

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Prima BioMed Ltd (*Company*)

ABN

90 009 237 889

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

1 +Class of +securities  
issued or to be issued

Performance Rights  
Ordinary Shares

2 Number of +securities  
issued or to be issued  
(if known) or  
maximum number  
which may be issued

46,347,827 Performance Rights  
10,666,667 Ordinary Shares

3 Principal terms of the +securities (e.g., if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

(a) 4,347,827 Performance Rights granted as Long Term Incentives (“LTIs”) and Short Term Incentives (“STIs”) have been issued under the Executive Incentive Plan as follows:

- 3,402,647 of Performance rights are granted as LTIs subject to meeting vesting conditions of total shareholder return criteria being achieved and continued employment till 1 October 2017 for 75% of these LTIs and till 1 October 2018 for 25% of these LTIs.
- 945,180 of Performance rights are granted as STIs with vesting conditional on meeting various individually set KPIs and continued employment till 1 October 2015.

On vesting of either LTIs or STIs, shares will be issued for no consideration.

(b) 32,000,000 Performance Rights granted have been issued under the Executive Incentive Plan as follows:

<b>Number of Performance Rights</b>	<b>32,000,000 Performance Rights</b>
<b>Vesting Tranche 1</b>	Service Only. <b>10,666,667</b> . Immediate
<b>Tranche 2</b>	<b>10,666,667</b> . 5 August 2016. (Being service from 5 August 2015 to 4 August 2016);
<b>Tranche 3</b>	<b>10,666,666</b> . 5 August 2017. (Being service from 5 August 2016 to 4 August 2017);
<b>Expiry Date</b>	The Performance Rights will expire, if not exercised 30 days after Vesting
<b>Price of Performance Rights</b>	Performance Rights will be granted at no cost. Once the vesting conditions (service only) are met (or waived in exceptional circumstances), the Performance Rights will be exercisable at nil cost.

- 3 Principal terms of the +securities (e.g., if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)  
(continued)

(c) 10,000,000 Performance Rights granted have been issued under the Executive Incentive Plan as follows:

<b>Number of Performance Rights</b>	<b>10,000,000 Performance Rights</b>
<b>Vesting Tranche 1</b>	Service Only. <b>3,333,333.</b> 31 January 2016. (Being service from 5 August 2015 to 31 January 2016);
<b>Tranche 2</b>	<b>3,333,333.</b> 5 August 2016. (Being service from 1 February 2016 to 4 August 2016);
<b>Tranche 3</b>	<b>3,333,334.</b> 5 August 2017. (Being service from 5 August 2016 to 4 August 2017);
<b>Expiry Date</b>	The Performance Rights will expire, if not exercised 30 days after Vesting
<b>Price of Performance Rights</b>	Performance Rights will be granted at no cost. Once the vesting conditions (service only) are met (or waived in exceptional circumstances), the Performance Rights will be exercisable at nil cost.

4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Yes, if/when the Performance Rights vest to shares.

5 Issue price or consideration

Nil

6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)

Performance Rights are issued to employee under the Executive Incentive Plan.

6a Is the entity an <sup>+</sup>eligible entity that has obtained security holder approval under rule 7.1A?

Yes

If Yes, complete sections 6b – 6h in relation to the <sup>+</sup>securities the subject of this Appendix 3B, and comply with section 6i

6b	The date the security holder resolution under rule 7.1A was passed	14 November 2014
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	20,000,000 performance rights approved at the EGM on 31 July 2015 for CEO & Executive Director, Marc Voigt. 6,666,666 ordinary shares are converted from 1st tranche out of 20,000,000 performance rights approved at the EGM on 31 July 2015.
6f	Number of +securities issued under an exception in rule 7.2	26,347,827 performance rights 4,000,000 ordinary shares are converted from 1st tranche out of 12,000,000 performance rights. These are issued under exception 9 in rule 7.2. They are issued in accordance with the Executive Incentive Plan approved at the AGM on 16 November 2012.
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

5 August 2015

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
1,974,298,018	Ordinary fully paid shares (ASX: PRR)
77,378,696	Options exercisable at \$0.20 on or before 19 June 2017 (PRRO)

9 Number and +class of all

Number	+Class - Options	
	Amount	Exercise Price
740,741	\$0.3390	1 February 2016
2,800,000	\$0.1850	1 August 2015
200,000	\$0.1730	20 February 2016
1,515,752	\$0.0774	30 June 2018
165,116	\$0.0774	30 June 2018
147,628,500	\$0.05019	12 December 2018
371,445,231	\$0.0237	4 August 2020
8,475,995	\$0.025	4 August 2025

Number	+Class – Performance Rights	
	Amount	Type
12,412,705	STI	30 October 2015
30,118,333	LTI	30 October 2018
6,004,902	NED PRs	Each tranche of NED PRs will expire 30 days from each tranche vesting date indicated in this appendix 3B released on 26 November 2014.
31,333,333	PRs	Each tranche of PRs will expire 30 days from each tranche vesting date indicated in this appendix 3B released on 5 August 2015

Number	+Class – Convertible Notes	
Amount	Type	Expiration Date
13,750,828	Convertible Notes each with a face value of AU\$1, expiring on 4 August 2025	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.  
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	Not applicable
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Despatch date	Not applicable



### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

Not applicable

39 Class of +securities for which quotation is sought

Not applicable

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

Not applicable

	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)	Not applicable	

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
Company secretary

Date: 5 August 2015

Print name: Deanne Miller

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	1,228,709,341
<b>Add</b> the following: <ul style="list-style-type: none"><li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li><li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li><li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li></ul> Note: <ul style="list-style-type: none"><li>• Include only ordinary securities here – other classes of equity securities cannot be added</li><li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li><li>• It may be useful to set out issues of securities on different dates as separate line items</li></ul>	745,588,677
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
<b>“A”</b>	1,974,298,018

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 [Note: this value cannot be changed]
<b>Multiply</b> “A” by 0.15	296,144,703
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period not counting those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>Note:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
“C”	Nil
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15 Note: number must be same as shown in Step 2	296,144,703
<b>Subtract</b> “C” Note: number must be same as shown in Step 3	Nil
<b>Total</b> [“A” x 0.15] – “C”	296,144,703 [Note: this is the remaining placement capacity under rule 7.1]

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> Note: number must be same as shown in Step 1 of Part 1	1,974,298,018
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 Note: this value cannot be changed
<b>Multiply “A” by 0.10</b>	197,429,802
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  Notes: <ul style="list-style-type: none"> <li>•This applies to equity securities – not just ordinary securities</li> <li>•Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>•Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>•It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	Nil
<b>“E”</b>	Nil

<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
“A” x 0.10 Note: number must be same as shown in Step 2	197,429,802
Subtract “E” Note: number must be same as shown in Step 3	Nil
<b>Total</b> [“A” x 0.10] – “E”	197,429,802 Note: this is the remaining placement capacity under rule 7.1A