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17 February 2025

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PYC THERAPEUTICS LIMITED TO RAISE UP TO ~$146 MILLION VIA AN ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER

- PYC Therapeutics will raise up to approximately $146 million via a 1 for 4 pro-rata accelerated non-renounceable entitlement offer
- New Shares will be issued at A$1.25 per share, representing a 2.7% discount to the last traded price
- Proceeds from the equity raising will be used to fund progression of the Company's pipeline of first-in-class drug candidates for patients with major unmet needs through critical human data read-outs
- All four pipeline programs are expected to be fully funded through to FY27 following the Offer[1]
- Major shareholder Australian Land Pty Ltd (an entity controlled by Chairman Alan Tribe), representing ~34% of PYC's issued capital, has subscribed for $35m worth of New Shares under the Entitlement Offer

PERTH, Australia– 17 February 2025

PYC Therapeutics Limited (ASX:PYC) (**PYC** or the **Company**) today announces that it is undertaking a pro-rata accelerated non-renounceable entitlement offer to eligible shareholders on the basis of one (1) New Share for every four (4) existing shares held to raise up to approximately A$146 million (before costs) (**Entitlement Offer**).

The Entitlement Offer will comprise the issue of up to approximately 117 million new fully paid ordinary shares in PYC (New Shares) at an offer price of $1.25 (**Offer Price**) per New Share, which represents a:

- 2.7% discount to the last traded price of A$1.285 on 14 February 2025;

[1] Subject to successful completion of the Offer

- 2.2% discount to the Theoretical Ex-Rights Price (**TERP**)[2] of A$1.28 per share; and

- 4.9% discount to the 5-day volume weighted average price of shares up to and including 14 February 2025.

The Entitlement Offer comprises:

- an accelerated institutional component open to eligible institutional shareholders to be conducted from Monday, 17 February 2025 to Tuesday, 18 February 2025 (**Institutional Entitlement Offer**); and

- a retail component open to eligible retail shareholders in Australia or New Zealand anticipated to be conducted from Monday, 24 February 2025 to Friday, 14 March 2025 (unless extended) (**Retail Entitlement Offer**).

The offer ratio and Offer Price for New Shares under the Retail Entitlement Offer are the same as for the Institutional Entitlement Offer.

Retail shareholders who wish to participate in the Offer have an opportunity to oversubscribe for New Shares up to the value of twice of their entitlement under the Offer[3].

Key shareholder support

As described above, Chairman Alan Tribe via Australian Land Pty Ltd has agreed to take up the majority of his entitlement under the Entitlement Offer (representing approximately $35 million worth of entitlements).

Underwriting of the Retail Offer

PYC has entered into a binding underwriting agreement with existing large shareholders in the Company to subscribe for a minimum of $70m worth of New Shares in the event that the Retail Entitlement Offer results in the creation of a shortfall. The minimum amount the Company will raise through the Offer is $105m[4].

Use of funds

The proceeds from the Entitlement Offer will be used to:

- progress PYC's first blinding eye disease drug candidate into late-stage human trials

[2] The Theoretical Ex-Rights Price (TERP) is the theoretical price at which PYC shares should trade immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which PYC's shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to PYC's closing price of A$1.285 on 14 February 2025.

[3] Shareholders should refer to the Retail Offer Booklet for details of how to take up their entitlements and to oversubscribe for additional entitlements should they wish to do so. The Retail Offer Booklet is expected to be sent to shareholders on or around 24 February 2025

[4] Subject to successful completion of the Offer and before the costs of the Offer are considered. This comprises of the $35m of commitments received from Australian Land Pty Ltd and the $70m of underwriting commitments received from five existing shareholders in the Company including Custom Binders Pty Ltd, Mr. John Baird, Mr. Sami Zouad, Mr Adrian Bonaddio, and the Trustees of the Papy Family Trust. The Company has entered into irrevocable underwriting commitments with these sophisticated investors in respect of the retail component of the Entitlement Offer up to a maximum value of $70m. While the underwriting commitments are expressed as being irrevocable, the Company's ability to achieve its stated objectives may be materially affected if any underwriter defaults in the performance of its obligations under the underwriting commitments. If any party defaults in the performance of its obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

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- progress PYC's second blinding eye disease drug candidate into mid-stage human trials
- progress PYC's polycystic kidney disease drug candidate through early-stage human trials
- support progression of the Company's Phelan-McDermid Syndrome drug program into human trials
- further drug discovery and platform development efforts
- general working capital and Entitlement Offer costs

Commenting on the Entitlement Offer, PYC's CEO, Dr Rohan Hockings said:

"*This extension to the Company's funding runway enables us to deliver clinical efficacy data for our drug development programs simultaneously. The Company now has scope to deliver substantial patient-impact across multiple high-value indications that lack approved treatment options today.*"

Further details of the Entitlement Offer are set out below.

Entitlement Offer structure

Under the Entitlement Offer, eligible shareholders are invited to subscribe for one (1) New Share for every four (4) existing PYC shares held (**Entitlement**).

The Entitlement Offer is non-renounceable, and Entitlements will not be tradable or otherwise transferable.

Eligible shareholders who do not take up their Entitlement under the Entitlement Offer in full or in part, will not receive any value with respect to those Entitlements not taken up. New Shares issued under the Entitlement Offer will be fully paid and will rank equally with existing PYC shares at the time of issue.

Institutional Entitlement Offer

Eligible institutional shareholders may be invited to participate in the Institutional Entitlement Offer which opens today, Monday, 17 February 2025 and closes on Tuesday, 18 February 2025.

Under the Institutional Entitlement Offer, eligible institutional shareholders with a registered address in Australia and New Zealand (**Eligible Institutional Shareholders**) who are invited to participate in the Institutional Entitlement Offer can choose to take up all, or part or none of their Entitlements under the Entitlement Offer.

Shares in the Company have been placed in a trading halt while the Institutional Entitlement Offer is being undertaken. It is expected that the trading halt will end at market open on Wednesday, 19 February 2025.

New Shares under the Institutional Entitlement Offer are expected to be issued on Thursday, 27 February 2025. PYC will, upon issue of the New Shares under the Institutional Entitlement Offer, seek quotation of these New Shares on ASX.

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Retail Entitlement Offer

The Retail Entitlement Offer will be conducted at the same offer price and offer ratio as the Institutional Entitlement Offer.

Eligible retail shareholders with a registered address in Australia or New Zealand as at 4.00pm (AWST) on Wednesday, 19 February 2025 (**Record Date**) (**Eligible Retail Shareholders**) will have the opportunity to participate in the Retail Entitlement Offer.

Further information will be sent to Eligible Retail Shareholders in a retail offer book (**Retail Offer Booklet**). The Retail Offer Book will be sent to Eligible Retail Shareholders, along with accompanying personalised entitlement and acceptance forms, on or around Monday, 24 February 2025.

The Retail Entitlement Offer is currently expected to close on Friday, 14 March 2025.

Eligible Retail Shareholders can choose to take up all, or part or none of their Entitlement under the Entitlement Offer, on the terms and conditions set out in the Retail Offer Booklet.

New Shares under the Retail Entitlement Offer are expected to be issued on Monday, 24 March 2025. PYC will, upon issue of the New Shares under the Retail Entitlement Offer, seek quotation of these New Shares on the ASX.

Shareholders with a registered address outside Australia or New Zealand on the Record Date are ineligible to participate in the Retail Entitlement Offer.

Any shortfall under the Retail Entitlement Offer will be subscribed for under an underwriting agreement entered into by PYC with sophisticated and institutional shareholders at the Offer Price[5].

Advisory Roles

The Company has appointed E&P Capital Pty Ltd and Barrenjoey Markets Pty Limited (collectively, **Joint Lead Managers**) as joint lead managers to the Offer. Tenzing Partners is acting as legal counsel and advising the Company in relation to the Offer.

Nominee

The Company has appointed Euroz Hartleys Limited (**Nominee**) to act as a nominee for the purposes of section 615 of the *Corporations Act 2001* (Cth), who will arrange for the sale on ASX (or otherwise) of New Shares under the Entitlement Offer which would otherwise have been available to ineligible shareholders. The Nominee will be required to remit any net proceeds (if any, after deduction of the Offer Price, costs of sale including brokerage and costs) from the sale of those New Shares to those ineligible shareholders. There is no guarantee that any proceeds will be realised from the sale of the entitlements that would otherwise have been offered to ineligible shareholders.

[5] Up to a maximum value of $70m

Indicative Timetable*

Event	Timing (AWST)
Trading halt	Monday, 17 February 2025
Announcement of Entitlement Offer	Monday, 17 February 2025
Institutional Entitlement Offer opens	**Monday, 17 February 2025**
Institutional Entitlement Offer closes	**4.00pm (AWST) Tuesday, 18 February 2025**
Announcement of results of Institutional Entitlement Offer Trading halt lifted, existing securities commence trading	Wednesday, 19 February 2025
Record Date for Entitlement Offer	4.00pm (AWST) on Wednesday, 19 February 2025
Settlement of New Shares under Institutional Entitlement Offer	Wednesday, 26 February 2025
Quotation of New Shares issued under the Institutional Entitlement Offer and commencement of trading of such securities on the ASX	Thursday, 27 February 2025
Retail Entitlement Offer Opens (Retail Offer Booklet sent)	**Monday, 24 February 2025**
Last day to extend retail offer close date (if required)	Tuesday, 11 March 2025
Retail Entitlement Offer Closes	**Friday, 14 March 2025**
Announcement of results of Retail Entitlement Offer	Tuesday, 18 March 2025
Allotment and issue of New Shares under Retail Entitlement Offer	Friday, 21 March 2025
New Shares under Retail Entitlement Offer commence trading on ASX	Monday, 24 March 2025
Holding statements sent for New Shares issued under the Retail Entitlement Offer	Tuesday, 25 March 2025

*The timetable above is indicative only and subject to change. The Company reserves the right to alter the dates above in its full discretion and without prior notice, subject to the ASX Listing Rules and the Corporations Act.

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This ASX announcement has been authorised for release by the Board of PYC Therapeutics Limited.

About PYC Therapeutics

PYC Therapeutics (ASX: PYC) is a clinical-stage biotechnology company creating a new generation of RNA therapies to change the lives of patients with genetic diseases. The Company utilises its proprietary drug delivery platform to enhance the potency of precision medicines within the rapidly growing and commercially proven RNA therapeutic class. PYC's drug development programs target monogenic diseases – **the indications with the highest likelihood of success in clinical development**[6].

For more information, visit pyctx.com, or follow us on LinkedIn and Twitter.

Forward looking statements

Any forward-looking statements in this ASX announcement have been prepared on the basis of a number of assumptions which may prove incorrect and the current intentions, plans, expectations, and beliefs about future events are subject to risks, uncertainties and other factors, many of which are outside the Company's control. Important factors that could cause actual results to differ materially from assumptions or expectations expressed or implied in this ASX announcement include known and unknown risks. Because actual results could differ materially to assumptions made and the Company's current intentions, plans, expectations, and beliefs about the future, you are urged to view all forward-looking statements contained in this ASX announcement with caution. The Company undertakes no obligation to publicly update any forward-looking statement whether as a result of new information, future events or otherwise.

This ASX announcement should not be relied on as a recommendation or forecast by the Company. Nothing in this ASX announcement should be construed as either an offer to sell or a solicitation of an offer to buy or sell shares in any jurisdiction.

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[6] Advancing Human Genetics Research and Drug Discovery through Exome Sequencing of the UK Biobank https://doi.org/10.1101/2020.11.02.20222232

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