



# Notice of Annual General Meeting

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Friday 27 November 2020  
at 2.00 pm (Adelaide time)

**SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON**

Due to the COVID-19 pandemic the Annual General Meeting will be held as a virtual meeting via webcast. This is to comply with Australian Government regulations on gatherings and to ensure the health and safety of shareholders. Details on attending the Annual General Meeting and on online voting are contained in this Notice of Annual General Meeting.

Notice is given that the Annual General Meeting of the shareholders of Nova-Eye Medical Limited (the Company) will be held virtually on an online platform commencing at 2:00pm (Adelaide Time) Friday 27 November 2020. Details of how to participate in the live webcast are set out below.

### **Important Notice – changes to meeting procedure due to COVID-19**

The Board advises that due to the current restrictions on public gatherings in relation to COVID-19 the Company is not able to allow shareholders to attend the Company's Annual General Meeting (**AGM**) in person. The AGM will therefore be held via a fully virtual webcast. Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via webcast must email the Company Secretary at [info@nova-eye.com](mailto:info@nova-eye.com) by 11.00 am (Adelaide time) on 27 November 2020 to register, and will then be provided with log in details, including a password for the AGM.

The Company is following the health advice of the Australian Government and has taken these steps in the interests of the health and safety of its shareholders, employees, and the broader community.

The Company appreciates the understanding of its shareholders as it navigates this difficult situation.

### **Voting on Resolutions**

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes for the AGM.

Voting will be conducted online via the Lumi platform available at <https://web.lumiagm.com/> using Meeting ID **394-799-822**

Shareholders and proxyholders will be able to vote in real time at the AGM online by:

- visiting [www.web.lumiagm.com](http://www.web.lumiagm.com) on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); and
- entering the unique Meeting ID.

Online voting registration will commence 30 minutes prior to the start of the AGM. For full details on how to log on and vote online, please refer to the user guide which can be accessed at [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

Shareholders with multiple holdings will either need to log into Lumi under each SRN or HIN to vote live at the AGM or cast their vote on other holdings ahead of the AGM via proxy vote.

Proxy votes must be received by 2.00pm (Adelaide time) on Wednesday 25 November 2020. Instructions on how to lodge proxy votes (which include the ability to lodge proxies electronically) are set out in this Notice of Meeting.

### **Participation in the meeting**

Shareholders are strongly encouraged to submit any questions they may have of the Company in writing to the Company Secretary at [info@nova-eye.com.au](mailto:info@nova-eye.com.au) by 1.00pm (Adelaide time) on Friday 20 November 2020. Alternatively, you may submit questions during the meeting using

the Chat function on the webcast dashboard. Questions via the Chat function will be directed to the host for answering. Due to the difficulties of having a large number of attendees on a webcast, participants will be on listen-only mode and will not have the opportunity to speak during the call.

The Directors will be providing an address at the AGM. The address will be available on the Company's website at [www.nova-eye.com/investors](http://www.nova-eye.com/investors).

### **Technical Difficulties**

Technical difficulties may arise during the course of the Meeting. The chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the chair considers it appropriate, the chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 2.00pm (Adelaide time) on 25 November 2020 even if they plan to attend the Meeting online.

# Agenda

## 1— Accounts & Reports

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2020 and the related Directors' Reports, Directors' Declarations and Auditor's Report.

The electronic copy of the 2020 Annual Report is available to download or view on the company website at the following address:

[www.nova-eye.com/investors](http://www.nova-eye.com/investors)

The 2020 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 the Remuneration Report in the 2020 Annual Report of the Company be adopted.

### Voting Exclusion:

A vote on Resolution 1 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 Resolution 1 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**

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 Thomas (Tom) Spurling**

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

“That, Mr Thomas Spurling, having been appointed a Director of the Company on 31 August 2020 who retires in accordance with clause 121 of the Company’s Constitution and being eligible and offered himself for election, be elected as a Director of the Company.”

## **Other Business**

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

Simon Gray

Company Secretary

Adelaide

Dated: 26 October 2020

## NOTES

### How to Vote

Please note that you are strongly encouraged to lodge proxy votes for the AGM. The AGM will commence at 2.00 PM (Adelaide time) on 27 November 2020.

Shareholders who participate in the live webcast may vote on each resolution in real time during the Meeting. Details on how to vote during the webcast are set out in the Online Shareholders' Meeting Guide which can be accessed at [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide).

### Voting by Proxy

To record a valid proxy vote, shareholders will need to take the following steps:

- Cast your vote online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the proxy form; or
- Complete and lodge the Proxy Form (and the power of attorney or other authority, if any under which it is signed, or a certified copy of it) at:
  - the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - Custodian voting – for Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

so that it is received no later than 2 pm (Adelaide Time) on 25 November 2020.

### Determination of who is entitled to vote

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date and time to determine the identity of those Shareholders entitled to attend and vote at the Meeting. The time is 6.30pm (Adelaide time) on 25 November 2020.

### Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Questions to the Auditors in writing may be forwarded to reach the Company no later than 5pm (Adelaide time) on 20 November 2020.

### 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](http://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 2:00 pm (Adelaide time) on Friday 27 November 2020.

## Financial Statements and Reports

The financial statements of the Company and its controlled entities for the year ended 30 June 2020 and the Directors' Report and Auditor's Report are set out in the Nova-Eye Medical Limited Annual Report 2020.

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 of 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 Extraordinary 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 2020.

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 Chairman 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 Chairman) 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 Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman'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 2020. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

### **Resolution 2 — Re-election of Director Rahmon Coupe**

Rahmon Coupe is 58 years old and was appointed an Independent Director on 15 May 2013. Mr. Coupe is Chief Executive Officer and Director of YourAnswer International Pty Limited, an export-focussed company providing technology services to e-commerce companies. Mr. Coupe has more than 35 years' experience in the areas of corporate management, intellectual property management, contract negotiation, business development and engineering and has worked across a diverse range of industries, including information technology and the internet, life sciences and public broadcasting. Mr Coupe has held various project and engineering management roles for government research-based organisations, including the Defence Science and Technology Organisation (DSTO). Mr Coupe holds an Honours Degree in Electrical and Electronic Engineering from the University of Adelaide and was awarded the Ernst & Young Entrepreneur of the Year in Technology and Emerging Industries for the Central Region of Australia in 2009. He is currently a member of the Remuneration Committee and the Audit & Risk Committee.

Mr Coupe beneficially holds 914,400 shares as at 28 August, 2020.

### **Board Recommendation**

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

The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

### **Resolution 3 — Election of Director Thomas (Tom) Spurling**

Mr Spurling is 58 years old and previously served as the Chief Executive Officer of Ellex Medical Lasers from 2011-2019 and currently acts as a consultant to Nova Eye Medical. Tom has close to 30 years of senior executive experience serving in a range of commercial and management roles in Australia and the United States. Mr Spurling is also a director of Sparc Technologies Limited, a company that, subject to shareholder approval, is planning to list on the Australian Securities Exchange during November 2020. Mr Spurling holds a Bachelor of Economics from



the University of Adelaide and is a member of the Institute of Chartered Accountants of Australia and New Zealand

Mr Spurling beneficially holds 347,713 shares as at 28 August, 2020

**Board Recommendation**

The Board (excluding Tom Spurling because of his interest) unanimously recommends that shareholders vote in FAVOUR of Resolution 3 to elect Tom Spurling as a Director.

The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

## 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

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (Adelaide time) Wednesday 25 November 2020**

# 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 184644**

**SRN/HIN:**

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

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Nova Eye Medical 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 Nova Eye Medical Limited to be held online via webcast with online voting available via <https://web.lumiagm.com> with meeting ID 394-799-822 on Friday, 27 November 2020 at 2:00 pm (Adelaide time) 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 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 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 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
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Rahmon Coupe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director, Thomas Spurling	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number	Email Address
<input type="text"/>	<input type="text"/>

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