

ASX RELEASE

15 July 2025

ASX: NVU

Performance Incentives

Nanoveu Limited (ASX: NVU) (“Nanoveu” or the “Company”), a technology innovator across advanced semiconductor, visualisation, and materials science, advises in accordance with Listing Rule 3.10.3A, that a total of 22,500,000 incentive performance rights have been issued to Mr Mark Goranson and Mr Scott Smyser under the Company’s Employee Incentive Performance Plan (“ESIP”), approved by Shareholder on 30 May 2025.

These performance rights will vest in equal tranches, subject to the Company achieving a 20-day volume-weighted average price (VWAP) of \$0.10, \$0.15, and \$0.20 respectively.

The Company recognises the importance of delivering appropriately structured incentives to eligible participants to align their interests with those of Shareholders of the Company. The Company’s ESIP has been designed to align performance to the Company’s strategic objectives, and to retain, reward and attract talent over the longer term. All incentives vest remain at risk and subject to the achievement of performance hurdles directly linked to the Company’s operational performance, as detailed in Appendix A.

The material terms and conditions of the incentive performance rights are attached as Appendix A to this announcement. An Appendix 3G notice will be lodged separately. Full details of the Company’s ESIP is outlined the Company’s Notice of Meeting dated 30 April 2025.

This announcement has been authorised for release by the Board of Directors.

-ENDS-

Nanoveu Media

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About Nanoveu Limited

Further details on the Company can be found at <https://nanoveu.com/>.

EMASS is a pioneering technology company specialising in the design and development of advanced systems-on-chip (SoC) solutions. These SoCs enable ultra-low-power, AI-driven processing for smart devices, IoT applications, and 3D content transformation. With its industry-leading technology, EMASS will enhance Nanoveu's portfolio, empowering a wide range of industries with efficient, scalable AI capabilities, further positioning Nanoveu as a key player in the rapidly growing 3D content, AI and edge computing markets.

EyeFly3D™ is a comprehensive platform solution for delivering glasses-free 3D experiences across a range of devices and industries. At its core, EyeFly3D™ combines advanced screen technology, sophisticated software for content processing, and now, with the integration of EMASS’s ultra-low-power SoC, powerful hardware.

Nanoshield™ is a self-disinfecting film that uses a patented polymer of embedded Cuprous nanoparticles to provide antiviral and antimicrobial protection for a range of applications, from mobile covers to industrial surfaces. Applications include *Nanoshield™ Marine*, which prevents the growth of aquatic organisms on submerged surfaces like ship hulls, and *Nanoshield™ Solar*, designed to prevent surface debris on solar panels, thereby maintaining optimal power output.

Forward Looking Statements This announcement contains ‘forward-looking information’ that is based on the Company’s expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to the Company’s business strategy, plans, development, objectives, performance, outlook, growth, cash flow, projections, targets and expectations and related expenses. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as ‘outlook’, ‘ambition’, ‘anticipate’, ‘project’, ‘target’, ‘potential’, ‘likely’, ‘believe’, ‘estimate’, ‘expect’, ‘intend’, ‘may’, ‘mission’, ‘would’, ‘could’, ‘should’, ‘scheduled’, ‘will’, ‘plan’, ‘forecast’, ‘evolve’ and similar expressions. Persons reading this announcement are cautioned that such statements are only predictions, and that the Company’s actual future results or performance may be materially different. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance, or achievements to be materially different from those expressed or implied by such forward looking information.

Appendix 1

Entitlement	Subject to the terms and conditions, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company ("Share").
Term	The Performance Rights will expire and lapse on the earlier of, the Vesting Condition becoming incapable of satisfaction due to expiration of the Milestone Date or due to the cessation of employment, or 5.00 pm (WST) 14 April 2030, or the Performance Rights lapsing and being forfeited under the Company's Plan.
Vesting Conditions	LTI includes, performance-based performance rights, which will vest on the achievement of the following milestones, and a minimum of twelve (12) months continuous engagement.

Vesting Condition	Number of Performance Rights	Milestone Date
Performance Rights (which are convertible on a 1:1 basis into shares in the Company) upon the Company achieving a VWAP over 20 consecutive trading days of at least \$0.10.	7,500,000	14-Apr-2030
Performance Rights (which are convertible on a 1:1 basis into shares in the Company) upon the Company achieving a VWAP over 20 consecutive trading days of at least \$0.15.	7,500,000	14-Apr-2030
Performance Rights (which are convertible on a 1:1 basis into shares in the Company) upon the Company achieving a VWAP over 20 consecutive trading days of at least \$0.20.	7,500,000	14-Apr-2030

Issue Price	The Performance Rights are issued for nil cash consideration
Termination of Employment	In the case of a termination of Employment during the milestone performance period, the Performance Rights will be dealt with under the terms of the Company's ESIP.