



# Notice of General Meeting Explanatory Memorandum Proxy Form

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FRIDAY 28 APRIL 2023  
at 10am (Adelaide time)

To be held at Adelaide Royal Coach  
Hotel, 24 Dequetteville Terrace, Kent  
Town SA 5067

*Shareholders can submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [info@nova-eye.com](mailto:info@nova-eye.com) by no later than 5.00pm (Adelaide time) on Wednesday 26<sup>th</sup> April 2023.*

*If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX market announcements platform.*

*The Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, accountant, solicitor or other professional adviser prior to voting.*

## NOTICE OF MEETING

Notice is given that a General Meeting of the Shareholders of Nova Eye Medical Limited (the Company) will be held at Adelaide Royal Coach Hotel, 24 Dequetteville Terrace, Kent Town SA 5067, Adelaide, on Friday 28<sup>th</sup> April 2023 at 10am (Adelaide time).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form both form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday 26<sup>th</sup> April 2023 at 6.30pm (Adelaide time).

Terms and abbreviations used in the Notice (including the Explanatory Memorandum) are defined in Schedule 1.

### How to vote

#### Shareholders entitled to vote at the Meeting can vote:

- (a) by attending the Meeting physically and voting in person;
- (b) by appointing an attorney to attend the Meeting and vote on their behalf, or in the case of a corporate Shareholder, a corporate representative to attend the Meeting and vote on its behalf; or
- (c) by appointing a proxy to attend the Meeting and vote on their behalf using the Proxy Form attached to the Notice.

A personalised Proxy Form accompanies the Notice. The Proxy Form contains full details of how to appoint persons and how to sign and lodge the voting form.

To be valid, Proxy Forms or electronic voting instructions must be received by no later than 48 hours before the meeting.

The Resolution at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

### Voting in person

To vote in person, attend the Meeting on the date and place set out above. The Meeting will commence at 10:00am (Adelaide time) on Friday 28<sup>th</sup> April 2023.

Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting to allow for registration for the Meeting. Please bring your personalised Proxy Form to assist with the registration process for the Meeting.

### Proxies

You can appoint a proxy by completing and returning to the Company the personalised Proxy Form for the Meeting. Completed Proxy Forms must be completed and received by the Share Registry by 10:00am (Adelaide time) on **Wednesday 26<sup>th</sup> April 2023**, being no later than 48 hours before commencement of the Meeting by one of the following methods:

- (a) Online at:  
  
www.investorvote.com.au and following the instructions provided.  
  
You will need your SRN or HIN and Control Number as shown on your Proxy Form.  
  
You will be taken to have signed the Proxy Form if you lodge your proxy in accordance with the instructions on the website. Please read the instructions

for online proxy submissions carefully before you lodge your proxy.

(b) Mail to:

Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne, Victoria 3001

(c) Mobile voting:

Scan the QR Code on your Proxy Form and follow the prompts.

(d) Custodian voting:

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

(e) Fax to:

In Australia: 1800 783 447.

From outside of Australia: +61 3 9473 2555.

If you are entitled to attend and cast a vote at the Meeting, you may appoint up to two proxies. A proxy may be an individual or a corporation but need not be a Shareholder. If you appoint two proxies each proxy may exercise half of your votes if no proportion or number of votes is specified.

If a proxy is instructed to abstain from voting on any item of business, that person is directed not to vote on the Shareholder's behalf on a poll and the Shares the subject of the proxy appointment will not be counted in computing the required majority.

If you appoint a proxy but attend the Meeting yourself, the rights of the proxy to speak and vote on your behalf at the Meeting will be suspended while you are present. Each proxy will have the right to vote on the Resolution (to the extent of their appointment) and also to speak at the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### **Corporate representatives**

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the Meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder or proxy (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registrar (in a manner detailed above) in advance of the Meeting.

### **Power of attorney**

If a Shareholder wishes to appoint an attorney that Shareholder will need to provide the Company with an original or certified copy of the power of attorney, under which they authorise the attorney to attend and vote at the Meeting, at least 48 hours prior to the commencement of the Meeting.

### **Further information**

If you have any questions regarding Proxy Forms or voting, please contact the Share Registry on 1300 556 161 (within Australia) or +61 3 9415 4000 (overseas).

## Agenda

As foreshadowed in the Company's recent releases concerning its Placement the Company seeks Shareholder approval for the Company's recent Placement in order to refresh the Company's placement ability and to approve additional placement of shares as detailed in the Explanatory Memorandum.

### Resolution 1 — Approval of Additional Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to allot and issue up to a maximum of 23,439,902, shares at eighteen (18) cents per share to sophisticated and or professional investors on the terms and conditions set out in the Explanatory Memorandum.”

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by a person who is expected to participate in the issue or will obtain material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associates of such a person. However, the Company need not disregard a vote if:*

- (a) *it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:*
  - (i) *The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution; and*
  - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

### Resolution 2 — Approval of Participation of Director in the Placement – Mr. Tom Spurling

To consider and if thought fit, pass the following Ordinary Resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of a maximum of 111,110 ordinary fully paid shares to Mr. Tom Spurling (or his nominee) on the terms and conditions set out in the Explanatory Memorandum, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:*

- (a) *a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - (ii) *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

### **Resolution 3 — Approval of Participation of Director in the Placement – Mr. Daniel Webb**

To consider and if thought fit, pass the following Ordinary Resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of a maximum of 555,556 ordinary fully paid shares to Mr Daniel Webb (or his nominee) on the terms and conditions set out in the Explanatory Memorandum, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:*

- (a) *a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - (ii) *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **Resolution 4— Approval of Participation of Director in the Placement – Mr. Victor Previn**

To consider and if thought fit, pass the following Ordinary Resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of a maximum of 555,556 ordinary fully paid shares to Mr Victor Previn (or his nominee) on the terms and conditions set out in the Explanatory Memorandum, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:*

- (a) *a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - (ii) *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **Resolution 5 — Approval of Participation of Director in the Placement – Mr. Rahmon Coupe**

To consider and if thought fit, pass the following Ordinary Resolution:

That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of a maximum of 277,778 ordinary fully paid shares to Mr Rahmon Coupe (or his nominee) on the terms and conditions set out in the Explanatory Memorandum, is approved.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:*

- (a) *a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or*
- (b) *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair*

*to vote on the resolution as the chair decides; or*

- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - (ii) *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

## **Resolution 6 — Ratification of the Placement Performed**

To consider and if thought fit, pass the following Ordinary Resolution:

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment of 21,004,542 ordinary fully paid shares on 7 March 2023 to institutional and sophisticated and/or professional investors, on the terms and conditions set out in the Explanatory Memorandum, is approved and ratified.

**Voting Exclusion:** *The Company will disregard any votes cast in favour of this Resolution by a person who participated in the issue and any associates of such a person' or a person who is a counterparty to the agreement. However, the Company need not disregard a vote if:*

- (a) *it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or*
- (c) *a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
  - (i) *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
  - (ii) *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

BY ORDER OF THE BOARD

Simon Gray  
Company Secretary  
Adelaide  
Dated: 27 March 2023

## NOTES

Please note that you are strongly encouraged to lodge a proxy vote by 10.00am (Adelaide time) Wednesday 26<sup>th</sup> April 2023 for the Meeting. The Meeting will commence at 10:00am (Adelaide time) on Friday 28<sup>th</sup> April 2023.



# Explanatory Memorandum

## Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of Nova Eye Medical Limited (the Company) in connection with the business to be conducted at the General Meeting to be held at 10:00am (Adelaide time) on Friday 28<sup>th</sup> April 2023.

## Resolution 1 — Approval of the Additional Placement

### a) Purpose of resolution

The purpose of this resolution is to approve the issue of 23,439,902 ordinary fully paid shares (Placement Shares) to institutional and sophisticated/professional investors at an issue price of \$0.18 each (Placement). These proceeds will be used to provide additional working capital to the company as indicated in ASX release [Nova Eye Completes \\$8m Placement](#).

### b) General information

On 2 March 2023 the Company announced a share Placement to institutional and sophisticated/professional investors'. These placement shares were issued partially under the Company's Listing Rule 7.1 limit of 15 percent placement capacity the remainder subject to shareholders approval.

The Company, as at the date of this Notice, has on issue one class of listed equity securities, namely ordinary fully paid shares (Shares) (ASX Code: EYE).

Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any 12 month period without first obtaining Shareholder approval (subject to certain exceptions).

The Placement shares together with the shares placed on 7 March 2023 exceeds the Company's 15 percent capacity and does not fit under any of the other exceptions in ASX listing Rule 7.2. Accordingly shareholders are being asked to approve the issue of the shares under ASX listing Rule 7.1.

If the Resolution is passed it will permit the company to raise capital principally to expand its sales infrastructure in USA and Europe and increase production capacity of glaucoma device manufacturing.

If the Resolution is not passed the company will not be able to raise the additional capital and may be unable to continue with its operational plan or will need to raise capital by another means or wait until it is able to raise capital under its 15 percent capacity.

### c) Specific information required by Listing Rule 7.3

- a) The Placement Shares will be issued at a price of \$0.18 each for a total consideration of \$4,219,182 before costs;
- b) The Company will issue the Placement shares within 3 Months if approval is obtained and apply for quotation;
- c) The Placement Shares will rank equally with the existing Shares in the Company;
- d) The Placement Shares were issued to institutional, sophisticated and/or professional investors, so no prospectus or other disclosure document was required to be prepared by the Company under the Corporations Act 2001;
- e) The funds raised by the issue of the Placement Shares will be primarily used to advance the glaucoma surgical device business in USA with additional sales representatives, additional marketing and surgeon training. Funds will also be used

for commercial infrastructure in Europe, to support China surgeon training and for product cost-down initiatives;

- f) A voting exclusion statement has been included in the Notice of General Meeting.

As a separate matter, the Company seeks Shareholder approval for the proposed issue of Shares under the Placement to Directors (see Resolutions 2-5 below).

- d) Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

The Chair intends to vote undirected proxies in favour of the Resolution.

## **Resolution 2 – 5 — Approval of Participation of Directors (or nominees) in the Placement**

- a) Purpose of resolution

The purpose of this resolution is to authorise the Company to issue ordinary fully paid shares to the Directors under the Placement (Placement Shares). The Directors have applied for a total of 1,500,000 Placement Shares, to raise an additional \$270,000. The issue of the Placement Shares is subject to obtaining the approval of Shareholders.

- b) General information

Listing Rule 10.11 prohibits a listed company from issuing equity securities to Directors and their associates without first obtaining Shareholder approval (subject to certain exceptions). The Placement Shares are equity securities.

The Company is seeking shareholder approval by way of an ordinary resolution to have the ability to issue the Placement Shares to the Directors.

The funds raised total \$8,000,000. The Directors and Management of the Company have committed a total of \$270,000 towards the Placement. In the case of participation by Directors in the Placement, this is subject to Shareholder approval.

- c) Description of Listing Rule 10.11

**(i) Shareholder approval**

The ability to issue Shares to Directors is subject to Shareholder approval by way of an ordinary resolution at a general meeting, or another relevant exception applying.

**(ii) Notice requirements**

The notice of meeting to obtain Shareholder approval for purposes of Listing Rule 10.11 must comply with Listing Rule 10.13, which sets out specific information to be provided to Shareholders.

- d) Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the below information is provided in relation to the approval of the issue of the Placement Shares to Directors:

- (i) The names of each of the Directors seeking approval for the issue of the Placement Shares, and the number of Shares for which they have applied, is specified below:

Name	Number of Placement Shares
Tom Spurling	111,110
Daniel Webb	555,556
Victor Previn	555,556
Rahmon Coupe	277,778

- (ii) The Placement Shares will be issued no later than 1 month after the date of this Meeting.
- (iii) The Placement Shares will be issued at an issue price of \$0.18 each (the same issue price at which the Placement Shares were issued to institutional and sophisticated/professional investors). The maximum consideration which the Company will receive for the issue of the Placement Shares is \$270,000.
- (iv) The funds raised by the issue of the Placement Shares will be primarily used to advance the glaucoma surgical device business in USA with additional sales representatives, additional marketing and surgeon training. Funds will also be used for commercial infrastructure in Europe, to support China surgeon training and for product cost-down initiatives.
- (v) The issue of the Placement Shares is not intended to remunerate or incentivise the Directors. As noted above the Directors have applied for the Placement Shares on the same price and other terms as the third parties who applied for the Placement Shares, apart from the requirement for Shareholder approval for the issue of the Placement Shares.
- (vi) The Directors have applied for the Placement Shares under a standard application form, under which they have applied, and agreed to pay, for the Placement Shares at the issue price of \$0.18 each.
- (vii) A voting exclusion statement is included in the Notice.

e) Directors' Recommendation

The Directors other than Messer's Spurling, Webb, Previn and Coupe who do not make a recommendation, recommend that shareholders vote in favour of the resolution.

The Chair intends to vote undirected proxies in favour of the Resolution.

## Resolution 6 — Ratification of the Placement Performed

a) Purpose of resolution

The purpose of this resolution is to ratify the issue of 21,004,542 ordinary fully paid shares (Placement Shares) on 7 March 2023 to institutional and sophisticated/professional investors at an issue price of \$0.18 each (Placement). This approval will refresh the Company's existing placement capacity.

b) General information

On 8 March 2023 the Company issued the Placement Shares to institutional and

sophisticated/professional investors under the Placement. The Placement Shares were issued without Shareholder approval under the Company's 15% placement issue capacity, in accordance with Listing Rules 7.1.

The Company, as at the date of this Notice, has on issue one class of listed equity securities, namely ordinary fully paid shares (Shares) (ASX Code: EYE).

Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any 12 month period without first obtaining Shareholder approval (subject to certain exceptions share capital through placements over a 12 month period after the annual general meeting. The Company is an eligible entity.

Under Listing Rule 7.4, a company can seek ratification of issues of securities that have been made within the previous 12 month period if:

- a) The issue did not breach Listing Rule 7.1; and
- b) Shareholders subsequently approve such issue.

The effect of such ratification is that the issue of the Placement Shares is then deemed to have been made with Shareholder approval, and therefore is not counted towards the 15% and 10% limits. The approved securities are also included in the base number for calculating the Company's 15% limit thereby increasing the number of equity securities the Company can issue without first having to obtain Shareholder approval under Listing Rule 7.1.

The issue of the Placement Shares did not breach Listing Rule 7.1 and did not require Shareholder approval. The Company now seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with Listing Rule 7.4. This will have the same effect as if Shareholder approval had been obtained before the Company issued the Placement Shares.

The effect of passing the Resolution will be to refresh the Company's 15% capacity under Listing Rules 7.1 so that its capacity would be the same as if the Placement Shares had been issued with Shareholder approval. The resolution, if passed, will increase the Company's financial flexibility in the future.

This will provide the Company with the ability to issue more securities in the future, e.g. a placement to sophisticated and/or professional investors, without seeking Shareholder approval, if the Board considers that it is in the interests of the Company to do so.

If the Resolution is not passed by Shareholders, the Company would, when calculating the number of securities it can issue without Shareholder approval to go beyond the 15% limit, need to deduct the number of Placement Shares from the number available for any future issue.

c) Description of Listing Rule 7.4

**(i) Shareholder approval**

The ability to ratify the issue of the Placement Shares in order to refresh the placement capacity for the purposes of Listing Rule 7.1 is subject to Shareholder approval, by way of an ordinary resolution at a general meeting, in accordance with Listing Rule 7.4.

**(ii) Notice requirements**

The notice of meeting to obtain Shareholder approval for purposes of Listing Rule 7.4 must comply with Listing Rule 7.5, which sets out specific information to be provided to Shareholders.

d) Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires the following information to be provided to Shareholders for the purpose of obtaining Shareholder approval under Listing Rule 7.4, including a summary of the material terms of the Placement Shares:

- a) 21,004,542 Placement Shares were issued on 8 March 2023;
- b) The Placement Shares were issued at a price of \$0.18 each for a total consideration of \$3,780,817 before costs;
- c) The Company has applied for quotation of the Placement Shares;
- d) The Placement Shares will rank equally with the existing Shares in the Company;
- e) The Placement Shares were issued to institutional, sophisticated and/or professional investors, so no prospectus or other disclosure document was required to be prepared by the Company under the Corporations Act 2001;
- f) The funds raised by the issue of the Placement Shares will be primarily used to advance the glaucoma surgical device business in USA with additional sales representatives, additional marketing and surgeon training. Funds will also be used for commercial infrastructure in Europe, to support China surgeon training and for product cost-down initiatives;
- g) A voting exclusion statement has been included in the Notice of General Meeting.

e) Directors' Recommendation

The Directors believe that the ratification of this issue of the Placement Shares and the refresh of the 15% capacity under Listing Rules 7.1 is beneficial to the Company.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

The Chair intends to vote undirected proxies in favour of the resolution.

## **Glossary**

In this Explanatory Memorandum and Notice of General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

**Board** means the board of directors of the Company;

**Company** means Nova Eye Medical Limited ACN 007 702 927;

**Constitution** means the existing constitution of the Company;

**Corporations Act** means *Corporations Act 2001* (Cth);

**Director** means a director of the Company;

**Meeting** means the meeting of Shareholders convened by the Notice;

**Notice** means the notice of meeting to which this Explanatory Memorandum is attached;

**Share** means a fully paid ordinary share in the Company.



NOVAEYE  
MEDICAL

Nova Eye Medical Limited  
ACN 007 702 927

## Need assistance?



**Phone:**  
1300 556 161 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (ACST) on Wednesday, 26 April 2023.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 182205**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nova Eye Medical Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Nova Eye Medical Limited to be held at Adelaide Royal Coach Hotel, 24 Dequetteville Terrace, Kent Town, SA 5067 on Friday, 28 April 2023 at 10:00am (ACST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval of Additional Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Participation of Director in the Placement – Mr. Tom Spurling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Participation of Director in the Placement – Mr. Daniel Webb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Participation of Director in the Placement – Mr. Victor Previn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Participation of Director in the Placement – Mr. Rahmon Coupe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of the Placement Performed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically