

8 October 2014

Dear Shareholder,

On behalf of the Nanosonics' Board of Directors, I have pleasure in providing notice of the Company's Annual General Meeting to be held at Level 3, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, NSW, Australia on Friday 7 November 2014, commencing at 11.00am.

I encourage you to attend the meeting. If you are able to attend, please bring with you the attached proxy form as this will facilitate easy registration of Shareholders. Registration commences at 10.45am.

A person intending to vote shares held in the name of a company must bring an authority from that company, signed by it in favour of the person attending.

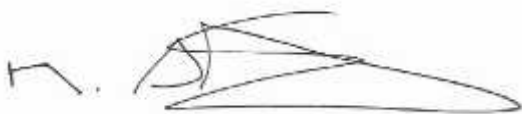
If you are unable to attend the meeting, I encourage you to vote, either by using the enclosed proxy form or by lodging your vote on-line at [www.investorvote.com.au](http://www.investorvote.com.au).

You are welcome to submit questions to the Company and its Auditor in advance of the meeting. A form for this purpose is enclosed and should be made available to the Company on or before Friday 31 October 2014 at the address provided at the end of the form.

I look forward to seeing you at the meeting and I invite you to join the Directors and Senior Managers for refreshments at the conclusion of the meeting.

The Nanosonics 2014 Annual Report and subsequent Company announcements are available from the investor section of the Nanosonics website at [www.nanosonics.com.au](http://www.nanosonics.com.au) or may be requested from the Company Secretary. Shareholders who have elected to receive a printed copy of the Annual Report will have received it in the post. Shareholders who have elected to receive share registry communications electronically should have already received an emailed link to the Annual Report.

Yours sincerely

A handwritten signature in dark ink, appearing to read "M. Stang".

**Maurie Stang**  
Non-Executive Chairman

## **NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

The 2014 Annual General Meeting (AGM) of shareholders of Nanosonics Limited ("Nanosonics" or "the Company") will be held:

- on Friday, 7 November 2014 commencing at 11.00am
- at Level 3, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, NSW, Australia.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes. A Proxy Form also accompanies this Notice.

### **ORDINARY BUSINESS**

#### **2014 Reports**

To receive and consider the Company's Reports of the Directors and Auditor, and the Financial Report for the year ended 30 June 2014.

#### **Resolution 1 - Election of a Director – Dr David Fisher**

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

That Dr David Fisher, who retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election, be elected a Director.

#### **Resolution 2 - Remuneration Report**

To consider and, if thought fit, to pass the following non-binding resolution:

That the Remuneration Report for the financial year ended 30 June 2014 be adopted.

### **GENERAL BUSINESS**

To transact any other business brought forward in accordance with the Company's Constitution.

Further information in relation to each of these resolutions is set out in the Explanatory Statement.

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### **QUORUM**

The Company's Constitution provides that two registered Company shareholders present personally or by representative, attorney or proxy shall be a quorum for a general meeting of the Company.

### **VOTING ENTITLEMENTS**

For the purpose of the Corporations Act 2001 (Cth), the Company has determined that the holders of the Company's ordinary shares for the purpose of the 2014 AGM will be the holders registered as at 4:15pm (AEST) on Wednesday 5 November 2014. Shareholders so registered are entitled to attend and vote at the AGM (and any adjournment of the meeting that takes place within 28 days).

### **PROXIES**

Proxies must be deposited, transmitted or lodged electronically at least 48 hours prior to the meeting (or adjourned meeting) as to how the individual named on the proxy form proposes to vote.

Electronic proxies must be registered by 11:00am (EST) on Wednesday 5 November 2014 at the Share Registry website at [www.investorvote.com.au](http://www.investorvote.com.au) or, by Intermediary Online subscribers only, at [www.intermediaryonline.com](http://www.intermediaryonline.com).

A completed proxy form, or a copy or facsimile that appears on its face to be an authentic copy of the proxy form, (and the Power of Attorney or other authority under which the proxy form is signed) must be deposited at or sent by facsimile transmission to the Company's share registry:

- Mail: Computershare Investor Services Pty Limited  
GPO Box 242, Melbourne, VIC 3001, Australia or
- Facsimile: 1800 783 447 (from within Australia) or +61 (3) 9473 2555 (from outside Australia)

or to the Company's registered office at:

- Mail / Hand Delivery: 24/566 Gardeners Road, Alexandria, NSW 2015, Australia or
- Facsimile: +61 (2)9317 5010

To lodge a proxy on-line, the holder identification number (HIN) or security holder reference number (SRN) is required. The HIN or SRN appears at the top of the proxy form attached.

A member entitled to attend and vote at the Company's AGM is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless executed under a Power of Attorney, a proxy form by a corporation should be executed in accordance with section 127(1) of the Corporations Act 2001 (Cth).

#### **ORDINARY RESOLUTIONS**

In accordance with the Corporations Act 2001 (Cth) and the Company's Constitution, in order for all resolutions to be effective each must be passed as an ordinary resolution. This means that each of the resolutions must be passed by Shareholders who are the registered holders of more than 50% of the shares and who attend the meeting (either in person or by proxy) and are entitled to vote on them.

Dated at Sydney this 8th day of October 2014.

#### **BY ORDER OF THE BOARD**

McGregor Grant  
Company Secretary

## EXPLANATORY NOTES

These Explanatory Notes are an explanation of, and contain information about, the resolutions to be considered at the Nanosonics Limited (the Company) Annual General Meeting (AGM) to be held on 7 November 2014 and are to assist Shareholders to determine how they wish to vote on the resolutions. It forms part of the accompanying Notice of AGM and should be read together with the Notice.

### ORDINARY BUSINESS

The following item of business and resolutions will be considered at the AGM.

#### First Item of Business

This item of business relates to the consideration of the Company's Financial Report, including the Directors' and Auditor's Reports, for the year ended 30 June 2014, and gives the members the opportunity to ask questions or make comments concerning these reports during the meeting. A copy of the 2014 Annual Report is available on the Company's website at [www.nanosonics.com.au](http://www.nanosonics.com.au) or may be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

#### First Resolution – Election of Director – Dr David Fisher

Dr David Fisher was originally appointed a Director of the Company on 30 July 2001. Under the Company's Constitution, Dr Fisher retires by rotation, and being eligible, wishes to stand for election. Information on Dr Fisher is set out on page 18 of the 2014 Annual Report.

#### *Directors' recommendation:*

The Board (excluding Dr Fisher) recommends that shareholders vote in favour of the resolution.

#### Second Resolution – Remuneration Report

The Company's Remuneration Report is required to be considered for adoption in accordance with the Corporations Act 2001 (Cth). The Remuneration Report is contained in the Directors' Report of the Annual Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act 2001 (Cth), if 25% or more of votes that are cast vote against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. The Company encourages all shareholders to cast their votes on this Resolution.

Any undirected proxies held by the Chairman of the meeting, other Directors, other key management personnel (KMP) or any of their closely-related parties will not be included in the votes for this Resolution. KMP of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMP for the financial year to 30 June 2014. Their closely-related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

#### *Directors' Recommendation:*

The Board recommends that Shareholders vote in favour of this resolution. Voting exclusions apply.

## QUESTIONS FROM SHAREHOLDERS

Your questions are important to us.

Please see the Investor Relations page, specifically designed for our shareholders' information and questions, on the Nanosonics website: [www.nanosonics.com.au](http://www.nanosonics.com.au) .

If you have other questions about Nanosonics which you would like the Directors or Auditor to respond to at the Annual General Meeting (AGM), please send them to us in one of the following ways:

- use the “Contact Us” form provided on our website
- send an email to [info@nanosonics.com.au](mailto:info@nanosonics.com.au)
- use this page and send it to the mail or facsimile address provide below.

Questions received will be collated and we will respond to as many questions as possible at the AGM. Please note that we will not be able to reply individually.

Shareholders name : \_\_\_\_\_

Shareholders address : \_\_\_\_\_

\_\_\_\_\_

(SRN) or (HIN) : \_\_\_\_\_

### Questions:

This image shows a single sheet of white paper with horizontal blue ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

To assist in a considered response to questions at the AGM, your questions should be received by the Company at its registered office by Friday 31 October 2014.

By Email: [info@nanosonics.com.au](mailto:info@nanosonics.com.au)

By Facsimile: +61 2 9317 5010

By Mail: Unit 24, 566 Gardeners Road, Alexandria NSW 2015

**Lodge your vote:**



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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



 **For your vote to be effective it must be received by 11.00am (AEDT) on Wednesday, 5 November 2014**

### 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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

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

XX

I/We being a member/s of Nanosonics 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 Annual General Meeting of Nanosonics Limited to be held at Level 3, Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, NSW, Australia on Friday, 7 November 2014 at 11.00am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

### 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.

##### ORDINARY BUSINESS

	For	Against	Abstain
1 Election of a Director - Dr David Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report	<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.

### SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

NAN

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Computershare +