the Notice.

(g) There is no loan associated with the grant of the ZEPOs.

(h) The ZEPOs are expected to be granted no later than 3 months after the date of the Annual General Meeting and it is anticipated that the ZEPOs will be allocated on one date. The ZEPOs must be granted within 3 years after the date of the Annual General Meeting.

(i) Each ZEPO will be exercisable for one Share and Shares issued on exercise of the ZEPOs will rank equally with fully paid ordinary Shares.

(j) A summary of the terms of the Plan is set out in Schedule 1.

(k) The ZEPOs will be issued on the terms set out in Schedule 2.

(l) 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.

(m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 6 is approved and who were not named in the Notice will not participate until approval is obtained under that Rule.

6.3 Recommendation

The Directors (excluding Dr Burns) recommend that Shareholders vote in favour of Resolution 6.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 6.

7. RESOLUTIONS 7 to 10 – Proposed issue of Zero Price Exercise Options to Non-Executive Directors

7.1 Background

Following a review of remuneration offered to the non-executive directors of peer group companies, the Remuneration Committee has identified that the Non-Executive Directors of the Company had been remunerated at the bottom end of the range applicable to peer group companies.

Accordingly, in addition to director fees, it is proposed that Non-Executive Directors be issued Zero Exercise Price Options (ZEPOs) under the Equity Incentive Plan (**Plan**) to incentivise them over the longer term, to ensure alignment with shareholders' interests and to maximise Company value. The ZEPOs will form part of each Non-Executive Director's remuneration.

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

If Resolutions 7 to 10 are passed, the Company will be able to issue ZEPOs under the Plan to the relevant Directors as contemplated by Resolutions 7 to 10.

If any of Resolutions 7 to 10 are not passed, the Company will be unable to issue ZEPOs under the Plan to the relevant Director(s) as contemplated by the applicable Resolution(s).
Accordingly, Resolutions 7 to 10 seek approval under ASX Listing Rule 10.14 to issue a total of 2,142,857 ZEPOs (the **NED ZEPOs**) to the Non-Executive Directors of the Company for nil consideration as set out in the table below:

Director and relevant Resolution	Current Total Remuneration#1 (per annum)	Number of ZEPOs to be granted	Value attributed to these ZEPOs #2
Ms Jane Bell (Resolution 7)	$90,000	642,857	$90,000
Dr Robert Peach (Resolution 8)	$70,000	500,000	$70,000
Dr Warwick Tong (Resolution 9)	$70,000	500,000	$70,000
Mr Brett Carter (Resolution 10)	$70,000	500,000	$70,000

#1 – Inclusive of superannuation (NOTE: Ms Jane Bell (former Non-Executive Director) was appointed as Non-Executive Chair on 30 June 2026 and Dr Warwick Tong (former Chair) continues as a Non-Executive Director from that same date. Mr Brett Carter was appointed as a Non-Executive Director on 6 July 2026.)
#2 – This value has been determined on based on the closing share price of the Company on 9 July 2026.

It is proposed that the ZEPOs will be issued to Non-Executive Directors within three months after the date of the Meeting and will expire 5 years from the date of grant of the ZEPOs.

The ZEPOs will vest on the following basis:

Vesting Date	**Percentage to Vest**
Grant Date	25%
1st anniversary of Grant Date	25%
2nd anniversary of Grant Date	25%
3rd anniversary of Grant Date	25%

No loan will be made to the Non-Executive Directors in respect of the grant of the ZEPOs.

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 Dr Chris Burns (the sole Executive Director) 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 ZEPOs under ASX Listing Rule 10.14 as contemplated by Resolutions 7 to 10, but not under Chapter 2E of the Corporations Act.

7.2 Specific information required by Listing Rule 10.15

Pursuant to ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 7 to 10:

(a) The related parties are Ms Jane Bell, Dr Robert Peach, Dr Warwick Tong and Mr Brett Carter, (or their respective nominees), each of whom are related parties by virtue of being a Director which falls within Listing Rule 10.14.1.

(b) The number of Options (being the nature of the financial benefit being provided) to be allocated to:

- Ms Jane Bell is 642,857 ZEPOs (Resolution 7);
- Dr Robert Peach is 500,000 ZEPOs (Resolution 8);
- Dr Warwick Tong is 500,000 ZEPOs (Resolution 9);
- Mr Brett Carter is 500,000 ZEPOs (Resolution 10).

(c) The ZEPOs will be issued for nil cash consideration and accordingly no funds will be raised by the issue of the ZEPOs. It is proposed that the ZEPOs will be issued to Non-Executive Directors within three months of the date of the Meeting and expire 5 years from the date of grant of the ZEPOs.

(d) The Directors (excluding Mr Brett Carter who was appointed as a Director 6 July 2026) received the following Equity Securities for nil consideration under the Plan which were approved by shareholders at the 2025 Annual General Meeting:

Director	Number of Options granted in August 2025	Exercise Price	Expiry Date
Dr Warwick Tong	336,826	$0.30	30 September 2028
Dr Robert Peach	240,590	$0.30	30 September 2028
Ms Jane Bell	240,590	$0.30	30 September 2028

(e) The people referred to in ASX Listing Rule 10.14 who are eligible to participate in the Plan are all of the Directors.

(f) Voting exclusion statements in relation to Resolutions 7 to 10 are included in the Notice.

(g) There is no loan associated with the grant of the ZEPOs.

(h) The ZEPOs are expected to be granted no later than 3 months after the date of the Annual General Meeting and it is anticipated that the ZEPOs will be allocated on one date. The ZEPOs must be granted within 3 years after the date of the Annual General Meeting.

(i) Each ZEPO will be exercisable for one Share and Shares issued on exercise of the ZEPOs will rank equally with fully paid ordinary Shares.

(j) A summary of the terms of the Plan is set out in Schedule 1.

(k) The ZEPOs will be issued on the terms set out in Schedule 3.

(l) 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.

(m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 7 to 10 are approved and who were not named in the Notice will not participate until approval is obtained under that Rule.

7.3 Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolutions 7 to 10.

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 Resolutions 7 to 10.

10% Placement Facility has the meaning given in section 4.2 of the Explanatory Statement.

10% Placement Period has the meaning given in section 4.3 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 or Meeting means the annual general meeting of Shareholders, to be held on 28 August 2026 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.

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.

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

Plan means the Equity Incentive Plan approved by the shareholders at the Company's Annual General Meeting held on 27 August 2025.

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.

ZEPO/s means Zero Exercise Price Options to acquire Share/s.

Schedule 1 – Summary of the Amplia Therapeutics Equity Incentive Plan

The rules of the Plan (**Plan Rules**) provide the framework under which the Plan and individual grants will operate. The key features of the Plan are outlined below.

Eligibility	Offers may be made at the Board's discretion to employees of the Company, Directors and any other person that the Board determines to be eligible to receive a grant under the Plan.
Types of securities	The Plan Rules provide flexibility for the Company to grant one or more of the following securities as incentives, subject to the terms of individual offers: • performance rights, which are an entitlement to receive Shares upon satisfaction of applicable conditions; • options, which are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of the applicable exercise price; and • restricted shares, which are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan	The Board may make offers at its discretion and any offer documents must contain the information required by the Plan Rules. The Board has the discretion to set the terms and conditions on which it will offer performance rights, options and restricted shares in individual offer documents. Offers must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a performance right, option or restricted share under the Plan.
Vesting	Vesting of performance rights, options and restricted shares under the Plan is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Options must be exercised by the employee and the employee is required to pay the exercise price before Shares are allocated (if applicable). Subject to the Plan Rules and the terms of the specific offer document or invitation, any performance rights, options or restricted shares will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.
Cessation of employment or engagement	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment or engagement. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participant ceases employment.
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad "clawback" powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant's performance rights, options or restricted shares will vest or cease to be subject to restrictions on a change of control event in accordance with the Plan Rules.
Reconstructions, corporate action, rights issues, bonus issues etc.	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Securities Trading Policy.
Other terms	The Plan contains customary and usual terms of dealing with administration, variation, suspension and termination of the Plan.

Schedule 2 – Summary of the terms of the ZEPOs (Resolution 6)

1. Unless specified in the terms of an offer under the Plan, no amount is payable for a grant of ZEPOs.

2. Each ZEPO shall carry the right in favour of an ZEPO holder to subscribe for one fully paid ordinary Share in the capital of the Company.

3. Each ZEPO expires and will automatically lapse at 5.00 pm (Melbourne, Victoria time) on the fifth anniversary of the ZEPO grant date, subject to earlier expiration, lapse or cancellation in accordance with the terms of the Plan.

4. ZEPOs may only be exercised if permitted by the Plan and on the terms of issue. ZEPOs cannot be exercised unless vested in accordance with the terms of issue.

5. The exercise price of each ZEPO shall be nil as specified in the terms of issue of that ZEPO.

6. ZEPOs shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the ZEPO holder to exercise all or a specified number of ZEPOs, accompanied by the relevant ZEPO certificate (if any).

7. An exercise of only some ZEPOs shall not affect the rights of the ZEPO holder for the balance of the ZEPOs held by him or her.

8. If a ZEPO 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 ten (10) business days of the exercise of a ZEPO or such longer time as may be determined by the Board and as permitted under the listing rules of ASX (if applicable) and the Constitution.

9. Shares issued pursuant to the exercise of ZEPOs 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.

10. While ZEPO holders remain employees of the Company, restrictions may apply to the shares issued on exercise of the ZEPOs, including that the shares may only be traded in accordance with the Company's Securities Trading Policy.

11. ZEPOs may not be transferred, assigned or otherwise dealt with except in accordance with the Plan.

12. The Company is not bound to recognise any transfer or assignment of ZEPOs unless made in accordance with 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 ZEPOs 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.

14. If the Company makes a bonus issue of Shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a ZEPO before the record date for determining entitlements to the issue, then the number of underlying Shares over which the ZEPO is exercisable is increased by the number of Shares which the ZEPO holder would have received if the ZEPO holder had exercised the ZEPO before the record date for determining entitlements to the issue, in accordance with the Listing Rules.

15. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the ZEPO holder (including the number of ZEPOs to which each ZEPO holder is entitled) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

16. Any calculations or adjustments which are required to be made under these ZEPO Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the ZEPO holder.

17. The Company must within a reasonable period give to each ZEPO holder notice of any change under paragraphs 14 to 16 (inclusive) the number of Shares for which the ZEPO holder is entitled to subscribe on exercise of the ZEPOs.

18. The ZEPOs will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant ZEPOs.

19. ZEPOs 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.

20. An ZEPO holder must only exercise a minimum of 100,000 ZEPOs, and thereafter in multiples of 50,000, unless an ZEPO holder exercises all of its ZEPOs.

21. These ZEPO Terms of Issue and the rights and obligations of ZEPO holders are governed by the laws of Victoria. Each ZEPO holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these ZEPOs.

Schedule 3 – Summary of the terms of the ZEPOs (Resolution 7-10)

1. Unless specified in the terms of an offer under the Plan, no amount is payable for a grant of ZEPOs.

2. Each ZEPO shall carry the right in favour of an ZEPO holder to subscribe for one fully paid ordinary Share in the capital of the Company.

3. Each ZEPO expires and will automatically lapse at 5.00 pm (Melbourne, Victoria time) on the fifth anniversary of the ZEPO grant date, subject to earlier expiration, lapse or cancellation in accordance with the terms of the Plan.

4. ZEPOs may only be exercised if permitted by the Plan and on the terms of issue. ZEPOs cannot be exercised unless vested in accordance with the terms of issue.

5. The ZEPOs shall vest in accordance with the following schedule:

Vesting Date	Percentage to Vest
Grant Date	25%
1st anniversary of Grant Date	25%
2nd anniversary of Grant Date	25%
3rd anniversary of Grant Date	25%

6. The exercise price of each ZEPO shall be nil as specified in the terms of issue of that ZEPO.

7. ZEPOs shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the ZEPO holder to exercise all or a specified number of ZEPOs, accompanied by the relevant ZEPO certificate (if any).

8. An exercise of only some ZEPOs shall not affect the rights of the ZEPO holder for the balance of the ZEPOs held by him or her.

9. If a ZEPO 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 ten (10) business days of the exercise of a ZEPO or such longer time as may be determined by the Board and as permitted under the listing rules of ASX (if applicable) and the Constitution.

10. Shares issued pursuant to the exercise of ZEPOs 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. While ZEPO holders remain Non-Executive Directors of the Company, restrictions may apply to the shares issued on exercise of the ZEPOs, including that the shares may only be traded in accordance with the Company's Securities Trading Policy.

12. ZEPOs may not be transferred, assigned or otherwise dealt with except in accordance with the Plan.

13. The Company is not bound to recognise any transfer or assignment of ZEPOs unless made in accordance with the Plan and then only if a copy of the duly executed instrument of assignment or transfer is lodged with the Company.

14. Holders of ZEPOs 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.

15. If the Company makes a bonus issue of Shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of a ZEPO before the record date for determining entitlements to the issue, then the number of underlying Shares over which the ZEPO is exercisable is increased by the number of Shares which the ZEPO holder would have received if the ZEPO holder had exercised the ZEPO before the record date for determining entitlements to the issue, in accordance with the Listing Rules.

16. If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the ZEPO holder (including the number of ZEPOs to which each ZEPO holder is entitled) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

17. Any calculations or adjustments which are required to be made under these ZEPO Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the ZEPO holder.

18. The Company must within a reasonable period give to each ZEPO holder notice of any change under paragraphs 15 to 17 (inclusive) the number of Shares for which the ZEPO holder is entitled to subscribe on exercise of the ZEPOs.

19. The ZEPOs will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant ZEPOs.

20. ZEPOs 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.

21. An ZEPO holder must only exercise a minimum of 100,000 ZEPOs, and thereafter in multiples of 50,000, unless an ZEPO holder exercises all of its ZEPOs.

22. These ZEPO Terms of Issue and the rights and obligations of ZEPO holders are governed by the laws of Victoria. Each ZEPO holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these ZEPOs.

Amplia THERAPEUTICS
ABN 16 165 160 841

Need assistance?

Phone:
1300 850 505 (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 **10:30am (AEST) on Wednesday, 26 August 2026.**

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:

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: 188893

SRN/HIN:

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 3000 on Friday, 28 August 2026 at 10:30am (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, 5, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 6, 7, 8, 9 and 10 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, 5, 6, 7, 8, 9 and 10 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
1	Remuneration Report	☐	☐	☐
2	Re-elect Dr Robert Peach as a Director of the Company	☐	☐	☐
3	Elect Mr Brett Carter as a Director of the Company	☐	☐	☐
4	Approval for extra 10% Placement Facility	☐	☐	☐
5	Increase in Non-Executive Directors' Fee Pool	☐	☐	☐
6	Proposed Issue of Zero Exercise Price Options to Dr Christopher Burns (Managing Director and Chief Executive Officer)	☐	☐	☐
7	Proposed Issue of Zero Exercise Price Options to Ms Jane Bell (Non-Executive Chair)	☐	☐	☐
8	Proposed Issue of Zero Exercise Price Options to Dr Robert Peach (Non-Executive Director)	☐	☐	☐
9	Proposed Issue of Zero Exercise Price Options to Dr Warwick Tong (Non-Executive Director)	☐	☐	☐
10	Proposed Issue of Zero Exercise Price Options to Mr Brett Carter (Non-Executive Director)	☐	☐	☐

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)*

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

Mobile Number	Email Address