

15 July 2025

Dear Shareholder,

GENERAL MEETING – ADDENDUM NOTICE AND PROXY FORM

Nanoveu Limited (ASX: NVU) (“Nanoveu” or the “Company”), a technology innovator across advanced semiconductor, visualisation, and materials science applications, refers to the shareholder meeting to be held on 29 July 2025 (**Meeting**). Nanoveu issues an addendum notice of general meeting and explanatory statement (**Addendum Notice**), setting out additional resolutions which will be proposed at the Meeting, together with a replacement proxy form (**Replacement Proxy Form**).

The resolutions set out in this Addendum Notice should be read together with the original notice. Other than as set out below, all details in relation to the original notice remain unchanged.

As permitted by the Corporations Act 2001 (Cth), the Addendum Notice is being made available to shareholders by electronic means and the Company will not be dispatching physical copies of the Addendum Notice, unless a shareholder has requested to receive a hard copy. Instead, the Addendum Notice is available:

- at the Company’s website at <https://nanoveu.com/investor-relations/asx-announcements/>;
- via the Company’s ASX page at <https://www2.asx.com.au/markets/company/nvu>; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company strongly encourages shareholders to submit their Replacement Proxy Form to the Company’s share registry, using any of the methods as detailed on the Proxy. Your proxy voting instruction must be received by 10.00 am (AWST) on Sunday, 27 July 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Shareholders who have already lodged a proxy form for the Meeting and who do not lodge a Replacement Proxy Form will be taken to have not voted on resolutions 6 to 8.

A copy of your personalised Replacement Proxy Form is enclosed for your reference. All resolutions will be voted upon by poll.

In order to receive electronic communications from the Company in the future, please update your Shareholder details via Automic’s Investor Portal at <https://investor.automic.com.au/#/home>.

If you have already registered, simply enter your username and password and click "log in". If you have not yet registered, simply click "register" and follow the prompts. Once you have logged in, click on "profile". You can then select "edit" in the Communication Preferences section. Once you have selected "Electronic Only" and added your email address, click "save".

The Addendum Notice is important and should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you have any difficulties obtaining a copy of the Addendum Notice please contact the Company’s share registry, on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

For more information on the Company, please refer to the Company’s website at: nanoveu.com.

Yours sincerely
NANOVEU LIMITED

NANOVEU LIMITED
ACN 624 421 085
ADDENDUM TO NOTICE OF GENERAL MEETING

Nanoveu Limited (ACN 624 421 085) (**Company**) hereby gives notice to Shareholders that, in relation to the notice of general meeting released on the ASX on 30 June 2025 (**Notice**) in respect of the Company's general meeting of members to be held at 10:00am (WST) on Tuesday, 29 July 2025 (**Meeting**), the Directors have resolved to include new Resolutions 6, 7 and 8 (**Additional Resolutions**), on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 5 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form.**
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 5 or vote on the Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 5 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions.**
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by this Addendum, **please complete and return the Replacement Proxy Form.**

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 6244 9095 or info@nanoveu.com if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY BUSINESS OF THE MEETING

The agenda of the Notice is amended by including the following Additional Resolutions:

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,947,637 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES – LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 18,416,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – RATIFICATION OF AGREEMENT TO ISSUE OPTIONS TO JOINT LEAD MANAGERS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue 5,000,000 Joint Lead Manager Options and 5,000,000 Unlisted Options to the Joint Lead Managers (or their nominees) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

Voting Exclusion Statement:

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 6 – Ratification of Prior Issue of July Placement Shares – Listing Rule 7.1	A person who participated in the issue (namely, the July Placement Participants) or an associate of that person or those persons.
Resolution 7 – Ratification of Prior Issue of July Placement Shares – Listing Rule 7.1A	A person who participated in the issue (namely, the July Placement Participants) or an associate of that person or those persons.
Resolution 8 – Ratification of agreement to issue Options to Joint Lead Managers	A person who participated in the issue or is a counterparty to the agreement being approved (namely, Evolution Capital and 62 Capital) or an associate of that person or those persons.

However, this does 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.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement is supplemented by including the following additional Sections 6 to 8:

6. BACKGROUND TO RESOLUTIONS 6 TO 8

6.1 Placement

On 11 July 2025, the Company announced that it had received firm commitments to raise up to \$2,000,000 (before costs) for a placement of 36,363,637 Shares at an issue price of \$0.055 per Share (**July Placement Shares**) (**July Placement**).

The Company expects to issue the July Placement Shares on 22 July 2025, and in any event prior to the Meeting, to professional and sophisticated investors who are unrelated parties of the Company pursuant to the Company's existing Listing Rule 7.1 and 7.1A placement capacities (**July Placement Participants**).

6.2 Lead Managers

The July Placement was jointly managed by Evolution Capital Pty Ltd and 62 Capital Pty Ltd. As part of the July Placement, the Company entered into a joint lead manager mandate (**July JLM Mandate**) under which it agreed to pay/issue the Joint Lead Managers (or their nominees):

- (a) an aggregate cash fee of \$120,000 (excl GST), being 6% of the gross amount raised under the July Placement;
- (b) 5,000,000 Lead Manager Options on the terms and conditions set out in Schedule 1; and
- (c) 5,000,000 unlisted Options on the terms and conditions set out in Schedule 2 (**Unlisted Options**),

for services provided as Joint Lead Managers pursuant to the July Placement.

The Company intends to issue the 5,000,000 Lead Manager Options and 5,000,000 Unlisted Options to the Joint Lead Managers on or about 15 August 2025.

6.3 Use of Funds

Funds raised from the July Placement will be directed towards the development and commercialisation of the Company's EMASS semiconductor technologies, the expansion of EyeFly3D™ commercial activities, and the advancement of Nanoshield™ Solar field trials in Morocco and the UAE. Additional funds will support working capital to drive operational growth and cover the costs associated with the July Placement.

7. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF JULY PLACEMENT SHARES – LISTING RULE 7.1 AND 7.1A

7.1 General

As set out in Section 6.1, Resolutions 6 and 7 seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 36,363,637 July Placement Shares.

On or about 22 July 2025, the Company expects to issue 17,947,637 July Placement Shares pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 6) and 18,416,000 July Placement Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 7).

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%, subject to certain provisions being met. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issues do not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issues.

7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 2.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issues.

7.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

7.5 Technical information required by Listing Rules 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The July Placement Participants. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company, other than Mishtalem Pty Ltd who will be issued 13,754,545 July Placement Shares (being, 1.56% of the issued capital of the Company. Mishtalem Pty Ltd is considered a Material Person as its director Mr Mendy Amzalak is also a director of Evolution Capital Pty Ltd, one of the Joint Lead Managers to the July Placement.
Number and class of Securities issued	The July Placement Shares are expected to be issued on the following basis: (a) 17,947,637 July Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 6); and (b) 18,416,000 July Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 7).
Terms of Securities	The July Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	36,363,637 July Placement Shares are expected to be issued on 22 July 2025, and in any event prior to the Meeting.
Price or other consideration the Company received for the Securities	The July Placement Shares have a deemed issue price of \$0.055 per July Placement Share for Shares issued pursuant to Listing Rule 7.1 Listing Rule 7.1A.
Purpose of the issue, including the intended	Refer to Section 6.3 for details of the proposed use of funds raised under the July Placement.

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	
Summary of material terms of agreement to issue	The July Placement Shares will not be issued under an agreement.
Voting Exclusion Statement	Voting exclusion statements apply to these Resolutions.
Compliance	The issue does not breach Listing Rule 7.1.

8. RESOLUTION 8 – RATIFICATION OF AGREEMENT TO ISSUE OPTIONS TO JOINT LEAD MANAGERS

8.1 General

As set out in Section 6.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue 5,000,000 Lead Manager Options and 5,000,000 Unlisted Options to the Joint Lead Managers (or their nominees) in part consideration for lead manager services provided in relation to the July Placement pursuant to the July JLM Mandate.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The issues do not fit within any of the exceptions set out in Listing Rule 7.2 and, as they have not yet been approved by Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in section 2.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue the Lead Manager Options and Unlisted Options.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issues will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If this Resolution is not passed, the issues will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

8.5 Technical information required by Listing Rules 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Evolution Capital Pty Ltd and 62 Capital Pty Ltd (or their nominees).
Number and class of Securities issued	5,000,000 Lead Manager Options and 5,000,000 Unlisted Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	<p>The Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.</p> <p>The Unlisted Options will be issued on the terms and conditions set out in Schedule 2.</p>
Date(s) on or by which the Securities were issued.	5,000,000 Lead Manager Options and 5,000,000 Unlisted Options will be issued on or about 15 August 2025.
Price or other consideration the Company received for the Securities	The Lead Manager Options and Unlisted Options will be issued at a nil issue price in consideration for services provided by the Joint Lead Managers to the Company.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Lead Manager Options and Unlisted Options is to satisfy the Company's obligations under the July JLM Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options and the Unlisted Options are being issued under the July JLM Mandate, a summary of the material terms of which is set out in Section 6.2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issues did not breach Listing Rule 7.1.

GLOSSARY

Addendum means this addendum to the Notice.

Additional Resolutions means Resolutions 6 to 8 of this Addendum.

July JLM Mandate has its meaning given in Section 6.2.

July Placement has the meaning given in Section 6.1.

July Placement Participants has the meaning given in Section 6.1

July Placement Shares has the meaning given in Section 6.1.

Meeting means the Company's general meeting of members to be held at 10:00am (WST) on 29 July 2025.

Notice means the notice of general meeting released by the Company on the ASX on 30 June 2025.

Original Proxy Form means the proxy form annexed to the Notice.

Replacement Proxy Form means the replacement proxy form annexed to the Addendum to the Notice.

Unlisted Option means an option to acquire a Share on the terms and conditions set out in Schedule 2.

SCHEDULE 2 – TERMS AND CONDITIONS OF UNLISTED OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date which is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).

(g) **Timing of issue of Shares on exercise**

As soon as practicable after the valid exercise of an Option, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) issue a substitute certificate for any remaining unexercised Options held by the holder;
- (iii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its discretion, elects to lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading; and
- (iv) if admitted to the official list of ASX at the time, and subject to g(iii) above, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under g(iii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are not transferable.

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 27 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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