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SHARE PURCHASE PLAN OPEN

On Monday, 20 May 2024, Alpha HPA Limited (ACN 106 879 690) (**Alpha** or the **Company**) announced a non-underwritten share purchase plan offer to Eligible Shareholders (as defined below) (**SPP**)¹.

The SPP follows the successful completion of a two-tranche placement to institutional investors announced on Tuesday, 21 May 2024 (**Placement**).

The SPP is now open to eligible Alpha shareholders, being:

- shareholders who hold Alpha shares (in their personal capacity) and have a registered address in either Australia or New Zealand as noted on the Alpha register as at 7.00pm (AEST) on the Record Date (being Friday, 27 May 2024); and
- shareholders who are custodians or nominees that hold Alpha shares on behalf of a person mentioned directly above, provided that the custodian or nominee (as applicable) is not in the United States and is not acting for the account or benefit of a person in the United States.

(together, **Eligible Shareholders**), to apply for up to A\$30,000 of new fully paid ordinary shares (**SPP Shares**) free of any brokerage, commission or transaction costs.

The SPP will be priced at the lower of:

- the Placement price of A\$0.90; and
- a 2.0 per cent discount to the five-day VWAP of Alpha shares up to, and including, the closing date of the SPP, which is currently scheduled for Thursday, 13 June 2024, rounded down to the nearest cent.

Participation in the SPP is optional. SPP Shares will rank equally with existing Alpha shares from their date of issue.

Proceeds raised from the SPP will be used to immediately commence Stage 2 project execution.

SPP Booklet

Full details of the SPP will be set out in the SPP booklet, which is being sent to Eligible Shareholders today. Eligible Shareholders who have elected to receive electronic communications will receive details of how to obtain a copy of the SPP booklet and their personalised acceptance form via email. All other Eligible Shareholders will receive a letter via post with instructions on how to access a copy of the SPP booklet and their personalised acceptance form.

Eligible Shareholders are encouraged to read the SPP booklet carefully, and if in any doubt about whether or not to accept the SPP offer, to consult with a financial or other professional adviser.

To apply for SPP Shares, Eligible Shareholders must, by 5.00pm (AEST) on Thursday, 13 June 2024, make a payment directly via BPAY® in accordance with the instructions on their personalised application form. Eligible Shareholders with a registered address in New Zealand who are unable to pay by BPAY may pay for SPP Shares by making an electronic funds transfer in accordance with the instructions on their personalised application form.

¹ Alpha may, in its absolute discretion, cap or apply a scale-back on the SPP.



Personalised application forms can also be accessed by Eligible Shareholders via the following website:
www.computersharecas.com.au/alphaspp

Enquiries and further information

If you have any questions in relation to the SPP Offer, please call the Offer Information Line on:

1300 855 080 (within Australia)

+61 3 9415 4000 (outside of Australia)

Monday to Friday, 8.30am to 5.00pm (AEST)

Key Dates for the SPP

Description	Date
Record date for SPP	7.00pm (AEST), Friday, 17 May 2024
SPP offer opens and SPP booklet is dispatched	Tuesday, 28 May 2024
SPP offer closing date	5.00pm (AEST), Thursday, 13 June 2024
Issue of New Shares under the SPP	Thursday, 20 June 2024
Commencement of trading of New Shares issued under the SPP	Friday, 21 June 2024
Despatch of holding statements in respect of New Shares issued under the SPP	Monday, 24 June 2024

The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares issued under the SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, Alpha reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. All references to times above are to Australian Eastern Standard Time.

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Important notice and disclaimer

This announcement should be read subject to the disclaimer contained in the investor presentation released to the ASX on Monday, 20 May 2024 (**Investor Presentation**), such that references in the disclaimer to "this Presentation" were references to this announcement. This announcement is not financial product, investment or other advice. Nothing in this announcement constitutes a recommendation to acquire the New Shares or to participate in the SPP. The Company is not licensed to provide financial advice in relation to the acquisition of securities. This announcement does not contain all the information that investors and their professional advisers may require to make an investment decision in relation to the Company, the Placement or the SPP, and should be read in conjunction with Alpha's other periodic and continuous disclosure announcements (including the Investor Presentation) available at: <https://www.asx.com.au/markets/company/a4n> . This announcement does not account for the investment objectives, financial circumstances or other particular needs of investors. Investors should seek any independent professional advice they may require in relation to this announcement.

This announcement and the Investor Presentation contains certain forward-looking statements with respect to the DFS, financial condition, results of operations, and business of the Company and certain plans and objectives of the management of the Company that are based on the Company's assumptions, expectations, estimates and projections as of the date on which the statements were made. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as 'outlook', 'anticipate', 'project', 'target', 'likely', 'believe', 'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice and may involve significant elements of subjective judgement and assumptions as to future events which may or may not occur.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither the Company, nor any other person, give any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, those forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of the Company. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Although the Company attempts and has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in forward looking statements, there may be other factors that could cause actual results, performance, achievements or events not to be as anticipated, estimated or intended, and many events are beyond the reasonable control of the Company. Investors should consider the forward looking statements contained in this DFS in light of those disclosures and are cautioned not to place undue reliance on forward looking statements. The Company disclaims any intent or obligations to or revise any forward-looking statements whether as a result of new information, estimates, or options, future events or results or otherwise, unless required to do so by law.

Not an offer in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Alpha HPA Limited

Share Purchase Plan Booklet

This is an important document and requires your immediate attention. You should read this Booklet (including the enclosed Application Form) in full before you decide to participate in the SPP and apply for the SPP Shares. If you have any questions in relation to this Booklet or participation in the SPP, please contact your stockbroker, accountant or other professional adviser.

Eligible Shareholders have the opportunity to participate in the SPP Offer by applying for up to \$30,000 worth of SPP Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate in the SPP are set out in this Booklet.

Applications for SPP Shares under the SPP must be received by 5.00pm (Australian Eastern Standard Time) on Thursday, 13 June 2024.

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Contents

1.	LETTER TO SHAREHOLDERS	1
2.	SUMMARY OF IMPORTANT DATES	3
3.	SUMMARY OF SPP	4
4.	SPP TERMS AND CONDITIONS	9
4.1	Offer	9
4.2	Eligible Shareholders	10
4.3	Joint holders and Custodians and nominees	10
4.4	Applications for SPP Shares	11
4.5	Issue Price	12
4.6	Number of SPP Shares to be issued	12
4.7	Issue of SPP Shares	12
4.8	Shareholders outside Australia and New Zealand	12
4.9	Acknowledgements	13
4.10	Scale back	15
4.11	Dispute resolution	15
4.12	Variation and termination	15
4.13	Privacy policy	16
4.14	Underwriting	16
4.15	Governing law and inconsistencies	16
5.	GLOSSARY	17

IMPORTANT INFORMATION

This Booklet is intended for use only in connection with the offer of SPP Shares to Eligible Shareholders with a registered address in Australia or New Zealand. This Booklet does not constitute an offer of securities in any place outside Australia or New Zealand in which it would be unlawful to make such an offer, and no action has been taken to permit an offering of SPP Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law, and persons (including Custodians and nominees) who come into possession of this Booklet should observe any such restrictions. Due to legal restrictions, Custodians and nominees may not distribute this Booklet, and may not permit any beneficial Shareholder to participate in the SPP, in any country outside Australia or New Zealand.

This Booklet may not be distributed or released in the United States. This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any SPP Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**) or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The SPP Shares may only be offered and sold to Eligible Shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act), in reliance on Regulation S under the U.S. Securities Act.

The SPP Shares are not being offered or sold to the public within New Zealand, other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document 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 state under New Zealand law is required to contain.

Unless otherwise defined in this Booklet, capitalised terms have the meaning given in the Glossary to this Booklet.

1. LETTER TO SHAREHOLDERS

Dear Shareholder

On behalf of the Directors, I am pleased to offer you the opportunity to participate in Alpha HPA Limited's ACN 106 879 690 (**Alpha** or the **Company**) share purchase plan (**SPP**), which allows Eligible Shareholders (as defined in section 3) to subscribe for up to \$30,000 worth of new Shares in Alpha (**SPP Shares**) without incurring brokerage or other transaction costs.

The SPP is not underwritten. The Company may in its absolute discretion cap or apply a scale-back on the SPP. The SPP follows Alpha's announcement on Monday, 20 May 2024 of a fully underwritten two tranche placement to raise \$120 million (before costs), which was upsized to \$175 million (before costs) as announced on Tuesday, 21 May 2024 (**Placement**).

SPP Shares are being offered at an Issue Price of the lower of (rounded down to the nearest cent):

- \$0.90 per SPP Share, being the price paid by institutional investors under the Placement; and
- a 2.0% discount to the volume weighted average price (**VWAP**) of Alpha shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Thursday, 13 June 2024).

Use of proceeds

Funds from the Placement will be used to pay equity financing costs and immediately commence project execution for Stage 2 of the HPA First Project (**Stage 2**) including finalising detailed engineering, ordering of long-lead items, commencing civil and construction works and for general working capital purposes. Additional proceeds raised under the SPP will be used to immediately commence Stage 2 project execution.

Strategically located in the Gladstone State Development Area, the HPA First Project Stage 2 once operational will be one of the largest, single-site production of high purity aluminium materials globally. It will leverage the production process and Smart SX Technology established in Stage 1 to process high purity alumina materials required in high-technology growth sectors such as lithium-ion batteries and semiconductors. The facility will be powered by 100% renewable energy.

Further details about the Placement are included in Alpha's ASX announcements released on Monday, 20 May 2024, which we encourage you to read. You can view these ASX announcements at Alpha's website: (<https://www.alphahpa.com.au/investor-centre/>) or from ASX's website (www.asx.com.au).

Participation in the SPP

Participation in the SPP is voluntary and only open to Eligible Shareholders (as defined in section 3) on the terms and conditions set out in this Booklet. Any person who is not an Eligible Shareholder is not entitled to participate in the SPP or apply for any SPP Shares.

The terms and conditions of the SPP are provided in this Booklet and the Application Form. I urge you to read these materials in their entirety and seek any financial, legal and taxation or other advice you may require in relation to the SPP, before you decide whether to participate in the SPP.

Ranking

Once issued, the SPP Shares will rank equally with existing fully paid ordinary shares on issue in Alpha.

How to apply for SPP Shares

To apply for SPP Shares, please follow the instructions in the Application Form. Your personalised Application Form can be accessed via

www.computersharecas.com.au/alphaspp.

In accordance with the instructions in your personalised Application Form, you must either:

- make a payment directly via BPAY® (noting that Eligible Shareholders in New Zealand cannot make payment using BPAY unless they have an Australian bank account); or
- if you are an Eligible Shareholder with a registered address in New Zealand and are unable to pay by BPAY, you may pay for SPP Shares via electronic funds transfer (**EFT**), in accordance with the instructions at www.computersharecas.com.au/alphaspp.

Eligible Shareholders wishing to apply for SPP Shares must ensure that their payment is received by no later than **5.00pm (Australian Eastern Standard Time) on Thursday, 13 June 2024**.

Questions and further information

This Booklet and the investor presentation released by the Company to ASX on Monday, 20 May 2024 (**Investor Presentation**) contain important information about the SPP. You should carefully read and consider this Booklet (in full) and the “Key Risk Disclosure” section of the Investor Presentation before deciding whether to participate in the SPP and apply for any SPP Shares.

If you have any questions in relation to how to participate in the SPP or apply for the SPP Shares, please contact the Offer Information Line from 8.30am to 5.00pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays) on 1300 855 080 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Alpha through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

On behalf of the Directors, I thank you for your continued support of Alpha, and invite you to consider participating in the SPP.

Yours sincerely



Chairman

2. SUMMARY OF IMPORTANT DATES

Event	Date
Record Date	7.00pm (Australian Eastern Standard Time), Friday, 17 May 2024
Opening Date for SPP applications	Tuesday, 28 May 2024
Closing Date for SPP applications	5.00pm (Australian Eastern Standard Time), Thursday, 13 June 2024
Results of SPP announced	Thursday, 20 June 2024
Issue of SPP Shares	Thursday, 20 June 2024
SPP Shares commence trading on ASX	Friday, 21 June 2024
Despatch of holding statements	Monday, 24 June 2024
<i>This timetable is indicative only and subject to change. Alpha reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Australian Eastern Standard Time.</i>	

3. SUMMARY OF SPP

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4 of this Booklet.

Key SPP details	Summary
SPP Offer	Eligible Shareholders may subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	The proceeds of the SPP will be used to immediately commence Stage 2 project execution.
Voluntary participation	Participation in the SPP is entirely voluntary. Before you decide whether to participate in the SPP, Alpha recommends that you seek any independent financial, legal, tax or other advice that you may require. If you do not wish to participate in the SPP, no further action is required on your part. Please note that in such circumstances: • you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled to under the SPP; and • your percentage shareholding in the Company may be diluted as a result.
Issue Price of the SPP Shares	The Issue Price of the SPP Shares is the lower of (rounded down to the nearest cent): • \$0.90 per SPP Share, being the price paid by institutional investors under the Placement; and • a 2.0% discount to the VWAP of Shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Thursday, 13 June 2024). Therefore, the maximum price payable by Eligible Shareholders per SPP Share is \$30,000. Alpha will announce the Issue Price for the SPP Shares once the SPP closes. There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP 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.

Key SPP details	Summary
	Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.
Eligible Shareholders	The following Shareholders are eligible to participate in the SPP: (a) Shareholders who hold Shares (in their personal capacity) and have a registered address in either Australia or New Zealand as noted on the Register as at 7.00pm (Australian Eastern Standard Time) on the Record Date (being Friday, 17 May 2024); and (b) Shareholders who are Custodians or nominees that hold Shares on behalf of an Eligible Beneficiary, provided that the Custodian or nominee (as applicable) is not in the United States and is not acting for the account or benefit of a person in the United States, (together, Eligible Shareholders) on the terms and conditions provided in this Booklet. Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons. Any person who is not an Eligible Shareholder is not entitled to participate in the SPP or apply for any SPP Shares.
Not transferable	Your entitlement to take-up any SPP Shares is non-transferrable and cannot be sold, traded on ASX or any other exchange, nor can they be privately transferred.
Investment amount	Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000. The number of SPP Shares issued to an Eligible Shareholder will be rounded up to the nearest whole number after dividing the application monies by the Issue Price.

Key SPP details	Summary
	Applications may be scaled back (in whole or in part) at the absolute discretion of Alpha.
How to apply	Eligible Shareholders wishing to apply for SPP Shares may do so by making payment via: • BPAY; or • electronic funds transfer (available only for Eligible Shareholders with a registered address in New Zealand). Instructions about how to make payment via BPAY (including your unique BPAY reference number) can be obtained online at www.computersharecas.com.au/alphaspp. Eligible Shareholders will need their SRN or HIN to log in to access their personalised Application Form. You can only make payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions. If you are an Eligible Shareholder with a registered address in New Zealand, your personalised Application Form will also contain instructions on how to pay via electronic funds transfer. If you are an Eligible Shareholder in Australia and you are unable to submit payment by BPAY, you can contact the Offer Information Line to obtain alternate payment instructions. When submitting payment via BPAY or electronic funds transfer, there is no need to return your personalised Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form. Payment for SPP Shares for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00pm (Australian Eastern Standard Time) on Thursday, 13 June 2024. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. Alpha and the Registry accept no responsibility for any delay in the receipt of BPAY or EFT payment. Cheque, bank draft, money order and cash payments will not be accepted.

Key SPP details	Summary
Key dates for the SPP	Please refer to section 2 of this Booklet.
Rights attached to SPP Shares	SPP Shares will rank equally with the existing fully paid ordinary shares on issue in the Company.
Custodians and nominees	The SPP is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries. Custodians and nominees who are Eligible Shareholders may choose whether or not to extend the SPP to their Eligible Beneficiaries. Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that Beneficiary. If you wish to apply as a Custodian or nominee under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details required by the ASIC Instrument before your application will be accepted. Applications by Custodians or nominees 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 SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit. To request a Custodian Certificate or for further information about the custodian application process, please contact the Offer Information Line from 8.30am to 5.00pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays) on 1300 855 080 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). A Custodian will be ineligible to participate in the SPP if their participation would be in breach of the ASIC Instrument or the Corporations Act.
Issue of SPP Shares	Holding statements are expected to be despatched on or around Monday, 24 June 2024. Please note, the dates in this Booklet are indicative only and may be varied by Alpha in its discretion. You can confirm your total holding of Shares by

Key SPP details	Summary
	contacting the Registry from 8.30am to 5.00pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays) on 1300 855 080 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).
SPP Offer size	The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. Alpha may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. In such circumstances, you may be issued SPP Shares with a value that is less than the value of SPP Shares you applied for, with the difference being refunded to you (without interest).
Refunds	Any application monies refunded by Alpha will be paid using the bank account details of the relevant Eligible Shareholder as noted in the Registry's records. If no bank account details have been provided by that Eligible Shareholder, any refund will be held until such payment instructions have been provided. Eligible Shareholders can verify or update their bank account details online at www.investorcentre.com/au.
More information	If you have any questions in relation to how to participate in the SPP or apply for the SPP Shares, please contact the Offer Information Line from 8.30am to 5.00pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays) on 1300 855 080 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Alpha through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

4. SPP TERMS AND CONDITIONS

Important notice and disclaimer

This Booklet does not provide financial, legal, taxation or other advice and has been prepared without taking account of your personal circumstances, including your investment objectives, financial situation or other particular needs. You should consider the appropriateness of participating in the SPP having regard to your specific investment objectives, financial situation or other particular needs. Eligible Shareholders are strongly recommended to seek any independent financial, taxation or other advice they may reasonably require before making any investment decision in relation to the Company or the SPP Shares.

The offer of SPP Shares under the SPP is made in accordance with the ASIC Instrument, which grants relief from the requirement for Alpha to prepare a prospectus or other disclosure document in relation to the SPP. This Booklet is not a prospectus, product disclosure statement or other disclosure document and will not be lodged with ASIC or any other foreign regulator. You should rely on your own independent review, investigation and assessment of Alpha and the SPP Shares based on previous disclosure made by Alpha to ASX.

If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you acknowledge and agree that you accept the risk that the market price of Shares may change between the Record Date, the date on which you send the Application Form to the Registry or make a payment by BPAY (as applicable) and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Eligible Shareholders should carefully read and consider the terms and conditions set out in this Booklet (including the Application Form) and the “Key Risk Disclosure” section of the Investor Presentation before deciding to participate in the SPP. By participating in the SPP and applying for SPP Shares, you will be bound by the terms and conditions of this Booklet (including the Application Form) and the Company’s constitution.

All representations, warranties and disclaimers (or other limitations of liability) contained in this Booklet is given or included (as applicable) to the maximum extent permitted by law, and only to that extent.

The previous sections of this Booklet and the Application Form forms part of these terms and conditions.

4.1 Offer

- (a) Alpha offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of SPP Shares subject to, and in accordance with, the terms and conditions set out below (**SPP Offer**).
- (b) The SPP Offer opens on Tuesday, 28 May 2024 and closes at 5.00pm (Australian Eastern Standard Time) on Thursday, 13 June 2024 (or such other date as Alpha determines, in its absolute discretion).
- (c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at 5.00pm (Australian Eastern Standard Time) on Closing Date, being Thursday, 13 June 2024 (or such other date as Alpha determines, in its absolute discretion).

- (d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (e) The Company may in its absolute discretion cap or apply a scale-back on the SPP.
- (f) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (g) All references to **\$** or **dollars** in this Booklet are references to Australian dollars unless otherwise indicated.
- (h) All references to time are to Australian Eastern Standard Time, unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:
 - (i) are the registered holder of Shares on the Register and have a registered address in either Australia or New Zealand as at 7.00pm (Australian Eastern Standard Time) on the Record Date; and
 - (ii) are a Custodian or nominee who holds Shares on behalf of an Eligible Beneficiary and is not in the United States and is not acting for the account or benefit of a person in the United States.
- (b) The SPP Offer is not made to Shareholders with a registered address outside of Australia and New Zealand.
- (c) The SPP Shares have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons. Shares to be offered and sold under the SPP may only be offered and sold in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.
- (d) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Alpha with registered addresses in New Zealand as at 7.00pm (Australian Eastern Standard Time) on the Record Date (being Friday, 17 May 2024) and to whom the SPP Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.
- (e) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. 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.

4.3 Joint holders and Custodians and nominees

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute the Booklet to any person in, and may not participate in the SPP on behalf of any Beneficiary in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP in respect of that person.

4.4 Applications for SPP Shares

- (a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must follow the instructions set out in section 3 of this Booklet under 'How to apply' (see pages 5 and 6).
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details required by the ASIC Instrument before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Offer Information Line from 8.30am to 5.00pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays) on 1300 855 080 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).
- (f) Alpha, its officers, and its agents may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
 - (i) your application does not comply with these terms and conditions;
 - (ii) it appears you are not an Eligible Shareholder;
 - (iii) your EFT payment or BPAY payment, is not received by the Registry by Closing Date;
 - (iv) it appears that you are applying to purchase more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;
 - (v) payment of the application monies is not submitted in Australian dollars; or
 - (vi) the amount of your BPAY payment or EFT payment is not equal to the amount of your application. If this occurs, Alpha will:
 - (A) refund in full your application monies and not issue any SPP Shares to you; or

- (B) issue to you the number of SPP Shares that would have been issued 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 (without interest).
- (g) 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 by using the bank account details of the relevant Eligible Shareholder noted in the Registry's records. If no bank account details have been provided by that Eligible Shareholder, any refund will be held until such payment instructions have been provided.

4.5 **Issue Price**

- (a) The Issue Price per SPP Share is the lower of (rounded down to the nearest cent):
 - (i) \$0.90 per SPP Share, being the price paid by institutional investors under the Placement; and
 - (ii) a 2.0% discount to the VWAP of Alpha shares traded on ASX during the five trading days up to, and including, the Closing Date (expected to be Thursday, 13 June 2024).
- (b) The current Share price can be obtained from ASX at www.asx.com.au.
- (c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 4.6(a) or, if there is a scale back, the number of SPP Shares calculated under clause 4.10.

4.6 **Number of SPP Shares to be issued**

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Alpha will divide the value of your application monies by the Issue Price (as determined under clause 4.5(a)) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded up to the nearest whole SPP Share.
- (c) Alpha will not issue SPP Shares to an applicant if the issue of those SPP Shares, either alone or in conjunction with the issue of Shares under any other application, would contravene any law, the Corporations Act, the Listing Rules, or the ASIC Instrument.

4.7 **Issue of SPP Shares**

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- (c) Alpha will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on ASX on or around Friday, 21 June 2024.
- (d) The Registry will send you a holding statement, confirming the issue of SPP Shares, on or around Monday, 24 June 2024.

4.8 **Shareholders outside Australia and New Zealand**

The laws of some countries prohibit or make impracticable participation in the SPP by certain Shareholders who are not resident in Australia or New Zealand. As such, these Shareholders are not eligible to participate in the SPP.

4.9 Acknowledgements

A payment made through BPAY or EFT constitutes a binding offer to acquire SPP Shares on the terms and conditions set out in this Booklet and, once lodged or paid, cannot be withdrawn. The Company's decision on whether to treat an acceptance as valid is final.

By making payment via EFT or BPAY, you will also be deemed (to the maximum extent permitted by law) to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you have received and read, and understand this Booklet and your personalised Application Form in their entirety;
- (b) you accept the SPP Offer and irrevocably and unconditionally agree to the terms and conditions of the SPP set out in this Booklet (including 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) if you are a natural person, you are at least 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Application Form;
- (d) all details and statements in your application are true and complete and not misleading;
- (e) you are an Eligible Shareholder and are eligible to lawfully participate in the SPP and apply for SPP Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (g) acknowledge that Alpha and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (h) agree to pay the Issue Price per SPP Share up to the maximum of your BPAY payment or EFT payment;
- (i) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - (ii) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered, sold, resold or otherwise transferred, directly or indirectly, in the United States;
 - (iii) the SPP Shares may only be offered and sold to Eligible Shareholders in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
 - (iv) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;
 - (v) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor

any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person outside of Australia or New Zealand, including in the United States; and

- (vi) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);
- (j) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:
 - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - (ii) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- (k) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in the ASIC Instrument) or a nominee;
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP;
 - (iv) your application will not be accepted unless you duly complete and submit a Custodian Certificate in accordance with section 4.4(e); and
 - (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (l) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (m) agree to be bound by the constitution of Alpha;

- (n) acknowledge that none of Alpha, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) you authorise Alpha, and its officers and agents, to do anything on your behalf reasonably necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (p) you acknowledge that Alpha 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; and
- (q) you authorise Alpha, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

4.10 **Scale back**

- (a) Applications may be scaled back (in whole or in part) at the absolute discretion of Alpha.
- (b) If there is a scale back you may receive less than the parcel of SPP Shares for which you apply.
- (c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded up to the nearest whole number of SPP Shares.
- (d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price will be refunded to you (without interest).

4.11 **Dispute resolution**

- (a) Alpha may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- (b) The powers of Alpha under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 **Variation and termination**

- (a) Alpha reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including the Closing Date; and
 - (v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

- (b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded to Eligible Shareholders in full. No interest will be paid on any application monies refunded to you.

4.13 Privacy policy

- (a) Alpha values your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Alpha and the Registry are bound by the *Privacy Act 1988* (Cth) in relation to the collection, use and disclosure of personal information about you. Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a Shareholder.
- (b) Alpha and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Alpha and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (d) A copy of Alpha's privacy statement, which describes how we manage your personal information, is available at <https://www.alphahpa.com.au/privacy/>. The Registry's privacy policy is available at <https://www.computershare.com/au/privacy-policies>.

4.14 Underwriting

The SPP is not underwritten.

4.15 Governing law and inconsistencies

- (a) These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, the terms and conditions set out in this Booklet or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.
- (b) Other terms and conditions, rights and obligations of SPP Shares are contained in the constitution of Alpha.
- (c) The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

5. GLOSSARY

The following definitions apply throughout this Booklet unless the context requires otherwise. Unless expressed to the contrary, words in the singular include the plural and vice versa.

Term	Meaning
\$	Australian dollars.
Alpha	Alpha HPA Limited (ACN 106 879 690).
Application Form	your personalised application form that can be accessed via www.computersharecas.com.au/alphaspp .
ASIC	Australian Securities and Investments Commission.
ASIC Instrument	means <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 7.00pm (Australian Eastern Standard Time) on the Record Date.
Booklet	this document.
Closing Date	5:00pm (Australian Eastern Standard Time) on Thursday, 13 June 2024 (or such other date as Alpha determines, in its absolute discretion).
Corporations Act	the <i>Corporations Act 2001</i> (Cth) as modified by the ASIC Instrument.
Custodian	a custodian as defined in paragraph 4 of the ASIC Instrument.
Custodian Certificate	a certificate complying with paragraph 8(3) of the ASIC Instrument.
Directors	the directors of Alpha.
EFT	electronic funds transfer.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand.
Eligible Shareholder	has the meaning given in section 3 of this Booklet.
HPA First Project Stage 2	A full scale facility based in Gladstone, Queensland that will produce high purity aluminium materials.
Investor Presentation	has the meaning given in section 1 of this Booklet.
Issue Date	Thursday, 20 June 2024 (or such other date as Alpha determines, in its absolute discretion).

Term	Meaning
Issue Price	the price per SPP Share as determined under section 4.5 of the terms and conditions.
Listing Rules	listing rules of the ASX.
Offer Information Line	a telephone information service for information on the SPP Offer provided by the Registry
Opening Date	Tuesday, 28 May 2024.
Placement	the placement of Shares to institutional investors, announced to ASX on Monday, 20 May 2024.
Record Date	7.00pm (Australian Eastern Standard Time) on Friday, 17 May 2024.
Register	the register of Shareholders.
Registry	Computershare Investor Services Pty Limited.
Share	a fully paid ordinary share in Alpha.
Shareholder	a registered holder of a Share.
SPP	Share Purchase Plan.
SPP Offer	the Share Purchase Plan offered to Eligible Shareholders under the terms of this Booklet.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
VWAP	volume weighted average price.