

**IMMUTEPT LIMITED**  
**ACN 009 237 889**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TAKE NOTICE** that the Extraordinary General Meeting of Shareholders of Immutept Limited (ACN 009 237 889) will be held at the location, time and date specified below:

**Location:** BoardRoom Pty Limited, Level 12, 225 George Street, NSW 2000.

**Time:** 4 pm (AEST)

**Date:** Monday, 26 July 2021

for the purposes of transacting the business referred to in this Notice of Extraordinary General Meeting.

**This Notice of Meeting should be read in conjunction with the Explanatory Memorandum which is included with this Notice of Meeting. Terms which are capitalised in this Notice of Meeting have the meaning given to them in the definitions section in the Explanatory Memorandum.**

**This is an important document and should be read in its entirety. If you are in doubt as to the course you should follow, please consult your financial or other professional adviser.**

## Notice of Extraordinary General Meeting 2021

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**Notice** is hereby given that the **Extraordinary General Meeting** of the Shareholders of Immutep Limited (**Company** or **Immutep**) will be held at *BoardRoom Pty Limited, Level 12, 225 George Street, NSW 2000* at **4 pm (AEST)** on Monday, 26 July 2021 (**EGM** or **Meeting**).

If you have been nominated as a third-party proxy, for any enquiries relating to the participation in the EGM, please contact the Company's Share Registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia).

Whilst shareholders can attend the Meeting in person, shareholders are encouraged to vote online as detailed in the notice, as the physical meeting will be subject to capacity limits and compliance with social distancing requirements. Only shareholders or their appointed proxies and attorneys will be allowed to ask questions in person and no refreshments will be served. Health and safety of our Shareholders and employees and the broader community is important. As a result, please be mindful of any potential health risks and government restrictions in response to the COVID-19 pandemic. If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that Shareholders are given as much notice as possible. Further information and guidance will be made available on the Company's website at:

[https://www.immutep.com/files/content/investor/investor-update/2021/EGM\\_NoticeOfMeeting2021.pdf](https://www.immutep.com/files/content/investor/investor-update/2021/EGM_NoticeOfMeeting2021.pdf), through our Registry at and via the ASX market announcements page at <https://www.asx.com.au/asx/statistics/announcements.do>, search code "IMM".

## AGENDA

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### ORDINARY BUSINESS

#### **Resolution 1     Ratification of prior issue of Tranche 1 Placement Shares under ASX Listing Rule 7.1**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company, on 28 June 2021, of 15,848,340 Shares at an issue price of A\$0.52 on the terms set out in the Explanatory Memorandum."*

#### **Voting exclusion statement:**

*The Company will disregard any votes cast in favour of Resolution 1 by, or on behalf of, any person who participated in the issue of the Shares referred to in Resolution 1, or any of their Associates.*

*However, the Company will not disregard a vote cast in favour of Resolution 1 by:*

- *a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or*
- *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 Resolution 1; and*
  - *the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.*

#### **Resolution 2     Ratification of prior issue of Tranche 1 Placement Shares under ASX Listing Rule 7.1A**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company, on 28 June 2021, of 10,565,559 Shares at an issue price of A\$0.52 on the terms set out in the Explanatory Memorandum."*

**Voting exclusion statement:**

*The Company will disregard any votes cast in favour of Resolution 2 by, or on behalf of, any person who participated in the issue of the Shares referred to in Resolution 2, or any of their Associates.*

*However, the Company will not disregard a vote cast in favour of Resolution 2 by:*

- *a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or*
- *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 Resolution 2; and*
  - *the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.*

**Resolution 3 Approval for the issue of Tranche 2 Placement Shares under ASX Listing Rule 7.1**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company of 88,970,717 Shares at an issue price of A\$0.52 on the terms set out in the Explanatory Memorandum.”*

**Voting exclusion statement:**

*The Company will disregard any votes cast in favour of Resolution 3 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Shares the subject of Resolution 3 (except a benefit solely by reason of that person being the holder of Shares) or any of their Associates.*

*However, the Company will not disregard a vote cast in favour of Resolution 3 if:*

- *a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or*
- *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or*
- *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 Resolution 3; and*
  - *the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.*

**BY ORDER OF THE BOARD**



Deanne Miller  
Company Secretary

25 June 2021

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexures accompanying this Notice of Extraordinary General Meeting are incorporated in and comprise part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

### 2. Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting and any adjourned meeting will be those persons set out in the register of Shareholders as at 7 pm (AEST) on 24 July 2021. This means that any Shareholder registered at 7 pm (AEST) on 24 July 2021 is entitled to attend and vote at the Meeting.

### 3. Proxies

A Shareholder entitled to attend the Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (d) A Proxy Form accompanies this Notice.
- (e) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (f) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (g) If you appoint the Chair of the Meeting as your proxy (including by default) and you do not specify how the proxy is to vote, you expressly authorise the Chair of the Meeting to cast your vote "for" each item of business. The Chair of the Meeting intends to vote undirected proxies in favour of all resolutions on the agenda for the Meeting.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act*.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 4 pm (AEST) on 24 July 2021 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be delivered:
  - i. by mail to the Boardroom Pty Limited, GPO Box 3993, Sydney, NSW, 2001;
  - ii. lodge electronically by going online at: <https://www.votingonline.com.au/immegm2021>;
  - iii. by facsimile to + 61 (0)2 9290 9655; or
  - iv. in person to, Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia.

Shareholders are encouraged to submit their Proxy Forms Online ahead of the meeting. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

**4. Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company's Share Registry at least 24 hours in advance of the Meeting.

**5. Shareholder Questions**

Shareholders will be given a reasonable opportunity to ask questions during the Meeting. Please note that only shareholders or their appointed proxies and attorneys may ask questions in person once they have been verified.

Shareholders are also able to submit written questions in advance of the Meeting. To submit a written question, shareholders are encouraged to email [immutep@citadelmagnus.com](mailto:immutep@citadelmagnus.com) by no later than 19 July 2021 which is five business days before the Meeting. Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of the Meeting.

**6. Results of the Meeting**

Voting results will be announced on the Australian Securities Exchange as soon as practical after the Meeting and will also be made available on the Company's website at [www.immutep.com](http://www.immutep.com).

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies and forms part of the Notice convening the Extraordinary General Meeting of Shareholders of Immutep Limited (**Company**) to be held at BoardRoom Pty Limited, Level 12, 225 George Street, NSW 2000.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used but not defined in this Explanatory Memorandum have the meanings given to them in the Glossary.

### 1. RESOLUTION 1: RATIFICATION OF THE PRIOR ISSUE TRANCHE 1 PLACEMENT SHARES UNDER ASX LISTING RULE 7.1

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#### Background

On 21 June 2021, the Company announced a capital raising, comprising:

- a placement of new fully paid ordinary shares in Immutep (**Shares**) to institutional investors to raise \$60 million (**Placement**), with the Shares to be issued under the Placement being issued in two tranches as follows:
  - 26,413,899 Shares being issued in reliance on the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A (**Tranche 1 Placement Shares**); and
  - 88,970,717 Shares being issued conditional upon receipt of approval from Shareholders for the purposes of ASX Listing Rule 7.1 (**Tranche 2 Placement Shares**); and
- share purchase plan offered to eligible Shareholders of up to \$30,000 per Shareholder, targeting to raise \$5 million (**SPP**).

The issue price payable per Share under the Placement is A\$0.52 per Share.

#### ASX Listing Rule 7.1

Broadly speaking, ASX 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.

The issue of 15,848,340 Tranche 1 Placement Shares does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as the issue of such Placement Shares has not yet been approved by Shareholders, it is effectively using up the Company's 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the 15,848,340 Tranche 1 Placement Shares.

#### ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval for the issue of the 15,848,340 Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

Resolution 1 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 15,848,340 Tranche 1 Placement Shares which were issued without Shareholder approval in reliance on the Company's available placement capacity under ASX Listing Rule 7.1) for the purposes of ASX Listing Rule 7.4, so as to 'refresh' the Company's 15% placement capacity under ASX Listing Rule 7.1

**If Resolution 1 is not passed** the 15,848,340 Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue under ASX Listing Rule 7.1 without Shareholder approval over the 12-month period following the issue of the 15,848,340 Tranche 1 Placement Shares.

## ASX Listing Rule 7.5

ASX Listing Rule 7.5 sets out a number of items which must be included in a notice of meeting proposing a ratification of securities under ASX Listing Rule 7.4. The following information is provided in accordance with ASX Listing Rule 7.5:

<b>Number of Tranche 1 Placement Shares issued:</b>	15,848,340
<b>Date on which the Tranche 1 Placement Shares were issued</b>	28 June 2021
<b>The issue price of the Tranche 1 Placement Shares:</b>	The 15,848,340 Tranche 1 Placement Shares were issued at A\$0.52 per Tranche 1 Placement Share
<b>The names of the persons who were issued with the Tranche 1 Placement Shares and or the basis on which those persons were determined:</b>	The 15,848,340 Tranche 1 Placement Shares the subject of this Resolution 1 were issued to persons who qualified as sophisticated and professional investors. None of the participants in the Placement are Directors, associates of Directors or related parties of the Company
<b>Terms of the Tranche 1 Placement Shares:</b>	The Tranche 1 Placement Shares are fully paid ordinary shares in the Company and rank equally in all respects with, the Company's existing Shares.
<b>The intended use of funds raised:</b>	The funds raised from the issue of the Tranche 1 Placement Shares will be used for further development and expansion of the Company's current and future product pipeline of LAG-3 candidates for the treatment of cancer and autoimmune diseases, working capital and the cost of the Placement and SPP (including inter alia, registry and legal costs)
<b>Voting Exclusion</b>	A voting exclusion statement is included in Resolution 1 of the Notice of Meeting.

## 2. RESOLUTION 2: RATIFICATION OF THE PRIOR ISSUE TRANCHE 1 PLACEMENT SHARES UNDER ASX LISTING RULE 7.1A

### Background

Resolution 2 seeks Shareholder approval and ratification for the prior issue of the 10,565,559 Tranche 1 Placement Shares (which were issued without Shareholder approval in reliance on the Company's additional placement capacity under ASX Listing Rule 7.1A) for the purposes of ASX Listing Rule 7.4, so as to 'refresh' the Company's additional 10% placement capacity under ASX Listing Rule 7.1A.

### ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior Shareholder approval under ASX Listing Rule 7.1, an entity which is eligible and obtains approval under ASX Listing Rule 7.1A may, during the period for which the approval is valid, issue or agree to issue a number of equity securities, in an existing class of quoted equity securities, which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.2, without the requirement to obtain Shareholder approval for that issue. The Company obtained the requisite Shareholder approval under Listing Rule 7.1A at its 2020 Annual General Meeting. The issue of 10,565,559 Tranche 1 Placement Shares pursuant to the Placement will be within the Company's available placement capacity under ASX Listing Rule 7.1A

Under Listing Rule 7.1A however, 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%. The Company obtained approval to increase its limit to 25% at the Annual General Meeting held on 27 October 2020.

The issue of the 10,565,559 Tranche 1 Placement Shares does not fit within any of the exceptions to ASX Listing Rule 7.1A and, as the issue of the Placement Shares has not yet been approved by Shareholders, it is effectively using up the Company's additional 10% limit in ASX Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1A for the 12-month period following the issue of the 10,565,559 Tranche 1 Placement Shares.

### ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1A.

To this end, Resolution 2 seeks Shareholder approval for the issue of the 10,565,559 Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

Resolution 2 seeks Shareholder approval and ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the 10,565,559 Tranche 1 Placement Shares which were issued without Shareholder approval in reliance on the Company's available placement capacity under ASX Listing Rule 7.1A.

**If Resolution 2 is not passed** the 10,565,559 Tranche 1 Placement Shares will be included in calculating the Company's additional 10% placement capacity under ASX Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue under ASX Listing Rule 7.1A without Shareholder approval over the 12-month period following the issue of the 10,565,559 Tranche 1 Placement Shares.

#### ASX Listing Rule 7.5

ASX Listing Rule 7.5 sets out a number of items which must be included in a notice of meeting proposing a ratification of securities under ASX Listing Rule 7.4. The following information is provided in accordance with ASX Listing Rule 7.5:

<b>Number of Tranche 1 Placement Shares issued:</b>	10,565,559
<b>Date on which the Tranche 1 Placement Shares were issued:</b>	28 June 2021
<b>The issue price of the Tranche 1 Placement Shares:</b>	The 10,565,559 Tranche 1 Placement Shares were issued at A\$0.52 per Tranche 1 Placement Share.
<b>The names of the persons who were issued with the Tranche 1 Placement Shares and or the basis on which those persons were determined:</b>	The 10,565,559 Tranche 1 Placement Shares the subject of this Resolution 2 were issued to persons who qualified as sophisticated and professional investors. None of the participants in the Placement are Directors, associates of Directors or related parties of the Company.
<b>Terms of the Tranche 1 Placement Shares:</b>	The Tranche 1 Placement Shares are fully paid ordinary shares in the Company and rank equally in all respects with, the Company's existing Shares.
<b>The intended use of funds raised:</b>	The funds raised from the issue of the Tranche 1 Placement Shares will be used for further development and expansion of the Company's current and future product pipeline of LAG-3 candidates for the treatment of cancer and autoimmune diseases, working capital and the cost of the Placement and SPP (including inter alia, registry and legal costs).
<b>Voting Exclusion</b>	A voting exclusion statement is included in Resolution 2 of the Notice of Meeting.

### 3. RESOLUTION 3: APPROVAL OF THE ISSUE OF THE TRANCHE 2 PLACEMENT SHARES

#### Background

Further to the issue of Tranche 1 Placement Shares, Resolution 3 seeks Shareholder approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the issue of the 88,970,717 Tranche 2 Placement Shares.

#### ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a Company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

**If Resolution 3 is passed**, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares during the period of 3 months after the Meeting, without using the Company's 15% available placement capacity under ASX Listing Rule 7.1.

**If Resolution 3 is not passed**, the Company will not be able to issue the Tranche 2 Placement Shares.

#### Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:



<b>Maximum number of Tranche 2 Placement Shares which will be issued:</b>	88,970,717
<b>Date on which the Tranche 2 Placement Shares will be issued:</b>	The Tranche 2 Placement Shares will be issued on 30 July 2021, subject to approval of Resolution 3 and in any event no later than three months after the Meeting.
<b>The issue price of the Tranche 2 Placement Shares:</b>	The 88,970,717 Tranche 2 Placement Shares will be issued at A\$0.52 per Tranche 2 Placement Share.
<b>Persons who will participate in the issue of the Tranche 2 Placement Shares</b>	The 88,970,717 Tranche 2 Placement Shares the subject of this Resolution 3 will be issued to persons who qualified as sophisticated and professional investors. None of the participants in the Placement are Directors, associates of Directors or related parties of the Company.
<b>Terms of the Tranche 2 Placement Shares:</b>	The Tranche 2 Placement Shares will be fully paid ordinary shares in the Company and will rank equally in all respects with, the Company's existing Shares.
<b>The intended use of funds raised:</b>	The funds raised from the issue of the Tranche 2 Placement Shares will be used for further development and expansion of the Company's current and future product pipeline of LAG-3 candidates for the treatment of cancer and autoimmune diseases, and for working capital purposes.
<b>Voting Exclusion</b>	A voting exclusion statement is included in Resolution 3 of the Notice of Meeting.

## GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**AEST**" means Australian Eastern Standard Time;

"**Extraordinary General Meeting**" or "**EGM**" or "**Meeting**" means the meeting convened by the Notice of Meeting;

"**Associate**" has the meaning given to that term in sections 10 to 17 of the Corporations Act;

"**ASX**" means ASX Limited (ACN 008 624 691) or the market it operates, as the context requires;

"**ASX Listing Rules**" or "**Listing Rules**" means the Official Listing Rules of the ASX as amended or waived from time to time;

"**Board**" means the board of Directors of the Company;

"**Chairman**" or "**Chair**" means chairman of the Extraordinary General Meeting;

"**Company**" means Immutep Limited Ltd ACN 009 237 889;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth)

"**Directors**" means the current directors of the Company;

"**Equity Securities**" has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to the Tranche time;

"**Group**" means the Company and its controlled entities;

"**no-action**" position means ASIC's position in regard to conduct of meetings and electronic distribution of General meeting Materials under Corporations Determination No.3.

"**Notice**" or "**Notice of Meeting**" means the notice convening the Extraordinary General Meeting of the Company to be held on 26 July 2021 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is attached with, and forms part of, this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the Company;

"**Shareholder**" means a registered holder of a Share in the Company; and

"**VWAP**" means volume-weighted average price.

**All Correspondence to:**

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm AEST on Saturday 24 July 2021.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/immegm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm AEST on Saturday, 24 July 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/immegm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Immutep Limited**

ACN 009 237 889

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Immutep Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 at 4:00pm AEST on Monday, 26 July 2021** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior issue of Tranche 1 Placement Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Tranche 1 Placement Shares under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for the issue of Tranche 2 Placement Shares under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2021