



Notice of Annual General Meeting

Thursday, 29 October 2026
at 10:30 am (Adelaide time)

To be held at The Kent Town Hotel, 76
Rundle St, Kent Town, SA, 5067

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to info@nova-eye.com by no later than 5:00 pm (Adelaide time) on Thursday, 22 October 2026.

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

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

NOTICE OF MEETING

Notice is given that the Annual General Meeting of the shareholders of Nova Eye Medical Limited (the Company) will be held at The Kent Town Hotel, 76 Rundle St, Kent Town, SA, 5067, on Thursday, 29 October 2026 at 10:30 am (Adelaide time).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 27 October 2026 at 6:30 pm (Adelaide time).

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

How to vote

Shareholders entitled to vote at the Meeting can vote:

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

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

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

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

Voting in person

To vote in person, attend the Meeting on the date and place set out above. The Meeting will commence at 10:30 am (Adelaide time).

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting to allow for registration for the Meeting. The registration form for the Meeting is the Proxy Form attached to the Notice.

Proxies

You can appoint a proxy by completing and returning the enclosed Proxy Form for the Meeting to the Company. Completed Proxy Forms must be received by the Share Registrar by 10:30 am (Adelaide time) on **Tuesday, 27 October 2026**, being no later than 48 hours before commencement of the Meeting, by one of the following methods:

- (a) Online at:
<http://www.investorvote.com.au> and following the instructions provided.

You will need your SRN or HIN and Control Number as shown on your Proxy Form.

You will be taken to have signed the Proxy Form if you lodge your proxy in accordance with the instructions on the website. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

- (b) Mail to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria 3001
- (c) Mobile voting:
Scan the QR Code on your Proxy Form and follow the prompts.
- (d) Custodian voting:
For Intermediary Online subscribers only (custodians), please visit <https://www.intermediaryonline.com> to submit your voting intentions.
- (e) Fax to:
In Australia: 1800 783 447.
From outside of Australia: +61 3 9473 2555.

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

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

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

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

Corporate representatives

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

Power of attorney

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

Further information

If you have any questions regarding Proxy Forms or voting, please contact the Share Registrar on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Agenda

1— Accounts & Reports

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2026 and the related Directors' Reports, Directors' Declarations and Auditor's Report.

The electronic copy of the 2026 Annual Report is available to download or view on the company website at the following address: www.nova-eye.com/investors/asx-announcements

The 2026 Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

Note: This matter is not voted on.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a non-binding resolution in accordance with section 250R(2) of the Corporations Act 2001:

“That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company’s 30 June 2026 Annual Report be and is hereby adopted.”

Voting Exclusion:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person 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:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if
 - the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-election of Director Rahmon Coupe

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

“That, for the purpose of clause 117 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Rahmon Coupe, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 – Election of Director Dr Thomas Duthy

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

“That Dr Thomas Duthy, having been nominated in accordance with clause 123 of the Constitution and being eligible, is elected as a Director.”

To deal with any other business that may be properly brought forward.

Simon Gray
Company Secretary
Adelaide
Dated: 29 September 2026

NOTES

Please note that you are strongly encouraged to lodge proxy votes for the Meeting. The Meeting will commence at 10:30am (Adelaide time) on 29 October 2026.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Written questions for the Auditor may be forwarded to reach the Company no later than 5:00 pm (Adelaide time) on Thursday, 22 October 2026.

Annual Report

In accordance with amendments to the *Corporations Act 2001*, the Company is no longer required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders who do not receive a printed copy of the Company's Annual Report may view the report on its website at www.nova-eye.com/investors.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of Nova Eye Medical Limited (the Company) in connection with the business to be conducted at the Annual General Meeting to be held at 10:30am (Adelaide time) on Thursday, 29 October 2026.

Financial Statements and Reports

The financial statements of the Company and its controlled entities for the year ended 30 June 2026 and the Directors' Report and Auditor's Report are set out in the Nova Eye Medical Limited Annual Report 2026.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders to approve these Reports.

This item is intended to provide an opportunity for shareholders to raise questions on the Reports and on the performance of the Company generally. In addition, a reasonable opportunity will be given to members of the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Annual General Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

The Remuneration Report is in the Directors' Report section of the Company's Annual Report. By way of summary, the Remuneration Report:

- a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and key management personnel;
- b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- c) sets out remuneration details for each Director and each of the Company's key management personnel named in the Remuneration Report for the financial year ended 30 June 2026.

The Directors recommend that Shareholders vote in **FAVOUR** of Resolution 1.

Section 250R(2) of the Corporations Act 2001 (Corporations Act) requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chair) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Key management personnel of the Company are the Directors 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 key management personnel for the financial year to 30 June 2026. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependents, and companies they control.

Resolution 2 – Re-election of Director Rahmon Coupe

Clause 117 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office and that a Director that so retires is eligible for re-election. Additionally, Listing Rule 14.4 provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or three (3) years following that Director's last election or appointment. The retirement rules do not apply to the managing director.

Mr Rahmon Coupe was last re-elected as a Director at the 2023 Annual General Meeting. Rahmon Coupe retires by rotation in accordance with the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Coupe is an Independent Director of the Company. Details of his qualifications and experience are set out in the Company's 2026 Annual Report.

Board Recommendation

The Board (excluding Rahmon Coupe because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 2 to re-elect Mr Coupe as a Director.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Director Dr Thomas Duthy

Dr Thomas (Tom) Duthy, B.Sc. (Hons), PhD, MBA, MAICD, has extensive experience in investor relations, corporate development and capital markets, with a particular focus on ASX-listed healthcare, biotechnology, medical device and technology companies. He is the founder of Nemean Group and has advised a range of listed and private companies on investor relations, capital structuring, initial public offerings, mergers and acquisitions and other strategic corporate transactions. Prior to establishing Nemean, Dr Duthy was Global Head of Investor Relations and Corporate Development at Sirtex Medical Limited and a member of its Senior Leadership Team. He previously spent ten years as a sell-side Healthcare and Biotechnology analyst at Taylor Collison Limited. Dr Duthy's qualifications and professional memberships include a Bachelor of Science with Honours, a PhD, an MBA and membership of the Australian Institute of Company Directors.

Dr Duthy is currently Non-Executive Chairman of OncoSil Medical Limited. His previous directorships over the last three years were Arovella Therapeutics, Neurotech International, Neurizon Therapeutics and Invex Therapeutics.

Dr Duthy has consented to act as a Director of the Company if elected. The Company has undertaken appropriate background checks in relation to Dr. Duthy, and the Board considers that, if elected, Dr Duthy will qualify as an independent Director of the Company.

Board Recommendation

The Board considers that Dr Duthy's skills and experience will enhance the Board's ability to perform its role.

The Board recommends that Shareholders vote in FAVOUR of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

SCHEDULE 1

Glossary

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

Board means the board of directors of the Company;

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

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or of the member's spouse;
- d) 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 dealings with the entity;
- e) a company the member controls; or
- f) a person prescribed as such by the Corporations Regulations 2001 (Cth);

Company means Nova Eye Medical Limited ACN 007 702 927;

Constitution means the existing constitution of the Company;

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

Director means a director of the Company;

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes 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);

Meeting means the meeting of shareholders convened by the Notice;

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

Share means a fully paid ordinary share in the Company.



NOVAEYE
MEDICAL

Nova Eye Medical Limited
ACN 007 702 927

EYE

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

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (ACDT) on Tuesday, 27 October 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



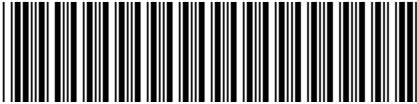
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

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

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

☐ the Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Nova Eye Medical Limited to be held at The Kent Town Hotel, 76 Rundle Street, Kent Town, SA 5067 on Thursday, 29 October 2026 at 10:30am (ACDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director Rahmon Coupe	☐	☐	☐
Resolution 3	Election of Director Dr. Thomas Duthy	☐	☐	☐

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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