



**Cynata Therapeutics Limited**  
**ACN 104 037 372**

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**Share Purchase Plan Booklet**

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This document is dated 30 April 2020.

This is an important document. Please read it carefully before making an investment decision in relation to the Share Purchase Plan.

If you have any questions in relation to how to participate in the Share Purchase Plan after reading this Booklet, please contact Automic Registry Services, the Company's share registry, from 9.00am to 5.00pm AEST, Monday to Friday, on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International).

If you have any questions in relation to whether an investment in Cynata Therapeutics Limited through the Share Purchase Plan is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

**IMPORTANT NOTICE AND DISCLAIMER**

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Share Purchase Plan having regard to your investment objectives, financial situation or particular needs.

Capitalised terms used in this Booklet have the meanings given to them in the Glossary.

The offer of New Shares under the Share Purchase Plan is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("**Instrument 2019/547**"), which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the Share Purchase Plan. This Booklet is not a prospectus under Chapter 6D of the Corporations Act.

The laws of some countries prohibit or make impracticable participation in the Share Purchase Plan by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the Share Purchase Plan. The Share Purchase Plan does not constitute an offer of Shares for sale in any other jurisdiction.

**New Zealand**

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders at the Record Date with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This 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.

**United States**

This Booklet may not be released or distributed in the United States. The New Shares have not been and will not be registered under the US Securities Act of 1933 (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

## LETTER TO SHAREHOLDERS

Dear Shareholder

### **Cynata Therapeutics Limited Share Purchase Plan**

On behalf of the Board, I am pleased to offer you the opportunity to apply for New Shares in the Company under a share purchase plan.

The SPP allows Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of New Shares without paying brokerage or other transaction costs.

The New Shares will be issued under the SPP at the Offer Price of \$0.60 (60 cents) per New Share, being the same price at which Shares were issued under the Company's recent successful placement which raised approximately \$3.55 million (before costs), announced to ASX on 22 April 2020 ("**Placement**").

The terms and conditions of the SPP and your personalised Application Form are provided in this Booklet. You should read this Booklet in its entirety before deciding whether to participate in the SPP.

### **Corporate update and use of funds**

Cynata has had a busy and productive 12 months. During that period the Company entered into a global license agreement with FUJIFILM Corporation for our Cymerus™ GvHD product CYP-001, validating both the technology and our commercial strategy, made solid progress in advancing our Phase 2 ready product portfolio, continued to advance our pre-clinical data package with especially promising results in models of sepsis, acute respiratory distress syndrome (ARDS) and organ transplant rejection. This progress was supported by continued advancement around the Company's intellectual property estate with important advances in multiple geographies.

Cynata continues to make headway in building value in its proprietary Cymerus cell therapy platform, underpinned by a successful corporate partnership transaction and solid progress towards multiple Phase 2 clinical trials and activities related to its broad preclinical pipeline. Further compelling pre-clinical data has expanded the utility of its Cymerus MSCs as a potential treatment for a range of diseases

The Company is seeking to raise a capped amount of \$2 million under the SPP.

Proceeds from the Placement and the SPP will be used to fund ongoing research programs and the working capital requirements of the Company (after payment of the costs of the Placement and the SPP). This ensures Cynata has a strengthened balance sheet through this period of extreme volatility and uncertainty while continuing to advance its business objectives.

### **Corporate outlook**

Cynata is progressing and considering the optimal pathways, including partnering, for its substantial pre-clinical data in numerous indications. Cynata is also in discussions with strategic parties on a potential clinical trial in patients in indications such as ARDS and sepsis that may result from a severe COVID-19 infection.

Commencement of patient recruitment for the currently proposed Phase 2 trials in osteoarthritis and critical limb ischemia (CLI) may be uncertain due to COVID-19 restrictions currently in place (as announced to ASX on 1 April 2020), however the Company continues to progress activities to the final stages before patient recruitment.

FUJIFILM continues to progress further development for a graft-versus-host disease (GvHD) Phase 2 clinical trial. Cynata continues to work collaboratively on the trial planning and start-up activities.

Further information in respect of the SPP, including how to apply for New Shares, how many New Shares can be applied for, key SPP dates and eligibility to participate, are included in the remainder of this Booklet.

Thank you for your continued support of Cynata Therapeutics Limited.

Yours sincerely



Dr Paul Wotton  
**Chairman**

## KEY DATES

Event	Date
SPP Record Date	Tuesday, 21 April 2020 (7.00pm)
Announcement of Placement and SPP	Wednesday, 22 April 2020
Dispatch of SPP Booklet	Thursday, 30 April 2020
SPP Offer opens	Thursday, 30 April 2020
SPP Offer closes	Friday, 22 May 2020 (5.00pm)
Announcement of results of SPP	Wednesday, 27 May 2020
Issue of New Shares under the SPP and dispatch of holding statements	Tuesday, 2 June 2020
Trading of New Shares under the SPP	Wednesday, 3 June 2020

This timetable is indicative. CYP reserves the right to vary these times and dates in its absolute discretion by sending a revised timetable to ASX. All times are Australian Eastern Standard Time (“AEST”).

## KEY SPP INFORMATION

### What is the SPP?

The SPP provides Eligible Shareholders with the opportunity to subscribe for up to \$30,000 worth of New Shares without paying any brokerage or other charges.

### How much will the Company raise under the SPP?

CYP is seeking to raise a maximum amount of \$2 million under the SPP.

### What scale-back arrangements will apply?

In the event that CYP receives applications in excess of the maximum amount sought to be raised under the SPP (of \$2 million), it will scale back the applications on a pro rata basis to all participants, based on the number of New Shares applied for.

### What is the Offer Price of New Shares under the SPP?

The New Shares will be issued under the SPP at the Offer Price of \$0.60 per New Share, which is the price at which shares were issued to investors under the Placement.

There is a risk that the market price of Shares may rise or fall between the Record Date, the date of this Booklet, the date on which a Shareholder makes a payment for New Shares or (if applicable) sends in an Application Form, and the time of issue of New Shares under the SPP. This means that the price you pay for the New Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue of the New Shares.

Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Offer Price.

The current CYP share price can be obtained from the ASX ([www.asx.com.au](http://www.asx.com.au)) and is listed in the financial and business section of major daily newspapers circulating in Australia.

### Is the SPP underwritten?

No, the SPP will not be underwritten at the time the SPP offer is made, however the Company reserves the right to subsequently put in place an underwriting for the whole or part of the maximum amount of \$2 million to be raised.

### How much can I invest under the SPP?

Eligible Shareholders may apply for a parcel of New Shares under the SPP in accordance with the application amounts set out below. The maximum investment amount under the SPP is \$30,000 or 50,000 New Shares, subject to scale-back. In the event that CYP receives applications in excess of the maximum amount of \$2 million sought to be raised under the SPP, it will scale back the applications on a pro rata basis to all participants, based on the number of New Shares applied for.

The number of New Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Offer Price.

Application Amount	Number of New Shares
\$1,000	1,667
\$2,500	4,167
\$5,000	8,334
\$10,000	16,667
\$15,000	25,000
\$20,000	33,334
\$25,000	41,667
\$30,000	50,000

### Am I an Eligible Shareholder?

Participation in the SPP is optional and is available exclusively to Shareholders who are registered holders of Shares at the Record Date with a registered address in Australia or New Zealand provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States ("**Eligible Shareholder**").

The SPP is also being extended to Eligible Shareholders who are Custodians for them to participate in the SPP on behalf of certain Eligible Beneficiaries (who are Australian and New Zealand residents and not in the United States, or acting for the account or benefit of a person in the United States) on the terms and conditions provided in this Booklet.

Option holders who did not exercise their options prior to the Record Date are not eligible to participate in the SPP in relation to those options.

### How do I apply and pay for New Shares?

Due to restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020, for the purposes of public health and safety and given the delays that have been experienced in domestic and international mail delivery as a result of the COVID-19 pandemic, the Company will not be accepting cheque or money order payments for the SPP.

Accordingly, If you wish to participate in the SPP, you must pay:

- by BPAY®, if you are an Eligible Shareholder with a registered address in Australia; or
- via Electronic Funds Transfer, if you are an Eligible Shareholder with a registered address in New Zealand.

#### How to pay by BPAY® (Eligible Shareholders in Australia)

Make payment by BPAY® as shown on the enclosed Application Form. To apply via BPAY® you must have an Australian bank account. If you apply via BPAY® there is no need to return the enclosed Application Form, but you will be taken to have made the statements and certifications that are set out in the Application Form.

Payment must be received in cleared funds by no later than 5.00 pm (AEST) on Friday, 22 May 2020.

#### How to pay by EFT (Eligible Shareholders in New Zealand)

Make payment by Electronic Funds Transfer as shown on the enclosed Application Form. If you apply via EFT you will also be required to complete and return a copy of the enclosed Application Form by email and you will be taken to have made the statements and certifications that are set out in the Application Form.

Payment must be received in cleared funds by no later than 5.00 pm (AEST) on Friday, 22 May 2020.

#### **Can I pay with cash, cheque, money order or card?**

No, cash, cheques, money orders and card payments will not be processed and will be returned to applicants.

#### **Do I have to participate in the SPP?**

No, participation in the SPP is entirely voluntary.

If you do not wish to participate in the SPP, do nothing.

#### **Can my offer under the SPP be transferred to a third party?**

No, the offer cannot be transferred.

#### **What are the rights attached to New Shares issued under the SPP?**

New Shares issued under the SPP will rank equally with other fully paid ordinary shares of CYP as at the date of issue of the New Shares.

#### **Where can I get more information on the SPP?**

If you have questions in relation to how to participate in the SPP, please contact the Company's share registry, Automatic Registry Services, on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International). If you have any questions in relation to whether an investment in CYP through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

#### **Have any ASX waivers been relied on for the SPP?**

The Offer Price of the SPP represents a 26.6% discount to the 5-day volume weighted average price ("VWAP") of shares on ASX as at close of trading on 17 April 2020 (the last trading day of the Shares before announcement of the SPP). Accordingly, the SPP would typically not be entitled to rely on ASX Listing Rules 7.2, Exception 5 and 10.12, Exception 4. The effect of this would be that the New Shares issued under the SPP would count towards CYP's placement capacity under ASX Listing Rule 7.1, and that related parties of the Company could not participate in the SPP.

On 31 March 2020, ASX issued an ASX Class Waiver Decision titled "Class Waiver Decision – Temporary Extra Placement Capacity" ("**Temporary Class Waiver**"). The effect of the Temporary Class Waiver in relation to the SPP is that, if the Company can rely on it, the SPP will be

deemed to fall within ASX Listing Rules 7.2, Exception 5 and 10.12, Exception 4.

ASX has confirmed that CYP can rely on the Temporary Class Waiver.

Accordingly, the New Shares issued under the SPP will not count towards the Company's available placement capacity under ASX Listing Rule 7.1 and related parties of the Company may participate in the SPP.

#### **What do I do if I am a Custodian?**

The SPP is being extended to Eligible Shareholders who are Custodians (who are not in the United States, or acting for the account or benefit of a person in the United States) and who wish to apply for New Shares on behalf of certain Eligible Beneficiaries.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive New Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase New Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.

#### **TERMS AND CONDITIONS OF THE SPP**

- 1. SPP Offer**
- 1.1 Cynata Therapeutics Limited ("**CYP**" or "**Company**") offers Eligible Shareholders (defined in clause 2 below) the opportunity to purchase up to \$30,000 worth of fully paid ordinary shares in CYP ("**New Shares**") at an Offer Price per New Share as determined under clause 1.2 below, under the Share Purchase Plan ("**SPP**"), subject to and in accordance with the terms and conditions set out in this Booklet.
- 1.2 The "**Offer Price**" is \$0.60 per New Share. The Offer Price represents a 26.6% discount to the 5-day volume weighted average price ("**VWAP**") of shares on ASX as at close of trading on 17 April 2020 (the last trading day of the Shares before announcement of the SPP).
- 1.3 Each person who applies to participate in the SPP accepts the risk that the market price of Shares may change between the Record Date, the date of the SPP Offer, the date on which the applicant makes a BPAY<sup>®</sup> or EFT payment or sends in an Application Form (if applicable) and the date on which New Shares are issued to the applicant under the SPP. The effect of this is that the Offer Price may be higher or lower than the market price of Shares at any given time and that Shares could be bought on-market at a lower price than the Offer Price.
- 1.4 In these terms and conditions, the "**SPP Offer**" means the offer in clause 1.1.

- 1.5 Only persons who are Eligible Shareholders may participate in the SPP. If you are an Eligible Shareholder, your rights under the SPP Offer and the SPP are personal to you and cannot be transferred to another person.
- 1.6 Directors and employees of CYP who are Eligible Shareholders may participate in the SPP.
- 1.7 All references to \$ or dollars in this booklet are references to Australian dollars unless indicated otherwise.
- 2. Eligible Shareholders**
- 2.1 Subject to the remaining paragraphs of this clause 2, an “**Eligible Shareholder**” means a registered holder of CYP Shares as at the “**Record Date**” (being 7:00 pm AEST on Tuesday, 21 April 2020) whose address, as recorded in CYP’s register of members, is in Australia or New Zealand.
- 2.2 The SPP Offer is not made to Shareholders with registered addresses outside Australia or New Zealand. Option holders who did not exercise their options prior to the Record Date are not eligible to participate in the SPP in relation to those options.
- 2.3 The New Shares to be issued under the SPP have not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States. The New Shares may not be offered, sold or otherwise transferred in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction in the United States. Accordingly, Shareholders who are located in the United States or who are, or are acting for the account or benefit of, persons in the United States, are not Eligible Shareholders and are not entitled to participate in the SPP.
- 2.4 Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification in the Application Form by one joint holder will be taken to have been given by all joint holders.
- 2.5 Where a Custodian (as defined in Instrument 2019/547) is a registered holder of Shares on the Record Date and holds Shares on behalf of one or more persons with a registered address in Australia or New Zealand who is not in the United States, or acting for the account or benefit of a person in the United States (“**Eligible Beneficiaries**”), the SPP Offer is made to the Custodian and the Custodian has the discretion whether to extend the SPP Offer to the Eligible Beneficiaries. If you are a Custodian who wishes to apply for New Shares on behalf of an Eligible Beneficiary, CYP will not issue New Shares unless you submit an additional Custodian Certificate that contains further certifications and details (required by the terms of Instrument 2019/547). Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.
- 2.6 Custodians must request a Custodian Certificate when making an application on behalf of Eligible Beneficiaries. To request a Custodian Certificate or further information about the custodian application process, please contact Automic Registry Services, the Company’s share registry, from 9.00am to 5.00pm AEST Monday to Friday on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International).
- 2.7 A Shareholder or Custodian will be ineligible to participate in the SPP if their participation would be in breach of Instrument 2019/547.
- 3 Application to Participate**
- Applying for New Shares
- 3.1 Participation in the SPP is optional.
- 3.2 Eligible Shareholders may participate in the SPP by applying to purchase a parcel of New Shares in the following amounts, up to a maximum amount of \$30,000 per Eligible Shareholder:
- (a) \$1,000 (1,667 New Shares);
  - (b) \$2,500 (4,167 New Shares);
  - (c) \$5,000 (8,334 New Shares);
  - (d) \$10,000 (16,667 New Shares);
  - (e) \$15,000 (25,000 New Shares);
  - (f) \$20,000 (33,334 New Shares);
  - (e) \$25,000 (41,667 New Shares); or
  - (e) \$30,000 (50,000 New Shares).
- The number of New Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Offer Price.
- 3.3 If you are an Eligible Shareholder and wish to participate in the SPP, you must either:
- (a) if you are an Eligible Shareholder resident in Australia, make payment by BPAY® in the appropriate amount in Australian dollars using your customer reference number (which is required to identify your holding) and the biller code, both of which are set out on your personalised Application Form, so that payment is received by CYP’s share registry by no later than 5.00 pm (AEST) on Friday, 22 May 2020. Receipt of your BPAY® payment will be taken by CYP as your application; and
  - (b) if you are an Eligible Shareholder resident in New Zealand, make payment by EFT in the appropriate amount in Australian dollars using your unique customer reference number (which is required to identify your holding) and the account name, BSB and account number, all of which are set out on your personalised Application Form, so that payment is received by CYP’s share registry by no later than 5.00 pm (AEST) on Friday, 22 May 2020. Please email your completed Application Form and

payment receipt to CYP's share registry (to the email address provided in the Application Form) by no later than 5.00 pm (AEST) on Friday, 22 May 2020.

3.4 If an Eligible Shareholder has more than one holding, the Eligible Shareholder may not apply for New Shares with an aggregate value of more than \$30,000 under the SPP. Accordingly, an Eligible Shareholder may only make an application for the maximum amount with respect to one holding.

3.5 You should be aware that your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when making payment of application monies via BPAY® or EFT. Your financial institution may have a set limit on the amount that you can pay via BPAY® or EFT. It is your responsibility to ensure that the amount you wish to pay via BPAY® or EFT is received by CYP's share registry by 5.00 pm (AEST) on Friday, 22 May 2020.

**If you make a payment via BPAY® or EFT** you represent and warrant that the total of the application price for the following does not exceed \$30,000:

- (a) the New Shares the subject of your application;
- (b) any other Shares issued to you under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP;
- (c) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- (d) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your application for New Shares as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in such Shares, even though you may have received more than one offer or received offers in more than one capacity.

3.6 Due to restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020, for the purposes of public health and safety and given the delays that have been experienced in domestic and international mail delivery as a result of the COVID-19 pandemic, the Company's share registry will not be accepting cash, cheque, money order or card payments for the SPP. Accordingly, Eligible Shareholders are only permitted to make payment for New Shares applied for under the SPP by BPAY® or EFT.

CYP's discretion with regard to applications

3.7 CYP may accept or reject any application under the SPP, including where:

- (a) your Application Form is incorrectly completed, incomplete or the application is otherwise determined by CYP to be invalid (if applicable);

- (b) you make your payment by cheque or money order;
- (c) the amount of your BPAY® or EFT payment is not equal to \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. If this occurs, CYP may either:
  - (i) refund in full your application monies and not allot any New Shares to you; or
  - (ii) allot you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies;
- (d) it appears that you are applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of any Shares you hold directly, jointly or through a Custodian or nominee arrangement);
- (e) your BPAY® or EFT payment is received after 5.00 pm (AEST) on Friday, 22 May 2020;
- (f) payment of the application monies is not submitted in Australian currency; or
- (g) CYP reasonably believes that you are not eligible to participate in the SPP (subject to compliance with any applicable ASIC or ASX requirements).

Refund

3.8 If you are entitled to a refund of all or any of your application monies the refund will be paid to you, without interest, as soon as is practicable:

- (a) by direct credit to your nominated bank account (as recorded by CYP's share registry) or, if permitted, cheque; or
- (b) by returning your Application Form (if applicable) and cheque or money order, if not processed, to your registered address as recorded in CYP's register of members.

3.9 Any amount under \$2.00 will not be refunded.

**4. Effect of Making an Application**

If you submit a BPAY® or EFT payment or (if permitted) complete and return an Application Form you:

- (a) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
- (b) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally acknowledge and agree to the terms and conditions of the SPP and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;

- (c) acknowledge that your application will be irrevocable and unconditional;
- (d) agree to pay the Offer Price per New Share up to the maximum of:
- (i) the value you have selected on the Application Form; or
  - (ii) the maximum value of your BPAY® or EFT payment;
- (e) certify and represent to CYP that you have not directly or indirectly, including through a Custodian, applied for more than \$30,000 worth of New Shares;
- (f) certify that the total of the application price for the following does not exceed \$30,000:
- (i) the New Shares the subject of your application;
  - (ii) any other Shares issued to you under an arrangement similar to the SPP in the 12 months before the date of your application under the SPP;
  - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
  - (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your application for New Shares as a result of an instruction given by you to the Custodian or another Custodian and which resulted in you holding beneficial interests in such Shares, even though you may have received more than one offer or received offers in more than one capacity;
- (g) accept the risk associated with any refund that may be sent to your address (as shown on CYP's register of members) or to your nominated bank account (as recorded by CYP's share registry);
- (h) acknowledge that no interest will be paid on any application monies held pending the allotment of New Shares or subsequently refunded to you for any reason;
- (i) acknowledge that neither CYP nor its share registry has provided any investment advice or financial product advice and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (j) acknowledge that CYP (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (k) acknowledge that the New Shares to be issued under the SPP have not, and will not be, registered under the U.S. Securities Act or the securities laws of any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares to be issued under the SPP may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
- (l) agree not to send this Booklet or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (m) agree to be bound by CYP's constitution;
- (n) authorise CYP (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details (if applicable);
- (o) acknowledge that CYP may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective (if applicable); and
- (p) are responsible for any dishonour fees or other costs CYP may incur in presenting a cheque that is dishonoured (if applicable).

## 5. Scale-Back and SPP Offer Size

5.1 CYP is seeking to raise a maximum of \$2 million under the SPP. In the event that CYP receives applications in excess of this amount, it will scale back the applications on a pro rata basis to all participants, based on the number of New Shares applied for.

5.2 If there is a scale-back you may receive less than the parcel of New Shares for which you have applied.

5.3 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 up to the nearest whole number of New Shares.

5.4 If there is a scale-back, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Offer Price, will be refunded to you in accordance with clause 3.8.

## 6. The New Shares

6.1 New Shares issued under the SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

6.2 CYP will apply for the New Shares issued under the SPP to be quoted on the ASX.



## 7. No Transaction Costs

Eligible Shareholders who participate in the SPP will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of New Shares.

## 8. Timetable

The timetable for the key events relating to the SPP is as set out in the Key Dates section of this Booklet ("**Timetable**"). CYP may, at its discretion, vary any of the dates in the Timetable or in these terms and conditions by lodging a revised timetable with the ASX.

## 9. Dispute Resolution

CYP may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by CYP will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. CYP's rights may be exercised by its board or any delegate of the board.

## 10. Variation, Suspension and Termination

10.1 CYP may at its discretion and at any time:

- (a) vary, suspend or terminate the SPP. If CYP does this, it will make an announcement to the ASX. Failure to notify Shareholders of variations to or the suspension or termination of the SPP will not invalidate the variation, suspension or termination; and
- (b) to the extent permitted by law, waive compliance with any provision of the SPP or these terms and conditions.

10.2 CYP reserves the right to issue no New Shares under the SPP or fewer New Shares under the SPP than applied for under the SPP at its complete discretion, including if CYP believes the issue of those New Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule. In the event that CYP receives applications for New Shares in excess of \$2 million, the scale-back policy in clause 5.1 of these SPP terms will apply.

## 11. Instrument 2019/547 compliance

11.1 The SPP is offered in compliance with Instrument 2019/547. Instrument 2019/547 provides relief from the requirement for CYP to provide prospectus disclosure in relation to the SPP. This booklet is not a prospectus under the Corporations Act.

11.2 Instrument 2019/547 also provides relief to allow clients of second or subsequent level Custodians to participate in the SPP. Any additional or varied ASIC requirements in the class order will apply to participation on behalf of such clients.

## 12. Governing Law

These SPP terms and conditions are governed by the laws in force in Victoria. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be

determined by the courts of Victoria. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Victoria. Other terms and conditions, rights and obligations of New Shares are contained in the constitution of the Company. The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

## GLOSSARY

The following terms apply throughout this Booklet unless the context requires otherwise.

Defined term	Meaning
<b>Application Form</b>	your personalised application form enclosed with this Booklet.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the market operated by it, as the context requires.
<b>ASX Listing Rules</b>	the listing rules of ASX.
<b>Beneficiary</b>	a person on whose behalf a Custodian is holding Shares on the Record Date.
<b>Booklet</b>	this booklet, which sets out the terms of the SPP Offer.
<b>Company or CYP</b>	Cynata Therapeutics Limited ACN 104 037 372.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Custodian</b>	a custodian as defined in paragraph 4 of Instrument 2019/547.
<b>Custodian Certificate</b>	a certificate complying with subparagraph 8(3) of Instrument 2019/547.
<b>Eligible Beneficiary</b>	as defined in section 2.5 of the terms and conditions.
<b>Eligible Shareholder</b>	Shareholders who are registered holders of Shares at the Record Date with a registered address in Australia or New Zealand, provided that such Shareholder is not in the United States, or acting for the account or benefit of a person in the United States.
<b>EFT</b>	electronic funds transfer.
<b>Instrument 2019/547</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Defined term	Meaning
<b>New Share</b>	a Share to be issued (at the Offer Price) to successful applications under the SPP Offer.
<b>Offer Price</b>	the price per New Share as determined under clause 1.2 of the terms and conditions.
<b>Placement</b>	the placement of Shares to sophisticated and professional investors announced by the Company on 22 April 2020 which will raise approximately \$3.55 million before the costs of the placement.

Defined term	Meaning
<b>Record Date</b>	7.00pm (AEST) on Tuesday, 21 April 2020.
<b>Share</b>	a fully paid ordinary share in CYP.
<b>Shareholder</b>	a registered holder of Shares.
<b>SPP</b>	as defined in clause 1.1 of the terms and conditions.
<b>SPP Offer</b>	as defined in clause 1.4 of the terms and conditions.