



NEXT SCIENCE'S 2020 AGM

Sydney, Australia, Friday, 3 April 2020: Next Science Limited (ASX:NXS) confirms that its 2020 Annual General Meeting will be held at **10.00am** on **Wednesday, 6 May 2020**.

The AGM will be webcast at: <https://agmlive.link/NXS20>

The Notice of Meeting, Voting Form, Question Form and a Virtual Meeting Guide are being sent to shareholders today. Copies of these documents follow this announcement.

The Notice of Meeting and the Virtual Meeting Guide will also be available on Next Science's website at:

<https://investors.nextscience.com/investor-centre/?page=shareholder-meetings>

Approved and authorised by the Board of Directors of Next Science Limited.

Further information:

Judith Mitchell

Managing Director, Next Science Limited
Phone: +61 2 9375 7989
Email: investorqueries@nextscience.com

Michael Brown

Pegasus Advisory
Phone: +61 400 248 080
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About Next Science

Next Science is a medical technology company headquartered in Sydney, Australia, with a research and development centre in Florida, USA. Established in 2012, the Company's primary focus is on the development and commercialisation of its proprietary Xbio™ technology to reduce the impact of biofilm based infections in human health. Xbio is a unique, non-toxic technology with proven efficacy in eradicating both biofilm based and free-floating bacteria. Next Science owns 100% of the patent protected intellectual property relating to its Xbio technology. Website: www.nextscience.com.

NEXT SCIENCE®

3 April 2020

Dear Shareholder,

On behalf of the Board of Directors of Next Science Limited (**Next Science**), I am pleased to invite you to Next Science's 2020 Annual General Meeting (**AGM**).

The AGM will be held on **Wednesday, 6 May 2020** commencing at **10.00am** (Sydney time). Enclosed is the Notice of Meeting setting out the business of the AGM and a Voting Form. I encourage you to read the Notice of Meeting (including the Explanatory Memorandum).

The AGM will be webcast at: <https://agmlive.link/NXS20>

The online functionality offered for the AGM will be superior to that offered at our September 2019 General Meeting in that not only will shareholders be able to view the AGM live, they will also be able to ask questions and vote during the meeting. A Guide on how to use the online facility is available on Next Science's website at: <https://investors.nextscience.com/investor-centre/?page=shareholder-meetings>.

Whilst none of our people have contracted COVID-19, as far as we are aware, Next Science is focused on the continued wellbeing of our staff and that of our shareholders. We are also committed to playing our role as a responsible corporate citizen in reducing community transmission of COVID-19 and its impact on our health systems. With this objective in mind, we urge you to please utilise the online facilities offered and not attend in person.

In addition to the formal items of business set out in the Notice of Meeting, I will give an address as Chairman and Judith Mitchell, Next Science's Managing Director, will provide a business update. You will be able to listen to both the address and presentation via the webcast. A copy of the address and presentation will also be released on the ASX prior to the commencement of the meeting.

You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by completing and returning the enclosed Voting Form no later than 10.00am (Sydney time) on Monday, 4 May 2020 in one of the ways specified in the Notice of Meeting and Voting Form.

I also encourage you to submit questions and comments ahead of the AGM using the enclosed Question Form.

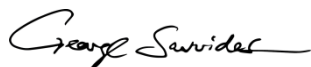
I am pleased to report that we have made a significant improvement in the number of shareholders who have elected to receive shareholder communications electronically. As at 1 April 2020, 51% of Next Science's shareholders, had elected to receive shareholder communications electronically. Next Science continues to be eager to increase this number to as close to 100% as possible. With this in mind, if you have not already done so, I would be grateful if you would please elect to receive shareholder communications electronically by either:

- (i) entering your email address on the enclosed 'Communication Election' form and returning the form in the prepaid envelope provided; or
- (ii) using the SRN or HIN shown on your Voting Form to login to Link's Investor Centre (via Link's website www.linkmarketservices.com.au) and select 'Electronic Communications' under the 'Communications' tab.

If you have any questions, please do not hesitate to contact Next Science's Company Secretary, Gillian Nairn, on +61 2 9375 7989 or by email to: nairn@company matters.com.au.

Thank you for your support of Next Science.

Yours sincerely,



George Savvides
Chairman

NEXT SCIENCE LIMITED
ACN 622 382 549

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting of the shareholders of Next Science Limited (**Next Science** or the **Company**) will be held on **Wednesday, 6 May 2020** at 10.00am (Sydney time) at Level 5, 1 Margaret Street, Sydney, New South Wales, Australia (**AGM**). Shareholders will be able to view the AGM live as well as vote and ask questions during the meeting by joining the webcast of the AGM using the following link: <https://agmlive.link/NXS20>

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Voting Form are part of this Notice of Meeting.

A. RECEIPT OF FINANCIAL REPORT

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 31 December 2019.

All shareholders can view the Company's 2019 Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 31 December 2019 on the Company's website at <https://investors.nextscience.com/investor-centre/?page=half-year-and-full-year-reports>.

B. ITEMS FOR APPROVAL

Resolution 1 – Election of Mark Compton

To consider and, if thought fit, pass the following as an ordinary resolution of Next Science:

“That Mark Compton, who was appointed by the Board in accordance with clause 61.3 of the Company's former constitution (which was replaced on 24 January 2019, pursuant to the shareholders' approval given at the general meeting held on 14 December 2018), and being eligible for election, is elected as a Director of the Company.”

Resolution 2 – Election of Aileen Stockburger

To consider and, if thought fit, pass the following as an ordinary resolution of Next Science:

“That Aileen Stockburger, who was appointed by the Board in accordance with clause 61.3 of the Company's former constitution (which was replaced on 24 January 2019, pursuant to the shareholders' approval given at the general meeting held on 14 December 2018), and being eligible for election, is elected as a Director of the Company.”

Resolution 3. Remuneration Report

To consider and if thought fit, pass the following as a non-binding ordinary resolution of Next Science:

“That the Company's Remuneration Report for the financial year ended 31 December 2019, as set out in the Directors' Report, is adopted.”

The Remuneration Report is contained in the 2019 Annual Report (available at <https://investors.nextscience.com/investor-centre/?page=half-year-and-full-year-reports>).

Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the key management personnel (**KMP**) whose remuneration details are included in the Company's Remuneration Report for the financial year ended 31 December 2019; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the AGM and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP as at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the AGM where the proxy appointment expressly authorises the Chair of the AGM to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

C. QUESTIONS AND COMMENTS

The Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

By Order of the Board



Gillian Nairn
Company Secretary
3 April 2020

ENTITLEMENT TO PARTICIPATE AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of Next Science as at 7:00 pm (Sydney time) on **Monday, 4 May 2020** will be entitled to participate in and vote at the AGM as a Shareholder.

If more than one joint holder of shares participates in the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

If you are a Shareholder entitled to participate in and vote at the AGM, you can vote your shares directly in one of the following ways:

- (i) by voting your shares online prior to the AGM at www.linkmarketservices.com.au using the details on the enclosed Voting Form;
- (ii) by completing Section A of the enclosed Voting Form and delivering the completed Voting Form to the Company prior to the AGM in accordance with the lodgement instructions below;
- (iii) by completing Section B of the enclosed Voting Form to appoint a proxy or nominee to vote on your behalf during the AGM; or
- (iv) by joining the webcast and voting during the AGM.

Whilst you are entitled as a shareholder, pursuant to the Company's Constitution, to attend the AGM and vote in person, due to COVID19 transmission risks, we strongly urge you to **not** attend in person and to participate in the AGM via the webcast accessible on the following link: <https://agmlive.link/NXS20>.

Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote.

If no direction is given on an item or if Section A and Section B are both completed on the Voting Form, your vote may be passed to the Chair of the AGM as your proxy. The Chair of the AGM intends to vote all available undirected proxies in favour of each resolution.

Proxies

If you are a Shareholder entitled to participate and vote, you may appoint a proxy or proxies to participate and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Act**) to exercise its powers as proxy at the AGM.

An appointment of proxy must be made by written notice to the Company that:

- 1. complies with section 250A(1) of the Act; or
- 2. is in a form and mode, and is signed or otherwise authenticated by the Shareholder in a manner, satisfactory to the Board.

If a Shareholder is entitled to cast two or more votes at the AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 17.1 of the

Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Undirected proxies

IMPORTANT: If you appoint the Chair of the AGM as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Power of Attorney

If you are a Shareholder entitled to participate and vote, you may appoint an attorney to act on your behalf at the AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Next Science no later than 10.00am (Sydney time) on **Monday, 4 May 2020**, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should deliver to the Company prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

Lodgement

The Company encourages you to register your voting instructions in one of the ways below:

- voting prior to the AGM by completing Section A of the enclosed Voting Form and returning the Voting Form to the Company in accordance with the lodgement instructions below; or
- appointing a proxy to participate and act on your behalf at the AGM by completing Section B of the Voting Form and returning the Voting Form to the Company in accordance with the lodgement instructions below; or
- by voting online during the AGM via the webcast accessible on the following link:
<https://agmlive.link/NXS20>

To be effective, your Voting Form must be received by Next Science no later than 10.00am (Sydney time) on **Monday, 4 May 2020** by one of the following methods:

ONLINE

www.linkmarketservices.com.au

BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a Voting Form must be received by Next Science in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form not received in this manner.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at the AGM will be conducted by a poll.

Questions from Shareholders

Shareholders are invited to submit written questions relating to the business of the Company or any item of business at the AGM by using the Question Form attached to this Notice of Meeting.

Questions must be received no later than 5.00pm on Wednesday, 29 April 2020.

We may not be able to respond to each question individually. We will however endeavour to respond to as many as possible of the most frequently raised Shareholder questions.

Shareholders who join the webcast of the AGM will also be able to ask questions during the AGM.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in relation to the business to be conducted at the AGM.

The purpose of this Explanatory Memorandum is to provide shareholders of Next Science (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the AGM.

Subject to the abstention noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 2 are ordinary resolutions which require a simple majority of votes cast by Shareholders entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 1 and Resolution 2 - Election of Directors

Rule 20.7 of the Company's Constitution and ASX Listing Rule 14.5 require that the Company hold an election of Directors at each annual general meeting and that at least one director stand for election or re-election at the annual general meeting.

As none of the Directors will have been in office for more than three annual general meetings or three years since Next Science's admission to ASX, no Director is required to retire and offer themselves for election at the AGM. Professor Mark Compton and Aileen Stockburger have volunteered to put themselves forward for election at the 2020 AGM.

Professor Mark Compton AM

Mark Compton was appointed an independent Non-Executive Director of Next Science in October 2018. If shareholders do not approve the re-election of Mr Compton then he will cease to be a Director at the conclusion of the AGM.

The Board considered whether Mr Compton had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors set out in the ASX Corporate Governance Council's Corporate Governance Principles & Recommendations (4th edition) (**ASX Recommendations**). The Board considers that Mr Compton (if re-elected), will continue to be an independent Director.

Mr Compton is the Non-Executive Chairman of Sonic Healthcare Limited (appointed as a director in 2014 and as Chairman in 2015), which is a global medical diagnostics and healthcare organisation that is a Top 50 ASX listed company. Mr Compton is also the Lord Prior of the International Order of St John and Chairman of the Board of Trustees of St John International (appointed on 24 June 2019) and he is the Chairman of St Luke's Care Limited (since 2017), a not-for-profit health and aged care organisation and St John Ambulance Australia (since 2013). Until December 2018, Mr Compton was also a non-executive director of Macquarie University Health, and MQ Health (2010 - 2018).

Mr Compton is a member of various committees, including the Audit Committee and Remuneration and Nomination Committee of Sonic Healthcare Limited; and the Finance and Audit Committee, Remuneration Committee and Medical Advisory Committee of St Luke's Care Limited.

Mr Compton has held various CEO and managing director roles, including at St Luke's Care Limited, Immune System Therapeutics Limited, Royal Flying Doctor Service of Australia, SciGen Limited and Alpha Healthcare Limited.

He is an Adjunct Professor at Macquarie University in healthcare leadership and management (since 2012).

Mr Compton holds a Bachelor of Science (Pharmacology, Physiology and Biochemistry) and an MBA from the University of New South Wales. He is a Fellow of the Australian Institute of Company Directors, the Australasian College of Health Services Management, the Australian Institute of Management and the Royal Society (New South Wales).

The Board supports the re-election of Mr Compton as he significantly contributes to the Board's mix of skills and experience as described in his biography.

The Directors, with Mark Compton abstaining, unanimously recommend that Shareholders vote in favour of Resolution 1.

Aileen Stockburger

Aileen Stockburger was appointed an independent Non-Executive Director of Next Science in October 2018. If shareholders do not approve the re-election of Ms Stockburger then she will cease to be a Director at the conclusion of the AGM.

The Board considered whether Ms Stockburger had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors set out in the ASX Recommendations. The Board considers that Ms Stockburger (if re-elected), will continue to be an independent Director.

Ms Stockburger spent almost 30 years at Johnson & Johnson in numerous roles and oversaw transactions with cumulative purchase prices in excess of US\$70 billion.

Prior to joining Next Science, Mrs Stockburger was the Worldwide Vice President of Business Development for the DePuy Synthes Group of Johnson & Johnson. In this position, she oversaw the group's merger and acquisition activities, including deal structuring, negotiations, contract design and review, and deal terms. She led Johnson & Johnson's efforts to acquire Synthes for approximately US\$21 billion, Johnson & Johnson's largest medical device acquisition. She also led the efforts to divest the DePuy Trauma business and acquire Micrus Endovascular. She was also involved in numerous other merger and acquisition transactions including Pfizer Consumer HealthCare (US\$16.5 billion), Aveeno, BabyCenter, OraPharma, DePuy, DePuy Mitek, Kodak Clinical Diagnostics and Neutrogena. Prior to joining Johnson & Johnson, Ms Stockburger spent three years at Coopers and Lybrand (now PricewaterhouseCoopers), where she earned her Certified Public Accountant (CPA) certification.

Ms Stockburger holds a Bachelor of Science and an MBA from The Wharton School, University of Pennsylvania. She is also a Graduate of the Australian Institute of Company Directors.

The Board supports the re-election of Ms Stockburger as she significantly contributes to the Board's mix of skills and experience as described in her biography.

The Directors, with Aileen Stockburger abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Remuneration Report

Section 250R(2) of the Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Next Science's website at <https://investors.nextscience.com/investor-centre/?page=half-year-and-full-year-reports>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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VOTING FORM

I/We being a member(s) of Next Science Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 6 May 2020**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Wednesday, 6 May 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected voting in favour of each item of business.

VOTING DIRECTIONS

Voting Forms will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Re-election of Professor Mark Compton

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Aileen Stockburger

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed voting that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those voting as directed. Any undirected voting that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as voting to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Monday, 4 May 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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Please use this form to submit any questions about Next Science Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Wednesday, 29 April 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS

Virtual Annual General Meeting Online Guide

Virtual Annual General Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: whatismybrowser.com

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

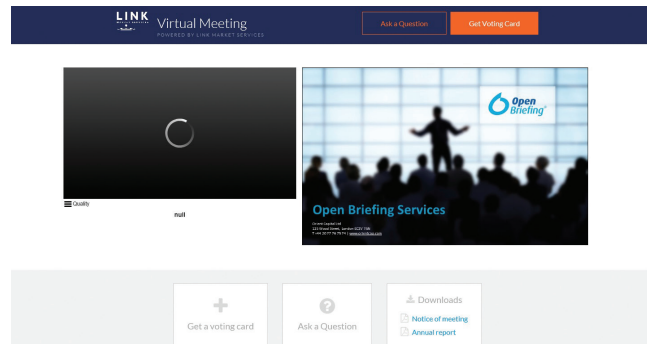
The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual annual general meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

Step 1

Open your web browser and go to <https://agmlive.link/NXS20> and select the relevant meeting.



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue ‘Register and Watch Annual General Meeting’ button. Once you have logged in you will see:

- On the left – a live video webcast of the Annual General Meeting
- On the right – the presentation slides that will be addressed during the Annual General Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- Ask a Question
- 2 Downloads



Get a voting card



Ask a Question

Downloads

Notice of meeting
 Annual report

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.

Get Voting Card



Get a voting card

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- ASX registered holders: Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue 'SUBMIT DETAILS AND VOTE' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Annual General Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on '**Full Vote**' or '**Partial Vote**' at the top of the voting card.

Virtual Annual General Meeting Online Guide *continued*

JOHN SAMPLE | *****2700 X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote | Partial Vote

Resolution	For	Against	Abstain
Resolution 1 ADOPT THE REMUNERATION REPORT	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>
Resolution 2 ELECT DIRECTOR ONE	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>
Resolution 3 ELECT DIRECTOR TWO	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>
Resolution 4 ELECT DIRECTOR FOUR	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Annual General Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

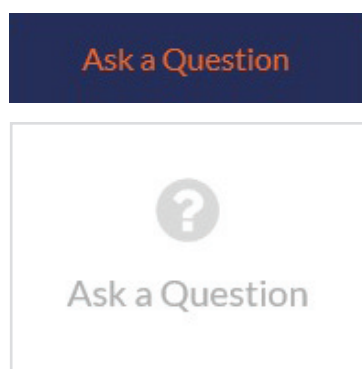
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Annual General Meeting and voting opens one hour before the meeting begins.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding General Business

Question

Type your question here...

Submit Question

In the 'Regarding' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 2
- Resolution 3a
- Resolution 3b
- Resolution 4

After you have selected your question category, click in the 'Question' section and type your question.

When you are ready to submit your question - click the blue 'Submit Question' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Annual General Meeting, but we will do our best to address your concerns.

Once you have asked a question a 'View Questions' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

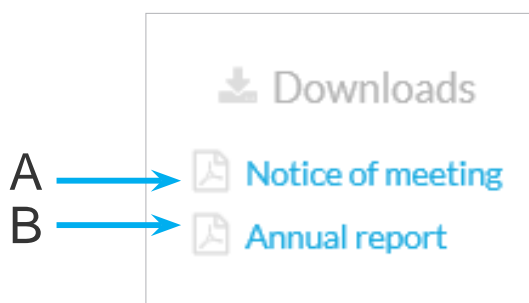
When will you be holding your next AGM?

SUBMIT ANOTHER QUESTION

Virtual Annual General Meeting Online Guide continued

3. Downloads

If you would like to see the Notice of Annual General Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Annual General Meeting.

At the conclusion of the Annual General Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

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