

# Actinogen Medical Limited

ACN 086 778 476

## Share Purchase Plan

Including the Terms and Conditions

**Opening date: Tuesday, 10 February 2026**

This is an important document and should be read in its entirety. The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of any Eligible Shareholder. If you are in any doubt about the action you should take or the contents of this document, please seek independent financial advice from your broker, accountant or other professional adviser without delay. The contents of this document have not been reviewed by any regulatory authority. You are advised to exercise caution in relation to the Share Purchase Plan.

**NOT FOR RELEASE TO U.S. WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES  
EXCEPT BY THE COMPANY TO A LIMITED NUMBER OF SHAREHOLDERS WHO ARE  
EMPLOYEES OF THE COMPANY**

Dear Shareholder

### Opportunity to participate in the Company's Share Purchase Plan

On behalf of the board of directors (**Board**) of Actinogen Medical Limited (**Company**), I am pleased to offer Eligible Shareholders (defined below) the opportunity to participate in the Company's share purchase plan (**SPP** or **Share Purchase Plan**).

On 2 February 2026 the Company announced it is undertaking a SPP for Eligible Shareholders to raise up to approximately \$5,000,000 (before costs).

The Share Purchase Plan gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of new Shares in the Company (**New Shares**), without incurring any brokerage or transaction costs. The SPP aims to raise gross proceeds of up to \$5,000,000 (before costs), with the ability to accept oversubscriptions subject to ASX Listing Rules.

The SPP follows the receipt of firm commitments to raise approximately \$12 million under a share placement, announced on 2 February 2026 (**Placement**). Approximately \$11.3 million has been raised under the Placement, with the remaining approximately \$0.7 million, which comprises Director participation, subject to shareholder approval at the extraordinary general meeting of the Company's shareholders to be held on Wednesday, 18 March 2026.

The Company is proposing to use the funds raised under the Placement and SPP to assist in the completion of the XanaMIA pivotal trial in Alzheimer's disease, implement the open-label extension phase of the XanaMIA trial, provide working capital and meet the costs of the Placement and SPP.

### Participation

To be eligible to participate in the SPP you must be a registered holder of existing fully paid ordinary shares in the Company (**Shares**) at 7.00pm (AEDT) on Friday, 30 January 2026 (**Record Date**) with a registered address either in Australia or New Zealand (provided that any such Shareholder is not acting for the account or benefit of a person in the United States or elsewhere outside Australia or New Zealand), or (under limited circumstances and by invitation only) in the United States to existing employees (**Eligible Shareholder**).

Participation in the SPP is optional for Eligible Shareholders, including Eligible Shareholders who are Custodians on behalf of Participating Beneficiaries (as those terms are defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC SPP Instrument**) on the terms and subject to the conditions of the SPP.

### Issue Price

Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares under the SPP at an issue price of \$0.042 per Share (**Issue Price**).

The Issue Price is the same price paid by institutional investors under the Placement and represents a:

- 6.7% discount to \$0.045, being the last traded closing price of Shares on the ASX on Wednesday, 28 January 2026 which was the last trading date before the announcement of the SPP; and
- 13.5% discount to \$0.049, being the volume weighted average price (**VWAP**) of Shares calculated over the last five days in which trades in Shares were recorded on the ASX preceding the date the SPP was announced.

### Other key terms and conditions

The Company reserves the right to increase the size of the SPP or scale back or refuse applications under the SPP at its absolute discretion. Any determination will be final.

If the Company scales back applications, you may be allocated fewer New Shares than you applied for. The excess application money which was not applied by the Company to purchase New Shares will be

refunded to you (without interest). As detailed in the Terms and Conditions, the Company may consider several factors in determining an applicant's final allocation of New Shares.

If the total subscriptions under the SPP exceeds an aggregate amount of \$5,000,000, the Company reserves the right to accept oversubscriptions (subject to compliance with ASX Listing Rules).

If total subscriptions under the SPP are less than the targeted \$5,000,000, the Company may seek to place any remaining shortfall to investors identified by it at a price not less than the Issue Price, subject to being permitted to do so under the ASX Listing Rules.

All New Shares issued under the SPP will rank equally with the Company's existing Shares from the SPP Issue Date.

The right to participate in the SPP is not transferable.

### How to apply

The SPP opens on Tuesday, 10 February 2026 and, unless closed earlier or withdrawn by the Company, is expected to close at 5.00pm (AEDT) on Tuesday, 24 February 2026.

New Shares are expected to be issued on Monday, 2 March 2026 and commence trading on ASX on a normal settlement basis on Tuesday, 3 March 2026.

The SPP provides Eligible Shareholders with an opportunity to acquire a parcel of up to \$30,000 worth of New Shares in the Company (subject to any scale back). Eligible Shareholders may apply for New Shares in the following amounts:

Application Amount (AUD)	New Shares
\$2,500	59,523
\$5,000	119,047
\$10,000	238,095
\$15,000	357,142
\$20,000	476,190
\$25,000	595,238
\$30,000	714,285

Further details of how to apply under the SPP are contained in section 9 of this SPP Offer Booklet. If you would like to participate in the SPP, please read the attached Terms and Conditions carefully and follow the instructions in the SPP Application Form.

To apply for New Shares, Eligible Shareholders must, by 5.00pm (AEDT) on Tuesday, 24 February 2026:

- make a payment via BPAY®<sup>1</sup> (noting that Eligible Shareholders in New Zealand cannot apply using BPAY® unless they have an Australian bank account); or
- for Eligible Shareholders in New Zealand, make a payment via electronic funds transfer (**EFT**).

<sup>1</sup> Registered by BPAY Pty Ltd (ABN 69 079 137 518).

The Company will not accept any other payment method including cash, cheque, bank draft or money order.

When applying via BPAY® or EFT, there is no need to return your SPP Application Form.

Payment must be received by Automic Registry Services (**Share Registry**) by the Closing Date, which is 5.00pm (AEDT) on Tuesday, 24 February 2026.

In deciding whether to participate in the SPP, please take time to read the enclosed Terms and Conditions and seek your own investment or taxation advice.

If you have any questions in relation to how to participate in the SPP, please contact the Share Registry on 1300 288 664 (within Australia), or +61 2 9689 5414 (from outside Australia) between 8.30 am to 7:00pm (AEDT) on Monday to Friday until the Closing Date.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the SPP.

Yours sincerely

**Dr Geoffrey Brooke**  
**Non-Executive Chairman**

# SPP Terms and Conditions

This SPP offer booklet (**SPP Offer Booklet**) and the accompanying personalised application form (**SPP Application Form**) set out the terms and conditions of the SPP (**Terms and Conditions**).

By accepting the offer to subscribe for New Shares under the SPP (**SPP Offer**) you agree to be bound by these Terms and Conditions and to the Company's constitution.

## Key dates for the SPP:

<b>Record Date</b>	Friday, 30 January 2026
<b>Announcement Date</b>	Monday, 2 February 2026
<b>SPP Offer Booklet and Application Form dispatched to Eligible Shareholders</b>	Tuesday, 10 February 2026
<b>Opening Date</b>	
<b>Closing Date</b>	Tuesday, 24 February 2026
<b>Announcement of results of SPP and SPP Issue Date</b>	Before noon (AEDT) on Friday, 27 February 2026
<b>Expected Commencement of trading of New Shares on ASX</b>	Tuesday, 3 March 2026

**Note:** The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**), ASX Listing Rules and other applicable rules, the Company reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in specific cases, without notice. All times referred to in this SPP Booklet are to Australian Eastern Daylight Time (**AEDT**).

## 1. What is the SPP?

The SPP gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares at the Issue Price without incurring brokerage or other transaction costs. The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

New Shares issued under the SPP will rank equally with all other fully paid ordinary shares on issue in the capital of the Company from the SPP Issue Date.

## 2. How much will be raised under the SPP and how will the funds be used?

The Company is seeking to raise up to approximately \$5,000,000 (before costs) to assist in the completion of the XanaMIA pivotal trial in Alzheimer's disease, implement the open-label extension phase of the XanaMIA trial, provide working capital and meet the costs of the SPP.

## 3. Am I eligible to participate in the SPP?

You will be considered an "**Eligible Shareholder**" (and therefore you will be eligible to participate in the SPP) if you were a registered holder of Shares at 7.00pm (AEDT) on Friday, 30 January 2026 (**Record Date**) with a registered address either in Australia or New Zealand (provided that any such Shareholder is not acting for the account or benefit of a person in the United States or

elsewhere outside Australia or New Zealand), or (in limited circumstances and by invitation only) in the United States.

The Board has determined that it is not practical for holders of Shares with registered addresses outside of Australia, New Zealand or the United States to participate in the SPP. Eligible Shareholders who are Custodians (as defined in section 4 of the ASIC SPP Instrument) may participate in the SPP Offer in accordance with section 13.

Shareholders in the United States, except in limited circumstances and by invitation of the Company only, are not eligible to participate in the SPP. Similarly, shareholders (including trustees, custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons. The New Shares to be issued under the SPP have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

#### **4. Do I have to participate?**

No. Participation in the SPP is entirely voluntary. If you do not wish to participate in the SPP, do nothing.

#### **5. How much can I invest and how many New Shares will be issued to me?**

Eligible Shareholders may apply for New Shares in the following amounts:

Application Amount (AUD)	New Shares
\$2,500	59,523
\$5,000	119,047
\$10,000	238,095
\$15,000	357,142
\$20,000	476,190
\$25,000	595,238
\$30,000	714,285

The \$30,000 limit applies irrespective of the number of Shares you hold on the Record Date.

The number of New Shares to be issued to each applicant will be calculated by dividing the dollar value received from the applicant by the Issue Price (subject to any scale back implemented at the discretion of the Company).

No fractions of New Shares will be issued by the Company. Any fraction of a New Share will be rounded down to the nearest whole number of New Shares.

Applications may be scaled back by the Company as described in section 15.

#### **6. Can I transfer my right to purchase New Shares?**

No. The SPP Offer is non-renounceable. This means that you cannot transfer your right to acquire New Shares under the SPP to anyone else.

## 7. Will New Shares issued under the SPP rank equally with my existing Shares?

Yes. New Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date.

## 8. What is the Issue Price of the Shares?

Eligible Shareholders may subscribe for New Shares under the SPP at the Issue Price (\$0.042 per Share). The Issue Price represents a:

- 6.7% discount to \$0.045, being the last traded closing price of Shares on the ASX on Wednesday, 28 January 2026 which was the last trading date before the announcement of the SPP; and
- 13.5% discount to \$0.049, being the VWAP of Shares calculated over the last five days in which trades in Shares were recorded on the ASX preceding the date the SPP was announced.

An investment in Shares is highly speculative, and the market price of Shares might rise or fall between the date of this SPP Offer and the date the New Shares are issued to you (i.e. on the SPP Issue Date). This means that the price you pay for a New Share may be greater or less than the market price of Shares at the time those New Shares are issued.

By applying for New Shares under the SPP (including by making a payment), you are accepting the risk that the market price of Shares may change between the date of the SPP and the Issue Date. If the market price of the Company's Shares at the Issue Date is less than the Issue Price, the value of your investment in New Shares will be less than the amount you invested under the SPP.

The current Share price can be obtained from the ASX at [www.asx.com.au](http://www.asx.com.au), under the Company's ASX code "ACW".

You agree to pay the Issue Price per New Share for the number of New Shares selected under section 5 or, if there is a scale back, the number of New Shares calculated under section 15.

Your application for New Shares, once made, is irrevocable and may not be withdrawn even if the market price of Shares falls below the Issue Price.

The SPP Offer to acquire New Shares is not a recommendation and the information contained in this SPP Offer Booklet does not constitute financial advice. Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser without delay.

## 9. How do I apply for New Shares under the SPP?

Eligible Shareholders must apply for parcels of New Shares in the increments set out in section 5 up to a maximum of \$30,000 worth of New Shares.

Eligible Shareholders who wish to apply for New Shares in the SPP should:

- » submit a BPAY® payment, if you are an Eligible Shareholder with a registered address in Australia; or
- » pay via EFT, if you are an Eligible Shareholder with a registered address in New Zealand,

in accordance with the instructions shown on SPP Application Form. When applying via BPAY® or EFT, there is no need to return your SPP Application Form.

The Company will not accept any other payment method including cash, cheque, bank draft or money order.

The Company reserves the right, but is not obliged, to accept applications for New Shares that are received after the Closing Date.

Applications and any payments received under the SPP may not be withdrawn once they have been received. Application money will not bear interest in any circumstances.

To apply for parcels of New Shares as a Custodian for one or more Eligible Beneficiaries see section 13.

By applying for New Shares under the SPP (and regardless of whether you apply for New Shares by making your payment by BPAY® or EFT or by completing your personalised SPP Application Form and providing it to the Share Registry along with your application money), you:

- (a) are deemed to have accepted the SPP Offer and irrevocably and unconditionally agree to the Terms and Conditions;
- (b) warrant that all details and statements in your completed SPP Application Form are true and complete and not misleading;
- (c) acknowledge that no interest will be paid on any application money held pending the issue of New Shares or subsequently refunded to you for any reason;
- (d) agree that once made your application is irrevocable and unconditional and cannot be withdrawn;
- (e) confirm that you are an Eligible Shareholder who is lawfully permitted to apply for New Shares and that you are not applying for New Shares on behalf of any person not so permitted and agree to provide (and if applicable direct your Custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;
- (f) acknowledge and agree that:
  - (i) other than for an Eligible Shareholder, you are not in the United States and are not acting for the account or benefit of any person in the United States or elsewhere outside in Australia or New Zealand;
  - (ii) the New Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly the New Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
  - (iii) you have not, and will not, send this SPP Offer Booklet or any materials relating to the SPP to any person who is not a resident of Australia or New Zealand or any person in the United States or to any person acting for the account or benefit of a person in the United States;
  - (iv) if in the future you decide to sell New Shares issued to you, you will only do so in the regular way for transactions on ASX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
  - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating for New Shares is a resident in Australia or New Zealand, and you have not sent this SPP Offer Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand;

ONLINE PERSONAL OFFER

- (g) agree to be bound by the Company's constitution (as in force from time to time);
- (h) acknowledge that none of the Company, its officers, employees, advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (i) acknowledge that the Company and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these Terms and Conditions;
- (j) if you are applying for New Shares on your own behalf (and not as Custodian), acknowledge and agree that you are not applying for New Shares with an aggregate application price of more than \$30,000 (including the New Shares the subject of the application, any New Shares which a Custodian has applied to purchase on your behalf under the SPP and any other Shares under an arrangement similar to the SPP in the 12 months before the date of issue under the SPP and any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of issue under the SPP as a result of an instruction given by you to apply for Shares on your behalf) even though you may have received more than one SPP Offer or received SPP Offers in more than one capacity;
- (k) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Participating Beneficiary was provided with a copy of this SPP Offer Booklet before giving such instruction;
  - (ii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
- (l) the information in the Custodian Certificate submitted with your SPP Application Form is true, correct and not misleading;
- (m) acknowledge that the Company may vary the timetable set out in this SPP Offer Booklet (including any specific dates in that timetable and/or these Terms and Conditions) at its discretion by lodging a revised timetable with the ASX;
- (n) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer
- (o) acknowledge that there are risks associated with acquiring and holding Shares;
- (p) authorise the Company and its officers and agents to do anything on your behalf necessary or desirable for New Shares to be issued to you in accordance with the Terms and Conditions;
- (q) authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your SPP Application Form and to complete the SPP Application Form by the insertion of any missing minor detail; and
- (r) acknowledge that the Company may at any time determine that your application for New Shares is valid, in accordance with the Terms and Conditions, even if your SPP Application Form is incomplete, contains errors or is otherwise defective.

## 10. What are the participation costs of the SPP?

No brokerage or other transaction costs are payable by participants in the SPP. These costs will be paid by the Company.

## 11. When will I receive the New Shares?

The Company intends to issue the New Shares as soon as reasonably practicable after the Closing Date and will apply for quotation of these shares on ASX.

It is expected that New Shares will be issued on Monday, 2 March 2026 and will be quoted on ASX on a normal settlement basis on Tuesday, 3 March 2026.

You should receive your updated holding statement shortly after the Issue Date.

## 12. I have several holdings. Can I purchase a separate parcel of New Shares for each holding?

If you receive more than one offer to participate in the SPP (for example, because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is \$30,000. If you are a Custodian however, see section 13 below.

If two or more persons are registered on the Company's register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

## 13. What do I do if I am a Custodian?

For the purposes of the SPP, a Custodian has the meaning given to that term in the ASIC SPP Instrument.

If you are a Custodian holding Shares as at the Record Date on behalf of one or more persons who reside in Australia or New Zealand (each, a **Participating Beneficiary**), you may apply for up to a maximum of \$30,000 worth of New Shares for each Participating Beneficiary.

If you wish to subscribe for New Shares as a Custodian you must complete and submit a Custodian Certificate that contains further certifications and details as required by the ASIC SPP Instrument before your SPP Application Form will be accepted. Applications by Custodians that are not accompanied by a Custodian Certificate will be rejected.

By applying as a Custodian on behalf of participating beneficiaries to purchase New Shares, you certify (amongst other things) that each participating beneficiary has not exceeded the \$30,000 limit as required by the ASIC SPP Instrument.

To request a Custodian Certificate or to obtain further information about the Custodian application process, please contact the Share Registry on 1300 288 664 (within Australia), or +61 2 9689 5414 (from outside Australia) between 8.30 am to 7:00pm (AEDT) on Monday to Friday.

Except in limited circumstances and by invitation of the Company only, Custodians must not participate in the SPP on behalf of, and must not distribute this SPP Offer Booklet or any documents relating to the SPP to, any person in the United States.

A Custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC SPP Instrument.

If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in this section 13.

## 14. Is the SPP Offer underwritten?

The SPP Offer is not underwritten.

## 15. Oversubscription and scale back

The Company aims to raise gross proceeds of up to \$5,000,000 (before costs) under the SPP. The Company reserves the right to scale back or refuse applications under the SPP at its absolute discretion. Any determination will be final.

If the Company scales back applications, you may be allocated fewer New Shares than you applied for. The excess application money which was not applied by the Company to purchase New Shares will be refunded to you either by direct credit (if the Company has your bank account details) or by EFT payment as soon as practicable and without interest. When determining any scale back or rejection of applications, the Company may take into account a number of factors, including the size of the applicant's shareholding, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date on which an application was made. As such, Eligible Shareholders are encouraged to submit their applications early. If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded down to the nearest whole number of New Shares.

If the total subscriptions under the SPP exceed an aggregate amount of \$5,000,000, the Company reserves the right to accept oversubscriptions (subject to compliance with the ASX Listing Rules).

If total subscriptions under the SPP are less than the targeted \$5,000,000, the Company may seek to place any remaining shortfall to investors identified by it at a price not less than the Issue Price, subject to being permitted to do so under the ASX Listing Rules.

## 16. Changes and Termination

The Company may change or terminate the SPP or the Terms and Conditions (including the timetable) at any time, whether because of a change of law, ASIC requirements, ASX requirements or policy or any other circumstance relevant to the SPP or the Company. Subject to the ASX Listing Rules or applicable law, any amendment, non-acceptance or termination will be binding on all Eligible Shareholders even if the Company does not notify you of that event. If the Company terminates the SPP, it will notify ASX and refund any application moneys received (without interest).

## 17. Refusal of applications and refunds

The Company reserves the right to reject any application for New Shares or issue fewer New Shares than applied for under the SPP by any applicant in its complete and unfettered discretion, including if:

- the Company believes that the Terms and Conditions have not been complied with;
- the applicant is not an Eligible Shareholder; or
- the application might otherwise breach applicable law or the ASX Listing Rules.

If a BPAY® or EFT payment does not match the corresponding application amount, the Company may, in its absolute discretion, either refund the application monies in full and issue no New Shares, or issue the number of New Shares supported by the payment received and refund any excess amount to the applicant (without interest).

## 18. Discretion and Disputes

The Company reserves the right to waive strict compliance with the Terms and Conditions including incorrect completion of a SPP Application Form. Any powers or discretions of the Company may be exercised by the directors of the Company or any delegate of them. The Company may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in

relation to any participant or application. A determination made by the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

## **19. Privacy**

By applying for New Shares under the SPP, you acknowledge that you will be providing personal information to the Company and the Share Registry. The Company and the Share Registry may collect personal information to process your application for New Shares, implement the SPP and administer your shareholding. The personal information held by the Share Registry is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the Company's public register (which is maintained by the Share Registry). This information must continue to be included in the public register even if you cease to be a securityholder.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

## **20. Risks**

An investment in New Shares involves investment and other known and unknown risks, including the risk of loss of income and capital, some of which are beyond the Company's control. The Company does not guarantee any particular rate of return, the future performance of the Company, the repayment of capital, or any specific tax treatment. This SPP Offer Booklet should be read in conjunction with the Company's continuous and periodic disclosures to ASX, which are available on ASX's website ([www.asx.com.au](http://www.asx.com.au)) under the Company's ASX code "ACW". Past performance should not be relied upon as (and is not) an indicator of future performance..

## **21. Not a prospectus or disclosure document**

This SPP Offer Booklet is not a prospectus or disclosure document under the Corporations Act and has not been (and will not be) lodged with ASIC or any other regulatory authority. Instead, this SPP Offer of New Shares is made in accordance with the ASIC SPP Instrument which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

A cooling-off regime does not apply in relation to the acquisition of New Shares. This means that you cannot withdraw your application once it has been submitted.

## **22. New Zealand**

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This SPP Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This SPP Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### **23. Currency**

Any reference to “\$” is a reference to the lawful currency of Australia.

### **24. Governing Law**

The SPP is governed by the laws in force in New South Wales. By participating in the SPP, you submit to the non-exclusive jurisdiction of the courts of that jurisdiction.

### **25. Where can I obtain further information in relation to the SPP?**

If you have any questions about the Terms and Conditions, how to make an application or the SPP generally, please contact the Share Registry on 1300 288 664 (within Australia), or +61 2 9689 5414 (from outside Australia) between 8.30am to 7:00pm (AEDT), Monday to Friday.

None of the Company, the Share Registry nor any of their respective officers, employees, agents or professional advisers are or are to be taken to be, giving any securities recommendation or investment advice in relation to the SPP and nor do any of them have any obligation to do so.

Before you decide whether to participate in the SPP, the Company recommends that you seek independent financial advice from your broker, accountant or other professional adviser.



Holder Number:

Record Date:  
**7.00pm (AEDT) on  
Friday, 30 January 2026**

## SHARE PURCHASE PLAN APPLICATION FORM

**OFFER CLOSES 5:00PM (AEDT) 24 FEBRUARY 2026 (WHICH MAY CHANGE WITHOUT NOTICE)**

This offer entitles each Eligible Shareholder in Actinogen Medical Limited (the **Company**) to subscribe through the Company's share purchase plan (**SPP** or **Share Purchase Plan**) for a maximum of \$30,000 worth of fully paid ordinary shares in the Company (**New Shares**). The Company announced the SPP to raise gross proceeds of \$5,000,000 (before costs), with the ability to accept oversubscriptions subject to ASX Listing Rules. The SPP is open to all shareholders recorded as holding fully paid ordinary shares (**Shares**) on the Company's Register as at the Record Date with a registered address in Australia, New Zealand and (under limited circumstances and by invitation only) the United States. The issue price of the New Shares is \$0.042 per New Share (**Issue Price**).

### 1 SUBSCRIPTION

Eligible Shareholders may subscribe for any one of the following parcels (*subject to a maximum band or any scale back*) described below by paying the applicable Subscription Amount in accordance with the payment instructions in section 2 of this Application Form:

	Application Amount	Number of New Shares
Offer A	\$2,500 (minimum)	59,523
Offer B	\$5,000	119,047
Offer C	\$10,000	238,095
Offer D	\$15,000	357,142
Offer E	\$20,000	476,190
Offer F	\$25,000	595,238
Offer G	\$30,000 (maximum)	714,285

### 2 PAYMENT - YOU CAN PAY BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made in Australian dollars via BPAY or EFT. You do not need to return this Application Form.

#### Option A – BPAY


**Biller Code:**
**Ref:**

Mobile &amp; Internet Banking – BPAY®

Make this payment from your cheque or savings account.

**Note:** Please ensure you use the BPAY details stated above as they are unique for each offer. Your BPAY reference number or unique entitlement reference number will process your payment for your application for New Shares electronically.

#### Option B – Electronic Funds Transfer (EFT)

Funds are to be deposited in AUD currency directly to following bank account:

**Account name:**
**Account BSB:**
**Account number:**
**Swift Code:**
**Your unique entitlement reference number:**

**IMPORTANT:** You must quote your **unique entitlement reference number** as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

### 3 ELECT TO RECEIVE COMMUNICATIONS ELECTRONICALLY

If you have received this Application Form by post, you have not provided your email address or elected to receive all communications electronically.

**We encourage you to elect to receive shareholder communications electronically to:**

- Help the Company reduce its printing and mailing costs.
- Receive investor communications faster and more securely.
- Help the environment through the need for less paper.

**SCAN THE QR CODE TO VISIT  
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)  
AND UPDATE YOUR COMMUNICATION  
PREFERENCE**



# INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

The right to participate in the SPP is optional and is offered exclusively to all shareholders (including Custodians) who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia, New Zealand and (under limited circumstances and by invitation only) the United States (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported applications, the Company will return to the shareholder the relevant Application Monies, without interest.

## HOW TO APPLY FOR SHARES UNDER THE SPP

### 1 Subscription

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares. Eligible Shareholders can select one of the parcels prescribed overleaf.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application Money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application Money (without interest) to the Eligible Shareholder.

Any application made under the SPP Offer is not guaranteed to result in the Eligible Shareholder receiving any New Shares that have been applied for. Applications may be scaled back at the absolute discretion of the Company.

### 2 Payment

**By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (AEDT) on the closing date.**

**It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.**

**Payment by BPAY:** You can make a payment via BPAY if you are the holder of an account with an Australian financial institution that supports BPAY transactions. To BPAY this payment via internet or telephone banking, use your reference number on this form. Multiple acceptances must be paid separately.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. You must quote your unique entitlement reference number as your payment reference/description when processing your EFT payment. This will ensure that your payment will be correctly matched to your application during electronic processing.

Applicants should be aware of Automic's financial institution's cut-off time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5:00pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this form if you have made payment via BPAY or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such shares for which you have paid.

### 3 Elect to receive communications electronically

As a valued shareholder, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the SPP Offer Booklet accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional certificate that contains further certifications and details (**Custodian Certificate**) that must be provided before your application will be received. The Custodian Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Custodian Certificate will be rejected. A completed Custodian Certificate must be emailed to: [custodialcertificates@automicgroup.com.au](mailto:custodialcertificates@automicgroup.com.au). Failure to do so will result in the application being rejected.
6. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
  - the parcel of New Shares indicated on this Application Form; and
  - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY or EFT, does not exceed A\$30,000.
7. The maximum subscription limitation of A\$30,000 will apply even if you have received more than one Application Form (whether in respect of a joint holding or because you have more than one holding under separate security accounts).
8. You are not guaranteed to receive any New Shares that you have applied for and the Company may, in its absolute and sole discretion:
  - a. scale back any applications made; and
  - b. reject your application, without limit.
9. By making payment of application monies, you certify that:
  - you wish to apply for New Shares under the SPP as indicated on this Application Form and acknowledge that your application is irrevocable and unconditional;
  - you received a copy of the SPP Offer Booklet and you have read and understood the terms and conditions of the SPP;
  - you agree to be bound by the Constitution of the Company and the terms and conditions in the SPP Offer Booklet;
  - you agree to accept fewer New Shares than the number of shares applied for; and
  - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the SPP, please contact Automic via telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (International) between 8:30am and 7:00pm (AEDT), Monday to Friday or email [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au).