

## Share Cancellation – Employee Share Plan


**Sydney, 13 December 2019.** Actinogen Medical ASX: ACW ('ACW' or 'the Company') advises that a vesting condition in relation to shares issued pursuant to the Company's Employee Share Plan that the shares must trade on the ASX at 150% of their Share price on the date of commencement of employment (of Dr Bill Ketelbey) for 10 consecutive trading days (**Vesting Condition**), has not been met during the vesting period (which period ended on 12 December 2019). A tranche of 3,000,000 ordinary shares issued to Dr Bill Ketelbey (**Loan Shares**) were issued subject to the Vesting Condition, the Company's Employee Share Plan and the terms of a limited recourse loan from the Company (**Loan**).

Accordingly, the Board has resolved that the Company will proceed with the buy-back (for no payment by the Company) and immediately cancel the 3,000,000 Loan Shares, as repayment in full of the Loan applicable to the Loan Shares, in accordance with the terms and conditions of the Employee Share Plan and the requirements under the ASX Listing Rules and the Corporations Act.

An ASX Appendix 3C accompanies this announcement.

**ENDS**

### **Actinogen Medical**

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***Announcement authorised by the Board of Directors of Actinogen Medical***

### **About Actinogen Medical**

Actinogen Medical (ASX: ACW) is an ASX-listed biotechnology company developing novel therapies for cognitive impairment associated with chronic neurological and metabolic diseases. The Company is currently developing its lead compound Xanamem as a promising new therapy for Alzheimer's disease and cognitive impairment associated with schizophrenia and mood disorders. The cognitive dysfunction associated with these conditions is significantly debilitating for patients, and there is a substantial unmet medical need for new and improved treatments.

### **About Xanamem™**

Xanamem's novel mechanism of action sets it apart from other therapies for Alzheimer's disease. It works by blocking the excess production of intracellular cortisol – the stress hormone – through the inhibition of the 11β-HSD1 enzyme in the brain. There is a strong association between persistent stress and the production of excess cortisol that leads to changes in the brain, affecting memory. The 11β-HSD1 enzyme is highly concentrated in the hippocampus and frontal cortex, the areas of the brain associated with cognitive impairment in neurological diseases, including Alzheimer's disease, schizophrenia and the mood disorders. The Company's XanaHES Phase I trial exploring the safety and tolerability of Xanamem™ 20mg once daily in healthy elderly volunteers, showed that the drug exhibited a good safety profile with no treatment-related serious adverse events. Additionally, the trial demonstrated that Xanamem™ produced a statistically

significant improvement in cognition, which, along with other data recently generated, confirms the underlying mechanism of action of Xanamem.

The Company plans to initiate Phase II studies of Xanamem in various disease areas in 2020, including in Alzheimer's disease, and in cognitive impairment associated with schizophrenia, mood disorders and diabetes.

**Actinogen Medical encourages all current investors to go paperless by registering their details with the designated registry service provider, Link Market Services.**

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
ACTINOGEN MEDICAL LIMITED	14 086 778 476

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Buy-back under an Employee Share Plan
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Fully paid ordinary shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	3,000,000
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Buy-back pursuant to lapse of vesting conditions under Employee Share Plan

<sup>+</sup> See chapter 19 for defined terms.

8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

Not applicable

### On-market buy-back – not applicable

9 Name of broker who will act on the company's behalf

10 Deleted 30/9/2001.

11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

### Employee share scheme buy-back

14 Number of shares proposed to be bought back

3,000,000

15 Price to be offered for shares

Nil

### Selective buy-back – Not applicable

- 16 Name of person or description of class of person whose shares are proposed to be bought back
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

### Equal access scheme – Not applicable

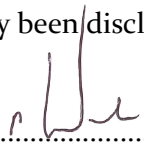
- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 <sup>+</sup>Record date for participation in offer   
Cross reference: Appendix 7A, clause 9.

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:  ..... Date: 13 December 2019  
(Company secretary)

Print name: Peter Webse .....

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<sup>+</sup> See chapter 19 for defined terms.