

2023 AGM Notice of Meeting

Sydney, Australia, Monday, 24 April 2023: Next Science Limited (ASX:NXS)(Company) confirms that its 2023 Annual General Meeting (**AGM**) will be held on Friday, 26 May 2023 at 10:00am (Sydney time).

The AGM will be conducted as a hybrid meeting, with shareholders able to attend and participate in person at Level 14, Australia Square, 264-278 George Street, Sydney or virtually via an online platform at: <https://meetings.linkgroup.com/NXSAGM23>

The Notice of Meeting, Voting and Proxy Form, Virtual Meeting Guide and Question Form for the AGM have been sent to shareholders today and accompany this release.

The Notice of Meeting and Virtual Meeting Guide are also available on Next Science's website (together with Next Science's 2022 Annual Report which will be released separately today) at: <https://investors.nextscience.com/investor-centre/?page=shareholder-meetings>

The Notice of Meeting contains information on how shareholders may participate in the AGM including opportunities to ask questions. For shareholders who wish to attend the AGM virtually, the Virtual Meeting Guide contains more detailed information on how to use the online platform to view the AGM, vote and ask questions.

Approved and authorised by Judith Mitchell, Managing Director, Next Science Limited.

Further information:

Judith Mitchell

Managing Director, Next Science Limited

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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®

24 April 2023

Dear Shareholder,

Next Science Limited is pleased to advise that the 2023 Annual General Meeting of Shareholders (AGM) will be held at **10:00am** (Sydney time) on **Friday, 26 May 2023**. The meeting will be conducted as a hybrid meeting meaning that shareholders will have the option to participate in the AGM by attending in person, or virtually via the online platform.

If you wish to attend the AGM virtually, you may participate through the online platform at: <https://meetings.linkgroup.com/NXSAGM23>

The Notice of Meeting setting out the business of the AGM and a guide on how to access the online AGM platform and use the online voting and question facilities, is available on Next Science's website at: <https://investors.nextscience.com/investor-centre/?page=shareholder-meetings>

The following meeting related documents are **enclosed**:

1. Your personalised Voting and Proxy Form.
2. A Question Form
3. A Communications Election Form
4. A reply-paid envelope

Next Science believes that the best way for Shareholders to receive meeting documentation, annual reports and other information is electronically. Electronic communications are quick, environmentally friendly and cost-effective.

Please consider making the change to electronic communications by:

- (i) providing us with your email address on the enclosed Communications Election Form and returning the Form in the reply-paid envelope provided; or
- (ii) using the SRN or HIN on your Voting and Proxy Form to login to Link's Investor Centre (via Link's website www.linkmarketservices.com.au) and selecting 'Electronic Communications' under the 'Communications' tab.

Next Science has posted on its website an important notice about your rights in relation to the way Next Science sends you certain documents. You can read this notice at: <https://investors.nextscience.com/subscriptions/>

If you have any questions, please do not hesitate to contact Next Science's Share Registrar, Link Market Services Limited, either by telephone on +61 1800 990 363 or by email to: registrars@linkmarketservices.com.au.

Thank you for your support of Next Science.

Yours sincerely,



Professor Mark Compton AM
Chair



NOTICE OF ANNUAL GENERAL MEETING 2023

10:00am (Sydney time)

Friday, 26 May 2023

Level 14, Australia Square, 264-278 George Street, Sydney

and online

Next Science shareholders wishing to participate online should visit our website at <https://investors.nextscience.com/investor-centre/?page=shareholder-meetings> for information on how to participate, including how to attend, vote and ask questions online.

Dear Shareholder,

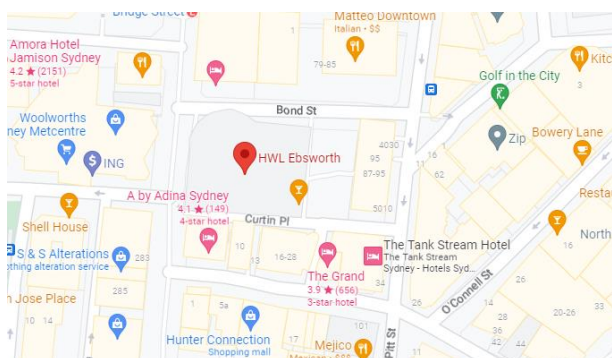
On behalf of the Board of Directors of Next Science Limited (**Next Science/Company**), I am pleased to invite you to Next Science's 2023 Annual General Meeting (**AGM**).

The AGM will be held on **Friday, 26 May 2023** commencing at **10:00am** (Sydney time). Shareholders may choose to attend in person or virtually.

Virtual attendance. You may attend the AGM virtually by using the following online link:

<https://meetings.linkgroup.com/NXSAGM23>. Online attendees will have the ability 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>

Physical attendance. The Annual General Meeting will be held physically at the offices of the Company's lawyers, HWL Ebsworth located at **Level 14, Australia Square, 264 - 278 George St, Sydney**. The venue is easily accessible from Wynyard train station and there are multiple parking stations located within walking distance.



Voting before the AGM. 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 and Proxy Form (or by voting online) no later than 10:00am (Sydney time) on Wednesday, 24 May 2023. The details on how to do this are specified in the Notice of Meeting and the Voting and Proxy Form provided.

Questions and comments. I encourage you to submit questions and comments ahead of the AGM using the enclosed Question Form or online when you submit your votes. Instructions on how to do this are specified in this Notice of Meeting.

We will endeavour to deal with any questions and comments received as follows:

- Questions relating to specific items of business, including any questions for the auditor, will be dealt with when that item of business is being considered during the AGM;
- Questions and comments regarding the management of Next Science will be dealt with following the CEO & Managing Director presentation; and
- Questions that fall outside of the above areas and are appropriate will if possible, be addressed during the AGM or be forwarded to the appropriate staff member to address after the AGM.

Items of business. The formal items of business are set out on page 3. In addition, I will give an address as Chair and Judith Mitchell, Next Science's CEO & Managing Director, will present a business update. You will be able to listen to both the address and presentation via the online webcast. A copy of my address and the CEO & Managing Director presentation will also be released on the ASX prior to the commencement of the AGM and will be available on Next Science's website.

If you have any questions regarding the AGM, please contact Next Science's share registrar, Link Market Services either by telephone on +61 1800 990 363 or by email to registrars@linkmarketservices.com.au.

Thank you for your support of Next Science.

Yours sincerely,



Professor Mark Compton AM
Chair

ITEMS OF BUSINESS

1. Receipt of 2022 Annual Financial Report

To receive and consider the Annual Financial Report, the Directors' Report, and the Independent Auditor's Report of Next Science for the financial year ended 31 December 2022.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following, with or without amendment, as a non-binding ordinary resolution:

"That the Company's Remuneration Report for the period 1 January 2022 to 31 December 2022, as included in the Directors' Report, is adopted."

Note: The vote on this item is advisory only and does not bind the Directors or Next Science.

A **voting prohibition statement** applies to this Resolution. Please see below

Board voting recommendation: The Directors abstain from making a recommendation in the interests of good corporate governance.

3. Resolution 2 - Director re-election

To consider and, if thought fit, pass the following, with or without amendment, as an ordinary resolution:

"That Mark Compton who retires pursuant to Rule 20.6(a) of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

Board voting recommendation: FOR

4. Resolution 3 - Director re-election

To consider and, if thought fit, pass the following, with or without amendment, as an ordinary resolution:

"That Aileen Stockburger who retires pursuant to Rule 20.6(a) of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

Board voting recommendation: FOR

5. Resolution 4 - Approval of Next Science Equity Plan Rules

To consider and, if thought fit, pass the following, with or without amendment, as an ordinary resolution:

*"That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and section 200E of the Corporations Act, and for all other purposes, Shareholders approve and adopt the Next Science Equity Plan Rules (**Plan**) and for the issue of securities under that Plan as described in, and on the terms and conditions set out in, the Explanatory Notes."*

A **voting exclusion statement** and **voting prohibition statement** apply to this Resolution. Please see below

Board voting recommendation: The Directors abstain from making a recommendation due to their interest in the resolution.

The **Explanatory Notes** accompanying this Notice of Meeting provide additional information regarding the above items of business and form part of this Notice of Meeting.

By Order of the Board



Gillian Nairn
Company Secretary
24 April 2023

IMPORTANT INFORMATION - PARTICIPATION AND VOTING

Voting Prohibition Statements

Resolution 1 - Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (d) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 - Approval of Next Science Equity Plan Rules	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Approval of Next Science Equity Plan Rules	Any person who is eligible to participate in the Plan or an associate of that person or those persons.
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However, the above Exclusions do not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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.

The following **Definitions** apply in respect of the Voting Prohibition and Exclusion Statements above:

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (d) a dependent of the member or the member's spouse;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)* for the purposes of the definition of 'closely related party' in the Corporations Act.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Determining if you are eligible to vote and participate at the AGM

Investor	Eligibility
Shareholder	In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), registered holders of shares of Next Science as at 7:00pm (Sydney time) on Wednesday, 24 May 2023 will be entitled to participate in and vote at the AGM.

Joint holder	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.
Option holders	Not eligible to vote.

How you can vote

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

Next Science reserves the right to declare a Voting and Proxy Form invalid if it is not received in a manner indicated below.

Shareholders are encouraged to call Next Science's share registry, Link Market Services (**Link**), if you have any questions regarding submitting your votes, by phoning 1800 990 363 (within Australia) or +61 1800 990 363 (Overseas).

Voting Options	Details	Steps
Online prior to the AGM	You may vote your shares online prior to the AGM.	Go to: www.linkmarketservices.com.au To be effective, your votes must be received by Next Science no later than 10:00am (Sydney time) on Wednesday, 24 May 2023 .
By post of fax prior to the AGM	Direct Vote Shareholders may complete Section A of the enclosed Voting and Proxy Form and deliver it to Next Science prior to the AGM. Shareholders should complete their voting directions by selecting 'FOR' or 'AGAINST' or 'ABSTAIN' for each resolution on the Voting and Proxy Form. <u>Appoint a Proxy or Nominee</u> Alternatively, Shareholders may appoint a proxy or proxies to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate. You may appoint one or two proxies (but no more). If two proxies are appointed, you may specify the proportion or number of the votes each proxy is appointed to exercise. In accordance with Rule 17.1 of Next Science's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. 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 item 3, then by submitting the proxy form you will be expressly authorising the Chair	Completed Voting and Proxy Forms may be posted to: Next Science Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia Alternatively, completed Voting and Proxy Forms may be faxed to: +61 2 9287 0309 To be effective, your completed Voting and Proxy Form must be received by Next Science no later than 10:00am (Sydney time) on Wednesday, 24 May 2023.

Voting Options	Details	Steps
	to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of Key Management Personnel. To appoint a proxy, Shareholders should complete Section B of the enclosed Voting and Proxy Form. If no direction is given on an item or if Section A and Section B are both completed on the Voting and Proxy Form, your vote may be passed to the Chair of the AGM as your proxy. The Chair will vote in accordance with the voting intentions stated below.	
Voting online during the meeting	You may vote during the AGM by attending the AGM virtually. You can do this by logging into the online facility at https://meetings.linkgroup.com/NXSAGM23, where you will be able to register and vote online, in real time, at the AGM. You should ensure that you have access to a laptop, computer, tablet or mobile device and be connected to internet to use the virtual AGM facility.	Registration for the online facility will commence from 9:30am on Friday, 26 May 2023. <u>Shareholders</u> When you log into the online platform at https://meetings.linkgroup.com/NXSAGM23, you will be required to register as a Shareholder or proxy holder and will be able to vote your shares or the shares you represent as proxy. If you are a Shareholder, you will need to provide your Shareholder number and the postcode for your shareholding to register to vote once you have logged in. If you need assistance locating your Shareholder number, please contact Link on 1800 990 363. <u>Proxy holders</u> A proxy who is attending the virtual meeting will need a proxy number, issued by Link, to register to vote once logged in. The share registry, Link, will endeavour to provide confirmation of the proxy number to nominated proxy holders to the registered email address of the appointing Shareholder the day prior to the AGM and following lodgement of the proxy appointment. <i>If you experience any technical difficulties during the AGM, please contact Link by phoning: 1800 990 363.</i> More information is available in the Guide on how to use the online facility which is available on Next Science's website at: https://investors.nextscience.com/investor-centre/?page=shareholder-meetings.

Voting Options	Details	Steps
Voting in person during the meeting	If you attend the AGM in person, you will be able to register and vote at the AGM by attending Level 14, Australia Square, 264-278 George Street, Sydney, NSW. You will be required to adhere to enhanced hygiene, registration and physical distancing requirements in order to gain access to the AGM. For example, you may be required to undertake a temperature check and wear a mask.	Registration will commence from 9:30am (Sydney time) on Friday, 26 May 2023. To facilitate a smooth registration, please bring a copy of your Voting and Proxy Form with you on the day.

Power of attorney

If you 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's share registry no later than **10:00am** (Sydney time) on **Wednesday, 24 May 2023**.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers at the AGM. The representative should deliver to Next Science, prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

Voting intentions

The Chair of the AGM intends to vote all available proxies in favour of ('FOR') all items of business.

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

How you can ask questions and make comments

Shareholders are invited to submit questions and make comments relating to the business of Next Science or any item of business at the AGM using any of the methods set out below. Whilst we may not be able to respond to each question individually, we will endeavour to respond to as many as possible of the most frequently raised shareholder questions received.

Option	Details	Steps
Online prior to the AGM	You may submit questions and comments online prior to the AGM.	Go to: www.linkmarketservices.com.au Questions and comments must be received by Next Science no later than 5:00pm (Sydney time) on Wednesday, 17 May 2023.
By post or fax prior to the AGM	You may submit questions and comments by completing the attached Question Form	Completed Question Forms may be posted to: Next Science Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

Option	Details	Steps
		Alternatively, completed Question Forms may be faxed to: +61 2 9287 0309 Questions and comments must be received by Next Science no later than 5:00pm (Sydney time) on Wednesday, 17 May 2023.
Attending the meeting virtually	Shareholders who join the AGM virtually will be able to ask questions during the AGM.	Registration for the online facility will commence from 9:30am on Friday, 26 May 2023. When you log into the online platform at https://meetings.linkgroup.com/NXSAGM23, you will be able to ask questions by clicking the box on screen and typing in your question. <i>If you experience any technical difficulties during the AGM, please contact Link by phoning: 1800 990 363.</i> More information is available in the Guide on how to use the online facility which is available on Next Science's website at: https://investors.nextscience.com/investor-centre/?page=shareholder-meetings.
Attending the meeting in person	If you attend the AGM in person, you will be able to ask questions at the AGM by attending Level 14, Australia Square, 264-278 George St, Sydney NSW .	Registration will commence from 9:30am (Sydney time) on Friday, 26 May 2023. On registration, you will be provided with an attendance card.

EXPLANATORY NOTES

These Explanatory Notes have been prepared in relation to the items of business to be conducted at the AGM. The purpose of these Explanatory Notes is to provide shareholders of Next Science (**Shareholders**) with the information that is reasonably required by them to decide on how to vote upon the resolutions being put forward at the AGM.

Resolutions 2, 3 and 4 are ordinary resolutions which require a simple majority of votes cast by Shareholders entitled to vote on the Resolution. Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Item 1 Receipt of 2022 Annual Financial Report

This item of business provides a reasonable opportunity for shareholders to comment on and ask questions on the financial statements and reports for the financial year ended 31 December 2022 and on the business, operations and management of Next Science. There will also be an opportunity to ask questions of the Company's auditor.

Next Science's 2022 Annual Report, containing the Financial Report, Directors' Report and Independent Auditor's Report is available for Shareholders on the Company's website at <https://investors.nextscience.com/investor-centre/?page=half-year-and-full-year-reports>.

Shareholders who have previously elected to receive a hard copy of the Company's Annual Report will receive it in the mail.

Item 2 Resolution 1 - Remuneration Report

Section 250R(2) of the Corporations Act provides that at a listed company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote.

Broadly, the Remuneration Report sets out information as it relates to Next Science's overall remuneration framework and remuneration paid to KMP during the financial year. This includes information such as:

- the Board's policy in relation to remuneration of the KMP;
- the relationship between the Board's policy and Company performance; and
- details of any performance conditions attached to KMP remuneration.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Following consideration of the Remuneration Report, the Chair of the AGM will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on the resolution is advisory only and does not bind the Directors or Next Science. However, the Board will take the outcome of the vote into consideration.

Refer to page 5 of the accompanying Notice of Meeting for the **Voting Prohibition Statement** applicable to Resolution 1.

Board voting recommendation: The Directors abstain from making a recommendation on this resolution in the interests of good corporate governance.

Item 3 Resolution 2 - Director re-election

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Chair and Non-Executive Director, Professor Mark Compton AM was appointed by the Board in October 2018 and was elected by shareholders at the Company's 2020 AGM. Accordingly, Professor Compton will retire at the AGM.

Professor Compton offers himself for re-election. If Shareholders do not re-elect Professor Compton, then he will cease to be a Director of the Company at the end of the AGM.

Professor Compton is a member of the Audit and Risk Committee and a member of the People, Culture and Remuneration Committee.

Professor Compton is Chair of Sonic Healthcare Limited. Sonic Healthcare is an international healthcare provider with specialist operations in laboratory medicine, pathology, radiology, general practice medicine and corporate medical services and is a Top 50 ASX listed entity. He also holds volunteer positions as Lord Prior of the International Order of St John; Chair of the Board of Trustees of St John International and Chair of St Luke's Care Limited, a not-for-profit health and aged care organisation. Mark 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).

Professor Compton holds a Bachelor of Science (Pharmacology, Physiology and Biochemistry) and an MBA, Australian Graduate School of Management, 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).

Board voting recommendation: The Board, with Professor Compton abstaining, unanimously recommends Shareholders vote **FOR** this item.

Item 4 Resolution 3 - Director re-election

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Non-Executive Director, Aileen Stockburger was appointed by the board in October 2018 and was elected by shareholders at the Company's 2020 AGM. Accordingly, Ms Stockburger will retire at the AGM.

Aileen Stockburger is a member of the Audit and Risk Committee and a member of the People, Culture and Remuneration Committee.

Prior to joining Next Science, Ms Stockburger was the Worldwide Vice President of Business Development for the DePuy Synthes Group of Johnson & Johnson, where 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 \$21 billion, Johnson & Johnson's largest medical device acquisition. She also led the efforts to drive the DePuy Trauma business and acquire Micrus Endovascular. Ms Stockburger was also involved in numerous other M&A transactions including Pfizer Consumer Healthcare (US\$16.5 billion), Aveeno, BabyCenter, OraPharma, DePuy, DePuy Miket, Kodak Clinical Diagnostics and Neutrogena.

Ms Stockburger received her MBA and BS from The Wharton School, University of Pennsylvania. She is a Certified Public Accountant (CPA USA). Since retiring from J&J, Ms Stockburger has joined several boards: 2 public companies: Next Science (ASX:NXS) and Microbot Medical (NASDAQ:MBOT), 2 private equity companies: Orchid Orthopaedic Solutions, Materna Medical, and one private family office technology company. Ms Stockburger also does M&A consulting and advising.

Board voting recommendation: The Board, with Aileen Stockburger abstaining, unanimously recommends Shareholders vote **FOR** this item.

Item 5 Resolution 4 - Approval of Next Science Equity Plan Rules

General

Prior to listing in April 2019, Next Science established a new employee incentive plan (**Plan**) to align the interests of eligible employees, non-executive directors and contractors with shareholders through the sharing of a personal interest in the future growth and development of the Company and to provide a means of attracting and retaining skilled and experienced eligible persons.

Resolution 4 seeks Shareholder approval for the issue of a maximum of 10,000,000 securities under the Plan for all purposes including:

- Listing Rule 7.2, Exception 13(b);
- Section 200E of the Corporations Act; and
- For the benefit of any US Participants who may receive Incentive Stock Options (ISOs) as detailed below.

Further information on the Plan and these approvals are provided below.

The Plan

The Plan provides the Board with discretion to invite certain eligible participants to apply for 'Plan Interests' (which broadly includes performance rights, options or shares). Individual invitations will provide the key terms upon which the participant may participate, including the number and type of Plan Interests they will receive, and key terms attaching to them (such as the exercise price and any performance or vesting conditions that must first be met).

A detailed summary of the Plan, eligible participants, the types of permissible Plan Interests and other key rules of the Plan are set out in **Appendix A**.

The Plan also includes "Schedule A -Terms and Conditions applicable to US Participants" (**US Addendum**) with the purpose of supplementing the rules of the Plan for eligible persons who are United States federal taxpayers and/or residents in the United States (**US Participants**). This takes into account tax and regulatory requirements in the United States, including Section 422 of the United States Internal Revenue Code of 1986 as it relates to Incentive Stock Options (**ISOs**).

Listing Rule 7.1 and Listing Rule 7.2, Exception 13(b)

Generally (and subject to a number of exceptions), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. This is referred to as the "15% Placement Capacity".

Listing Rule 7.2, Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2, Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 4 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to

eligible participants under the Plan (up to the maximum number of securities set out in the table below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, Next Science may still be able to proceed with the issue of securities under the Plan if it has sufficient remaining Placement Capacity, but any such issue *will* count towards the limits in Listing Rule 7.1 and 7.1A, and further reduce the Company's Placement Capacity (to the extent that shareholder approval is not first obtained).

For the avoidance of doubt, Next Science must seek Shareholder approval under Listing Rule 10.11 or 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

The Board will also have regard to ASX Guidance Notes 19, 21 and 25 in relation to the offer or allocation of Plan Interests under the Plan.

Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2, Exception 13, the following information is provided in relation to Resolution 4:

Summary of the key terms and conditions of the Plan	See Appendix A to this Notice of Meeting.
The number of securities issued under the Plan since Next Science was listed	Since listing in April 2019, a total of 340,602 securities have been issued under the Plan, comprising 340,602 performance rights.
The maximum number of securities proposed to be issued under the Plan following the 3year period after this Meeting	Next Science seeks approval to issue a maximum of 10,000,000 securities under the Plan. Of these securities, a maximum of 9,000,000 may be offered to US Participants, with all of these 9,000,000 securities able to be issued as ISOs. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.
Voting Exclusion/Prohibition Statement	Refer to pages 5 and 6 of the accompanying Notice of Meeting.

Corporations Act Section 200E

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a 'managerial or executive office' (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

As described in **Appendix A**, where a participant in the Plan has left employment or their position before their Plan Interests have vested, the Board may exercise its discretion to determine that some

or all of the Plan Interests will vest or remain on foot. The exercise of these discretions may constitute a 'benefit' for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretions in respect of any current or future participant in the Plan who holds:

- a managerial or executive office in a 'Group Company' (including Next Science and any of its related bodies corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- Plan Interests under the Plan at the time of their leaving,

but only if those Plan Interests are granted, or if the Board exercises certain discretions under the Plan, during the period from the beginning of the 2023 annual general meeting and ending at the close of the 2026 annual general meeting.

That is, Resolution 4 is limited so that it only applies in respect of Plan Interests granted in that period to, or if the Board exercises certain discretions under the Plan in that period in favour of, participants who from time to time hold a managerial or executive office (as defined in the Corporations Act) in a Group Company.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act (that is, the approved benefit will not count towards the statutory limit under the Corporations Act).

Non-Executive Directors are not entitled to retirement benefits other than statutory superannuation or other statutory required benefits.

Although Non-Executive Directors are eligible to participate in the Plan, the Company does not currently make awards to Non-Executive Directors under the Plan and has no current intention to provide Non-Executive Directors with any termination benefits in connection with the Plan.

Accordingly, Shareholder approval is sought on the basis that it will not extend to the giving of any termination benefits in connection with the Plan to Non-Executive Directors.

Value of the benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect the value of such benefits. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of Plan Interests that the Board decides to vest, lapse or leave on foot.

The following additional factors may also affect the benefit's value:

- the circumstances in which a participant ceases to hold office and whether they serve all or part of any applicable notice period;
- the participant's length of service and the portion of any relevant measurement periods that have expired at the time they leave employment;
- the participant's total fixed remuneration at the time grants are made under the Plan and at the time they leave employment;
- the number of unvested Plan Interests that the participant holds at the time they leave employment;
- any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the participant's performance up to the cessation date); and

- the jurisdiction in which the participant is based at the time they cease employment, and the applicable laws in that jurisdiction.

Board voting recommendation: The Directors abstain from making a recommendation on this resolution due to their interest in the resolution.

APPENDIX A

The material terms of the Plan are as follows:

Term	Description
Eligible Participants	The Plan is open to any director, employee, contractor or consultant of the Company or any subsidiary of the Company or any other person whom the Board determines to be eligible to participate in the Plan and who is invited to participate in the plan by the Company.
Plan Interests	A Plan Interest under the Plan means a Right, Option or Restricted Share allocated under the Plan. • An Option means a right to acquire a Share or Restricted Share (by transfer or issue at the election of the Company), on the terms specified in the Invitation. • A Right means a right (such as a performance right) to acquire a Share or Restricted Share (by transfer or issue at the election of the Company), on the terms specified in the Invitation. • A Restricted Share means a Share allocated under the Plan on the terms specified in the Invitation The Company will not seek quotation of Rights or Options on ASX.
Plan Limit and compliance with laws	No Invitation will be made if the number of Shares which have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation: (a) the number of Shares that may be issued as a result of the Rights and Options granted under this Plan; and (b) the number of Shares which were or may be issued as a result of offers made at any time during the previous three year period under: (i) an employee incentive schemes covered by Division 1A of Part 7.12 of the <i>Corporations Act 2001 (Cth)</i>, including as modified by ASIC Corporations (Employee Share Schemes) Instrument 2022/1021 (the ESS Provisions); or (ii) an ASIC exempt arrangement of a similar kind. In calculating this 5% limit, any Shares issued under the Plan where no consideration is payable in respect of the Plan Interest or Share (such as upon vesting of performance rights and zero exercise price options) shall be ignored.
Terms and Conditions	The Board may make an Invitation to an Eligible Person to acquire Plan Interests. Invitations will be subject to such terms as the Board determines and may include the following:

	- the number, type or value of Plan Interests for which that Eligible Person may apply; - the amount payable by the Eligible Person (if any) to acquire Plan Interests; - the Performance Period and the Vesting Conditions that apply (if any); - the Forfeiture Conditions, the Disposal Restrictions and the Holding Lock Period (if any); - the Expiry Date and the Exercise Price (if any); and/or - any other matters required to be specified at the time of the offer by either the Corporations Act or the Listing Rules.
Restrictions	Unless the Board determines otherwise (and subject to compliance with the Listing Rules and ASX's requirements), a Participant must not assign or transfer to any other person any of their legal or equitable rights to Plan Interests except to their Legal Personal Representative. Participants must comply with the Company's Securities Trading Policy (available for download at http://www.nextscience.com.au/corp-governance/) at all times.
Vesting and exercise	Unless the Board determines otherwise (subject always to the Listing Rules and ASX's requirements), Rights and Options vest and Options must be exercised in accordance with the terms specified in the Invitation. The Board may determine that a Participant's entitlement to Shares under a Right or Option (as applicable) that has vested or an Option that has been exercised will be satisfied by the Company making a cash payment to the Participant in lieu of allocating Shares.
Dividends and other benefits	A Participant has no right to receive dividends or distributions, or any payment in respect of any unvested Rights or Options, or Rights or Options that lapse in accordance with the Rules. In the absolute discretion of the Board and subject to the terms specified in the Invitation, the Board may determine that a Participant is entitled to receive a payment equivalent to the dividends or distributions that were made in respect of Shares.
Lapse and forfeiture	Subject to the Invitation, a Plan Interest will lapse upon the earliest to occur of the Expiry Date, the failure to meet a Vesting Condition during the Performance Period (each as specified in an Invitation), or the occurrence of a 'Forfeiture Condition' (as specified in an Invitation). On a Plan Interest lapsing, all rights of a Participant in respect of that Plan Interest cease and no consideration or compensation will be payable for or in relation to that lapse.
Cessation of employment or office	Unless the Board determines otherwise, where a Participant ceases to be an employee of the Group all unvested Plan Interests held by, or on behalf of, the Participant, will lapse or be forfeited (as applicable).

Qualifying reason	Unless the Board determines otherwise, where a Participant ceases to be an employee of the Group due to a Qualifying Reason, the Participant will continue to hold unvested Plan Interests. A Qualifying Reason includes the cessation of employment due to his or her death, permanent disability or any other reason determined by the Board from time to time.
Fraud, dishonesty or material breach of obligation	Where, in the opinion of the Board, a Participant acts fraudulently or dishonestly, or is in material breach of his or her obligations to the Group, any unvested Plan Interests, vested but unexercised Options or Rights (as applicable), and/or Restricted Shares, held by, or on behalf of, the Participant will lapse or are deemed to be forfeited (as applicable) immediately and without consideration, unless the Board determines otherwise.
Change of control	Subject to compliance with the Listing Rules or ASX's requirements, if there is a change of control, the Board may, in its discretion, convert all or any of a Participant's Rights to Shares whether or not the Vesting Conditions have been satisfied, permit the exercise of some or all Options whether or not the Vesting Conditions have been satisfied and remove any Disposal restrictions whether or not all requirements have been satisfied.
Capital restructures	In the event of a share capital reconstruction, the number of Shares or Restricted Shares (as applicable) that may be acquired by each Participant and/or the Exercise Price (if any) payable by the Participant for the acquisition of the Shares or Restricted Shares, must be reconstructed to the extent necessary to comply with the Listing Rules, and in a manner that does not result in any additional benefits being conferred on Participants that are not conferred on Shareholders
Non-Australian residents	The Board may adopt additional rules of the Plan that will apply to a grant made to an Eligible Person who is a resident in a jurisdiction other than Australia. The US Addendum has been adopted for this person for the benefit of US Participants.
Amendments	The Plan Rules may be amended at any time and from time to time by the Board, in the Board's absolute unfettered discretion.
Overriding Restrictions	Notwithstanding anything else in the Plan Rules, the Plan must be operated in accordance with the Company's constitution, any law, the Listing Rules and ASX's requirements (including any applicable requirements set out in ASX Guidance Note 19 (Performance Securities)).

A full copy of the terms, conditions and schedules of the Plan are available upon request.

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

VOTING AND PROXY FORM

I/We being a member(s) of Next Science Limited (the "Company") 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 Friday, 26 May 2023**, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" or "abstain" for each resolution in the box provided.

OR

B

APPOINT A PROXY



the Chair of the
Meeting (mark
box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 Friday, 26 May 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can attend the meeting at the **Offices of HWL Ebsworth, Level 14 Australia Square, 264-278 George Street, Sydney 2000** or you can participate by logging in online at <https://meetings.linkgroup.com/NXSAGM23> (refer to details in the Annual General Meeting Online Guide).

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

VOTING AND PROXY DIRECTIONS

Votes and Proxies 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 and proxy instructions overleaf before marking any boxes with an ☒

Resolution

For Against Abstain*

1 Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-election of Mark Compton

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Re-election of Aileen Stockburger

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Approval of Next Science Equity Plan Rules

☐	☐	☐
--------------------------	--------------------------	--------------------------



* If you mark the Abstain box for a particular resolution, 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.

STEP 2

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).

STEP 3

NXS PRX2302N



HOW TO COMPLETE THIS SHAREHOLDER VOTING AND PROXY 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 STEP 1 SECTION A

If you ticked the box in Section A you are indicating that you wish to vote directly. Please mark either "for", "against" or "abstain" for each item.

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 Chair 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", "against" or "abstain" 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 Chair's decision as to whether a direct vote is valid, is final.

VOTING UNDER STEP 1 SECTION B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting and Proxy Form.

VOTING – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. 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 resolution 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 resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting and Proxy 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 and Proxy Form and the second Voting and Proxy 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 AND PROXY FORM

This Voting and Proxy 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 Wednesday, 24 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Voting and Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting/Proxy 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 <https://investorcentre.linkgroup.com> 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

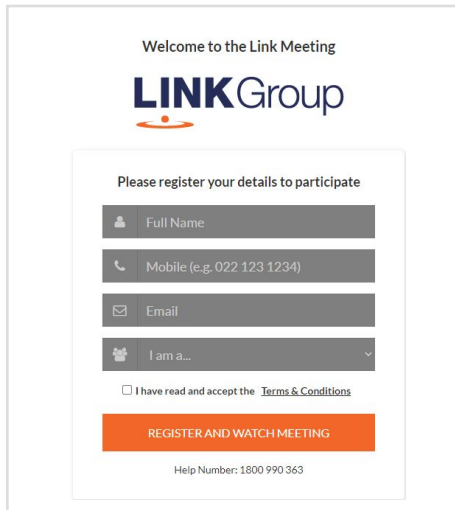
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/NXSAGM232>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button.

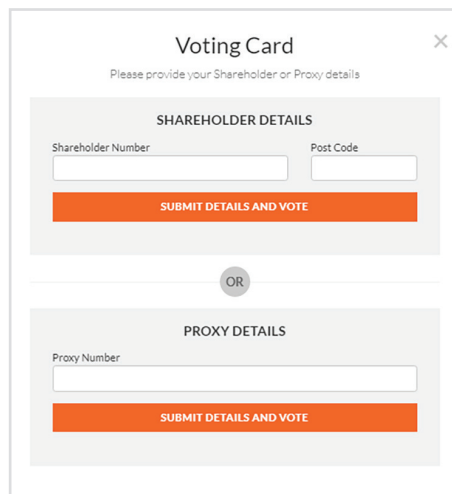
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

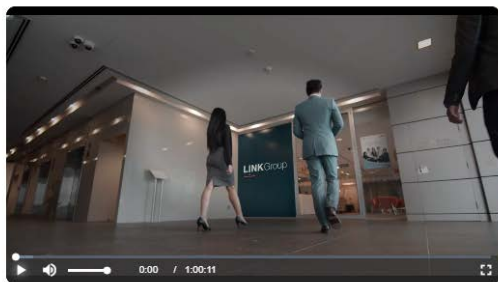


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the 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 view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE

*****0014

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 shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1

For

Against

Abstain

GENERAL BUSINESS

SUBMIT VOTE

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 (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 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 on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card 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.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

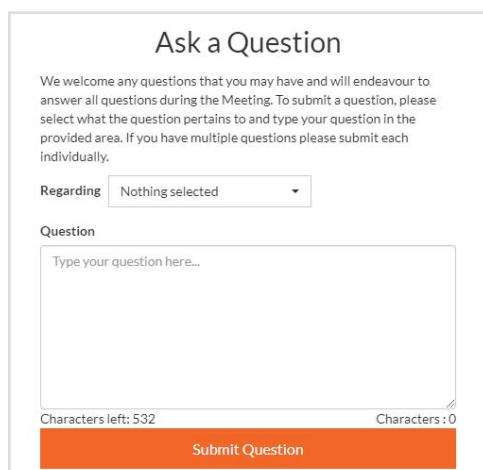
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



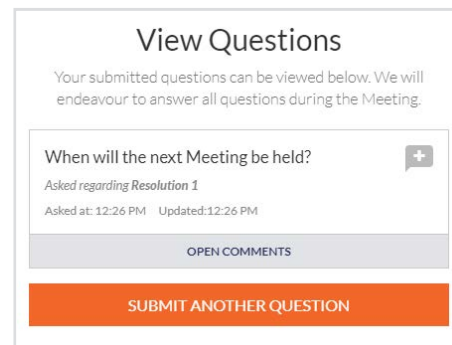
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

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



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the 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 submitted your vote, you should do so now.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au

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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

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



X9999999999999999

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 2023 Annual General Meeting (“Meeting”). Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the Notice of Meeting and Explanatory Notes. 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 **Friday, 19 May 2023**.

Questions will be collated. During the course of the Meeting, the Chair 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 Meeting | ☐ | 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 Meeting	☐	General suggestion
☐	Remuneration Report	☐	Sustainability/Environment	☐	Other
☐	My question is for the auditor	☐	Future direction		

QUESTIONS