

2 October 2025

Dear Shareholder,

**2025 Annual General Meeting**

On behalf of the Board of Directors of Nanosonics Limited (**Nanosonics** or the **Company**), I have pleasure in providing notice of the Company's Annual General Meeting (**AGM** or the **Meeting**).

The meeting will be a hybrid meeting at the Company's offices identified below in this Notice of Meeting. For those shareholders that wish to attend the Meeting online, the AGM will be made accessible to shareholders (and their duly appointed proxies, attorneys and corporate representatives) via an online platform, which will include a facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. Details of that online platform (including how to access it) are set out in the Notice of Meeting.

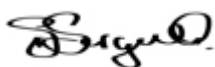
Shareholders are encouraged to lodge a proxy ahead of the meeting, even if they intend to attend the meeting online. If you are unable to attend the meeting, I invite you to appoint a proxy to attend and vote on your behalf, in accordance with the instructions contained in the Notice of Meeting.

The Explanatory Notes accompanying this Notice of Meeting are part of this Notice of Meeting and provide additional information on the matters to be considered at the AGM.

You are welcome to submit questions you may have for the Company or its Auditor in advance of the Meeting. A form for this purpose is available on [www.investorvote.com.au](http://www.investorvote.com.au) and should be submitted to the Company on or before Friday, 31 October 2025 at the address provided at the end of the form.

The Nanosonics 2025 Annual Report and subsequent announcements made by the Company to the ASX are available from the Investor Centre on 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 should have received it in the post. Shareholders who have elected to receive Share Registry communications electronically should have already received an email with a link to the Annual Report.

Yours sincerely,  
**Nanosonics Limited**



**Steve Sargent**  
Non-Executive Chairman

## NOTICE OF THE 2025 ANNUAL GENERAL MEETING

The 2025 Annual General Meeting (**AGM** or the **Meeting**) of shareholders of Nanosonics Limited (**Nanosonics** or the **Company**) will be held on Wednesday, 5 November 2025 commencing at 11.00am (AEDT). The Meeting will be held as a hybrid meeting in person at Level 1, Building A, 7-11 Talavera Road, Macquarie Park NSW 2113 and online, the details for which are set out below. Registration of attendees will commence at 10.30am (AEDT).

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 (which form part of this Notice of Meeting). A Proxy Form also accompanies this Notice of Meeting.

### ATTENDING THE MEETING ONLINE

If you choose to attend the meeting online, you must use the online Meeting platform to attend, participate in and vote at the meeting (for those entitled to do so).

To attend and participate in the meeting online, you can log in to the online Meeting platform by entering the following URL <https://meetnow.global/MWK9R5D> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting at 10.30am (AEDT) on Wednesday, 5 November 2025. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxy holders will need to contact Computershare prior to the meeting to obtain their unique email invitation link in accordance with the instructions set out below.

To participate in the meeting online, follow the instructions below to access the online platform.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxy holders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their unique email invitation link.
3. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder, select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

Once you have logged in to the online platform, you can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

Please read the "Online Meeting User Guide" at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide) for further instructions on how to participate in the meeting and vote and ask questions online. We recommend that you read this guide carefully before the AGM to ensure your technology is ready (for example to ensure that your internet browser is compatible with the online portal).

### BUSINESS OF AGM

#### 2025 Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2025.

**Note:** No resolution is required for this item of business and, accordingly, no vote will be held on this item.

### **Resolution 1 – Re-election of a Director, Mr Steven Sargent**

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

*That Mr. Steven Sargent, being eligible for re-election (and offering himself for re-election), be re-elected as a Director.*

### **Resolution 2 – Election of a Director, Mr Gerard Dalbosco**

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

*That Mr Gerard Dalbosco, who was appointed to fill a casual vacancy on the Board on 14 January 2025 being eligible for election (and offering himself for election), be elected as a Director.*

### **Resolution 3 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following advisory, non-binding resolution (in accordance with section 250R(3) of the Corporations Act) as an ordinary resolution:

*That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2025 (as contained in the Directors' Report) be adopted.*

**Note:** In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this item of business. See the section headed 'Voting Exclusion Statements' in the Explanatory Notes for further details.

### **Resolution 4 – Issue of 59,233 Service Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh's 2025 Short Term Incentive grant (FY25 STI) and under the Nanosonics Equity Plan**

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

*That approval be given under and for the purpose of ASX Listing Rule 10.14 and for all other purposes for the issue of 59,233 Service Rights to Nanosonics' Chief Executive Officer and President, Mr Michael Kavanagh, under the Nanosonics Equity Plan in respect of Mr Kavanagh's FY25 STI, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting and the Nanosonics Equity Plan Rules (as amended from time-to-time).*

**Note:** A voting exclusion statement applies to this item of business. See the section headed 'Voting Exclusion Statements' in the Explanatory Notes for further details.

### **Resolution 5 – Issue of 405,184 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh's 2025 Long-Term Incentive grant (FY26 LTI) and under the Nanosonics Equity Plan**

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

*That approval be given under and for the purpose of ASX Listing Rule 10.14 and for all other purposes for the issue of 405,184 Performance Rights to Nanosonics' Chief Executive Officer and President, Mr Michael Kavanagh, under the Nanosonics Equity Plan in respect of Mr Kavanagh's FY26 LTI, on the terms and conditions set out in the Explanatory Notes accompanying this Notice of Meeting and the Nanosonics Equity Plan Rules (as amended from time-to-time).*

**Note:** A voting exclusion statement applies to this item of business. See the section headed 'Voting Exclusion Statements' in the Explanatory Notes for further details.

### Resolution 6 – Approval of the Nanosonics Global Employee Share Plan

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

*That, for the purpose of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, the Nanosonics Global Employee Share Plan (Global Plan), the terms and conditions of which are summarised in the Explanatory Notes accompanying this Notice of Meeting, be approved and the issue of securities pursuant to the Global Plan as an exception to ASX Listing Rule 7.1 (including the maximum number of securities proposed to be issued under the Global Plan within the 3-year period from the date of the passing of this Resolution as described in the Explanatory Notes) be approved.*

**Note:** A voting exclusion statement applies to this item of business. See the section headed ‘Voting Exclusion Statements’ in the Explanatory Notes for further details.

### VOTING EXCLUSION STATEMENTS

The Corporations Act and the ASX Listing Rules (as applicable) require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, in respect of certain Resolutions that will be put to Shareholders at the Meeting. The persons that are excluded from voting on each Resolution (if any) are described below.

In respect of **Resolution 3** (Adoption of Remuneration Report), a vote must not be cast, and the Company will disregard any votes cast, on Resolution 3:

- by or on behalf of a person who is a member of Key Management Personnel whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a person, in any capacity (including as a proxy); or
- by any person who is a member of Key Management Personnel as at the time Resolution 3 is voted on at the Meeting, or a Closely Related Party of such a member of Key Management Personnel, as a proxy, unless the vote is cast as proxy on behalf of a person otherwise entitled to vote on Resolution 3:
  - in accordance with the express direction of the appointor; or
  - by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 3 and expressly authorises the Chair to exercise the proxy in respect of Resolution 3 as the Chair sees fit even though the resolution is connected directly or indirectly with the remuneration of a member of KMP.

The **Key Management Personnel** or **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 KMP during the financial year to 30 June 2025 are identified in the Remuneration Report contained in the Directors’ Report for the year ended 30 June 2025.

Closely-related parties are defined in the Corporations Act, and include certain family members, dependents and companies the KMP control.

In respect of **Resolutions 4** (relating to the issue of Service Rights to Mr Kavanagh) and **5** (relating to the issue of Performance Rights to Mr Kavanagh), the Company will disregard any votes cast in favour of either Resolution by or on behalf of Mr Kavanagh or any of his Associates, regardless of the capacity in which the vote is cast.

However, the Company will not disregard any such vote in favour of Resolution 4 or 5 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the Chair to vote on that Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast (and the Company will disregard any vote cast) on Resolution 4 or 5 by a member of the KMP (as at the time the relevant Resolution is voted on at the Meeting), or a Closely Related Party of that member of the KMP, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on the relevant Resolution:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on the relevant Resolution and expressly authorises the Chair to vote the proxy votes the subject of that proxy appointment on the relevant Resolution as the Chair sees fit, even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In respect of **Resolution 6** (relating to approval of the Global Plan), the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is eligible to participate in the Global Plan and their Associates (each person being a **Restricted Voter**). However, the Company will not disregard a vote cast in favour of Resolution 6 by a Restricted Voter if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a vote must not be cast (and the Company will disregard any vote cast) on Resolution 6 by a member of the KMP (as at the time the Resolution is voted on at the Meeting), or a Closely Related Party of that member of the KMP, as a proxy, unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 6:

- in accordance with the express direction of the appointor; or
- by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 6 and expressly authorises the Chair to vote the proxy votes the subject of that proxy appointment on Resolution 6 as the Chair sees fit, even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

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## QUORUM

The Company's Constitution provides that two Shareholders who are present at the meeting and entitled to vote on a Resolution at the meeting constitutes a quorum for the meeting.

## GENERAL BUSINESS

Any other business proposed in accordance with the Company's Constitution and applicable law will be considered, as appropriate and/or required.

## VOTING ENTITLEMENTS

For the purpose of section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that, for the purposes of the Meeting, Shares will be taken to be held by the holders registered as at 11:00am (AEDT) on Monday, 3 November 2025. Shareholders so registered at that time are, subject to the applicable voting exclusions set out in this Notice of Meeting, entitled to attend and vote at the AGM (whether themselves or by their duly appointed proxy, attorney or corporate representative). This means that transfers of Shares registered after that time will be disregarded in determining entitlements to attend the AGM and vote on the Resolutions.

## VOTING

Each of the Resolutions set out in this Notice of Meeting will be decided by a poll in accordance with the Constitution and section 250JA of the Corporations Act.

## PROXIES

A Shareholder may appoint a proxy for the meeting by following the instructions set out below and on the Proxy Form accompanying this Notice of Meeting. For a proxy appointment to be effective, a completed Proxy Form (and, if applicable, any Power of Attorney or other authority under which the Proxy Form is signed), must be received by Computershare in accordance with the instructions on the Proxy Form at the postal or website address or fax number below, or a proxy appointment must be validly lodged online, in each case, **not later than 11.00am (AEDT) on Monday, 3 November 2025 (being at least 48 hours prior to the Meeting)**. Any Proxy Form received, or proxy appointed online, after this time will not be valid for the purpose of the Meeting.

<b>By mail:</b>	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia
<b>By facsimile:</b>	1800 783 447 (within Australia) +61 (3) 9473 2555 (outside Australia)
<b>Online:</b>	Using the website maintained by the Company's Share Registry at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or, by Intermediary Online subscribers only, at <a href="https://www.intermediaryonline.com">https://www.intermediaryonline.com</a>

To lodge a proxy online, 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 shareholder 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 on behalf of the shareholder. A proxy need not be a shareholder of the Company and can be an individual or body corporate. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights that each proxy is entitled to exercise. If the Shareholder appoints two proxies and does not specify each proxy's voting rights, the voting rights are deemed to be 50% of the total number of Shares the subject of the proxy appointment for each proxy. Fractions of votes are to be disregarded.

A proxy may decide whether to vote on a Resolution, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on a Resolution, the proxy may only vote on the Resolution as directed. If a proxy is not directed how to vote on a Resolution, the proxy may vote on that Resolution as they determine (subject to any applicable voting exclusions set out in this Notice Meeting).

If a Shareholder lodges a Proxy Form or appoints a proxy online but fails to nominate a proxy, the Shareholder will be taken to have appointed the Chair of the Meeting as the Shareholder's proxy by default.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending and voting at the Meeting. If the Shareholder appoints a proxy in respect of a Resolution but nonetheless attends the Meeting and votes on that Resolution, the authority of that Shareholder's proxy to vote on that Resolution on the Shareholder's behalf will be automatically suspended.

If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy. Please contact Computershare to obtain the relevant corporate representative appointment documentation. You will require the shareholding details of the body corporate, including the SRN or HIN and registered address for the shareholding to obtain the corporate representative documentation.

A Proxy Form signed under a power of attorney or other authority (if any) must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.

#### **DIRECTING YOUR PROXY HOW TO VOTE**

You can direct your proxy how to vote on a Resolution by marking the "for", "against" or "abstain" boxes on the Proxy Form or, if the proxy is appointed online, by directing the proxy how to vote on the relevant Resolution in accordance with the instructions on the website. If you have appointed someone other than the Chair as your proxy and you do not direct them how to vote, that person may vote, or abstain from voting, at their discretion (except where the proxy is required by law or the Constitution to vote, or abstain from voting, in his or her capacity as proxy, including to comply with the applicable voting exclusions set out in this Notice of Meeting). If a proxy is directed how to vote on a Resolution, the proxy may only vote on that

Resolution as directed. If a proxy is not directed how to vote on a Resolution, the proxy may vote as they determine, subject to the applicable voting exclusions set out in this Notice of Meeting.

If the abstention box for any Resolution is marked on the Proxy Form (or selected in an online proxy appointment), the proxy will be directed not to vote on a poll and the relevant Shares will not be counted in calculating the required majority on the poll for that Resolution.

#### **NO DIRECTION AND APPOINTING THE CHAIR AS YOUR PROXY**

The Chair intends to vote all available (including undirected) proxies in favour of all Resolutions (subject to the applicable voting exclusions described above), including Resolutions 3, 4, 5 and 6. You should note that if you appoint the Chair as your proxy, or the Chair is appointed as your proxy by default, you will be taken to have expressly authorised the Chair to exercise the proxy in respect of each applicable Resolution as the Chair sees fit, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In particular, Shareholders should note that, if a Shareholder appoints the Chair as its proxy, or if the Chair is appointed as that Shareholder's proxy by default, in relation to Resolutions 3, 4, 5 and/or 6 and the Shareholder does not mark the "for", "against" or "abstain" box opposite the relevant item on the Proxy Form (or, if the proxy is appointed online, does not direct the proxy how to vote on the relevant Resolution in accordance with the instructions on the website), by signing the Proxy Form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), the Shareholder will be deemed to have authorised the Chair to vote the Shares the subject of the Shareholder's proxy appointment in favour of the relevant Resolution, and the Chair may vote those Shares in this way, even though that Resolution is connected directly with the remuneration of members of Key Management Personnel.

In exceptional circumstances, the Chair may change their voting intention, in which case an ASX announcement will be made by the Company.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention (subject to the applicable voting exclusions described above) or to abstain from voting on a Resolution. To do so, simply mark your voting (or abstention) directions on the Proxy Form before you return it or, if the proxy is appointed online, direct the proxy how to vote on (or abstain from voting on) the relevant Resolution in accordance with the instructions on the website.

#### **RESOLUTIONS**

In accordance with the Corporations Act and the Constitution, in order for each of Resolutions 1, 2 and 4-6 to be passed, it must be passed as an ordinary Resolution. This means that each of these Resolutions must be passed by more than 50% of the votes cast by (or on behalf of) shareholders who are entitled to vote on the Resolution. In accordance with section 250R(3) of the Corporations Act, Resolution 3 is an advisory, non-binding resolution, as explained in the Explanatory Notes in respect of Resolution 3 below.

#### **DEFINED TERMS**

Words that are defined in the Glossary at the end of the Explanatory Notes have the same meaning when used in this Notice of Meeting (and the Explanatory Notes) unless the context otherwise requires.

Dated in Sydney this 2 October 2025.

**BY ORDER OF THE BOARD**



**Matthew Carbines**  
Company Secretary

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## EXPLANATORY NOTES

These Explanatory Notes are an explanation of, and contain information about, the Resolutions to be considered at the Nanosonics Limited (**Nanosonics** or the **Company**) Annual General Meeting (**AGM** or the **Meeting**) to be held on Wednesday, 5 November 2025 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 in conjunction with it.

### Items of Business

#### 2025 Reports (Financial Report, Directors' Report and Auditor's Report)

The Corporations Act requires that the Financial Report (which includes the financial statements and the Directors' declaration, the Directors' Report and the Auditor's Report) for the year ended 30 June 2025 to be laid before the AGM.

Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, these reports and the management of the Company. Shareholders will also be given an opportunity to ask a representative of the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Nanosonics in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

A copy of the Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) is available on the Company's website at <https://www.nanosonics.com.au/> in the Investor Centre section or may be requested from the Company Secretary. There is no requirement for a formal resolution on this item and, accordingly, there will be no formal resolution put to, and no vote on this item at, the meeting.

#### Resolution 1 – Re-election of a Director, Mr Steven Sargent

Mr Steven Sargent was appointed as a Non-Executive Director of the Company in July 2016, and was appointed Chairman in July 2022.

Mr Sargent had a 22-year career with General Electric and has extensive multi-industry, global experience across a range of industries including healthcare, energy and financial services across the USA, Europe and Asia Pacific. Mr Sargent is currently a Director of Ramsay Health Care Limited (ASX:RHC), and Ramsay Generale de Sante (GDS.PA). Mr Sargent's unlisted board roles include acting as a Director of the Great Barrier Reef Foundation and Chairman of The Origin Energy Foundation. Previously, Mr Sargent was a Director of Origin Energy Limited (ASX:ORG), a Director of OFX Group Limited (ASX: OFX), a Director of Veda Group, a Director of Bond University and a Director of the Business Council of Australia.

Mr Sargent currently serves as the Chairman of the Nomination Committee and a member of each of the Audit & Risk Committee, the People & Culture, Safety and Remuneration Committee and the Innovation & Development Committee.

The Board (with Mr Sargent abstaining) considers that, having regard to all relevant factors Mr Sargent is (and, if re-elected at the Meeting, will qualify as) an independent Director.

#### **Directors' Recommendation:**

The Board, excluding Mr Sargent, considers that Mr Sargent continues to be a valuable contributor to the Board in light of the extensive skills, knowledge and experience that he brings to the Board and his role as

Chairman, and recommends (including for the purpose of rule 20.6 of the Constitution) that shareholders vote in favour of Resolution 1.

## **Resolution 2 – Election of a Director, Mr Gerard Dalbosco**

Mr Dalbosco joined the Nanosonics Board in January 2025 following a distinguished executive career, most notably at EY, where he held leadership roles which included Oceania Managing Partner & CEO, Asia Pacific Managing Partner – Markets & Joint Deputy CEO, and Oceania Managing Partner – Transaction Advisory Services. Mr Dalbosco retired from EY in 2020.

Mr Dalbosco's previous governance roles include Mercy Health & Aged Care, Berry Street Victoria and the Committee for Melbourne. Mr Dalbosco is currently a Non-executive Director at Medibank Private Ltd and serves as Chair of Melbourne Archdiocese Catholic Schools. He is also Chair of the Gillespie Family Council & Gillespie Family Foundation (founders/owners of Bakers Delight).

Mr Dalbosco currently serves as a member of the People & Culture, Safety and Remuneration Committee and is the Chairman of the Audit & Risk Committee.

Since retiring from EY, Mr Dalbosco has held no role with EY nor received any ongoing payments from EY as part of any retirement plan. Further, Mr Dalbosco did not have any dealings with Nanosonics as part of any of his roles with EY. Mr Dalbosco had no involvement in the selection of EY as the Company's statutory auditor, which pre-dated his appointment to the Board. The Board (with Mr Dalbosco abstaining) does not consider that Mr Dalbosco's background as a former EY partner has any impact on his independence, and considers him to be (and considers that, if elected at the Meeting, he will qualify as) an independent Director.

Mr Dalbosco, who was appointed as a Director by the Board since the Company's last annual general meeting, will retire as a Director at the Meeting and, being eligible, offers himself for election as a Director at the meeting.

The Company has conducted appropriate checks into Mr Dalbosco's background and experience and those checks have not revealed any information of concern.

### ***Directors' Recommendation:***

The Board, excluding Mr Dalbosco, considers that Mr Dalbosco is a valuable addition to the Board in light of the particular skills, knowledge and experience that he brings to the Board and recommends that shareholders vote in favour of Resolution 2.

## **Resolution 3 – Adoption of Remuneration Report**

The Company is required to put a resolution to its Shareholders to adopt (by way of a non-binding, advisory vote) the Remuneration Report at the Meeting in accordance with section 250R(2) of the Corporations Act. That resolution is Resolution 3.

The Remuneration Report is contained in the Directors' Report, which forms part of the Annual Report. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 3 is advisory only and does not bind the Directors or the Company. Shareholders will be given a reasonable opportunity to ask questions and make comments concerning the Remuneration Report during the AGM.

If 25% or more of the eligible votes cast on this Resolution are against the adoption of the Remuneration Report and, at the next annual general meeting of the Company, 25% or more of votes cast on the resolution

to adopt the remuneration report for FY26 are against the adoption of that remuneration report, a 'spill resolution' will then be put to Shareholders at that annual general meeting. If more than 50% of the votes cast on that 'spill resolution' are in favour of the 'spill resolution', then an extraordinary general meeting of the Company will be held within 90 days after that annual general meeting, at which the Directors (other than the Managing Director) who were in office on the date of issue of the Company's remuneration report for FY26 must retire and stand for re-election.

A voting exclusion statement applies to Resolution 3, as set out in the Notice of Meeting.

**Directors' Recommendation:**

Noting that each Director has a personal interest in his or her own remuneration from the Company, the Board unanimously recommends that shareholders vote in favour of Resolution 3. As noted in the Notice of Meeting, the Chair intends to vote all available (including undirected) proxies in favour of Resolution 3 (subject to the applicable voting exclusions set out in the Notice of Meeting).

**Resolution 4 – Issue of 59,233 Service Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh's 2025 Short Term Incentive grant (FY25 STI) and under the Nanosonics Equity Plan**

Shareholder approval is sought for the issue of 59,233 Service Rights to Mr Michael Kavanagh, Nanosonics' Chief Executive Officer and President, in respect of Mr Kavanagh's FY25 STI and under the terms and conditions of the Nanosonics Equity Plan, which was last approved by shareholders for the purpose of ASX Listing Rule 7.2 (Exception 13) at the 2023 AGM (**Nanosonics Equity Plan**), the material terms and conditions of which are summarised below. As explained below, the FY25 STI has already been earned by Mr Kavanagh and fifty percent of his FY25 STI has already been paid in cash. The balance of Mr Kavanagh's FY25 STI (being \$248,848) (**FY25 STI Entitlement Balance**) will, subject to Resolution 4 being passed, be awarded in the form of Service Rights, which will vest on 31 August 2026. The service condition described in the 'FY25 STI Terms' table below will apply until the Vesting Date. Once vested, these Service Rights will be subject to an exercise restriction for a further 12 months to 31 August 2027.

Under ASX Listing Rule 10.14, an issue of securities (including the Service Rights the subject of this Resolution 4) to a director under an employee incentive scheme is required to be approved by shareholders (subject to limited exceptions). Mr Kavanagh is a director of Nanosonics and, therefore, shareholder approval is being sought for the purpose of ASX Listing Rule 10.14. Approval of Resolution 4 for the purpose of ASX Listing Rule 10.14 will also result in any Service Rights the subject of Resolution 4 issued to Mr Kavanagh being excepted from the restriction in ASX Listing Rule 7.1. Accordingly, if Resolution 4 is passed by shareholders, the issue of Service Rights the subject of Resolution 4 (and any new ordinary shares issued to Mr Kavanagh on satisfaction of those Service Rights) will be excluded for the purpose of calculating Nanosonics' annual 'placement capacity' limit under ASX Listing Rule 7.1 and will therefore not count towards the annual 15% new security issue capacity availability to the Company under that ASX Listing Rule.

**Background**

In respect of the FY25 STI, the Board, after considering prior performance, market conditions and approved budgets, set two Group financial metrics with a total 60% weighting, being Profit Before Tax (PBT) and Global Total trophon Units. Each of the Group financial metrics included a measure for threshold, target and stretch performance outcomes. The remaining 40% weighted metrics were operational in nature and aligned with the Board's business priorities.

The Board determined that Mr Kavanagh achieved an overall STI outcome of 90.9% against target (comprising 61.8% financial and 29.1% in respect of the individual operational metrics), which represented 60.6% of the potential maximum outcome (comprising 41.2% financial and 19.4% in respect of the individual operational metrics).

Additional detail in respect of the FY25 STI outcomes is set out in section 5.2 of the Remuneration Report.

Service Rights were chosen by the Company as the form of the equity component of the FY25 STI (including Mr Kavanagh's FY25 STI grant the subject of Resolution 4) as they provide alignment between the interests of the Company's executives and Shareholders but do not provide the executives with the full benefits of share ownership unless and until the Service Rights vest and are exercised. The number of Service Rights that will be granted and issued to Mr Kavanagh was calculated by dividing Mr Kavanagh's FY25 STI Entitlement Balance by the Volume Weighted Average Price (**VWAP**) of Nanosonics' shares traded on ASX during the 20 trading days following the release of the Company's FY25 full year results to the ASX (that is, over the period 26 August 2025 to 22 September 2025), which was \$4.2012 (**Service Right Face Value**). Using that methodology, the value of each Service Right is \$4.2012 (being the Service Right Face Value), with the 59,233 Service Rights having a total value of \$248,848. The actual value (if any) of the Service Rights will depend on whether the service-based vesting condition described below is satisfied, the Service Rights are ultimately exercised, and the Nanosonics share price at the time of exercise.

Mr Kavanagh is currently the only Director entitled to participate in the Nanosonics Equity Plan. As at the date of this Notice of Meeting, no Directors, other than Mr Kavanagh, have been issued any equity securities (including Service Rights) under the Nanosonics Equity Plan. Details of any securities issued under the Nanosonics Equity Plan will be published in the Annual Report of Nanosonics relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Nanosonics Equity Plan after Resolution 4 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

As at the date of this Notice of Meeting:

- (i) Mr Kavanagh has previously been granted 21,914 Service Rights and 856,017 Performance Rights under the Nanosonics Equity Plan. No acquisition price was paid by Mr Kavanagh for those Service Rights or Performance Rights. The grant and issue of these Service Rights and Performance Rights to Mr Kavanagh was previously approved by Shareholders (for the purpose of ASX Listing Rule 10.14) at the 2023 AGM held on 3 November 2023 and the 2024 AGM held on 12 November 2024; and
- (ii) [0] new Shares have been issued to Mr Kavanagh under the Nanosonics Equity Plan as a result of the vesting and exercise of 21,914 of the Service Rights referred to in paragraph (i) above and [0] Shares have been issued to Mr Kavanagh under the Nanosonics Equity Plan as a result of the exercise of 856,017 of the Performance Rights referred to in paragraph (i) above. In accordance with the terms of those Service Rights and Performance Rights, no acquisition or subscription price was paid by Mr Kavanagh for the issue of those Shares.

No other securities (as defined in the ASX Listing Rules) have been issued to Mr Kavanagh under the Nanosonics Equity Plan. For completeness, the Company has previously issued (with shareholder approval for the purpose of ASX Listing Rule 10.14) equity securities to Mr Kavanagh under the Company's "Omnibus Equity Plan" (**Omnibus Plan**). The types and number of those equity securities that Mr Kavanagh holds as at

the date of this Notice of Meeting are set out in the table in the “Mr Kavanagh’s remuneration” section below.

If shareholder approval for the issue of the Service Rights the subject of Resolution 4 is not obtained at the Meeting, then, subject to the achievement of the service-based vesting condition described below, Mr Kavanagh may, at the Board’s discretion, be entitled to receive a cash payment at the Vesting Date (defined below) of an amount equal to the FY25 STI Entitlement Balance, being \$248,848.

Details of Mr Kavanagh’s remuneration entitlements for FY25 and his interests in the Company’s securities as at 30 June 2025 can be found on pages 52, 54 and 56 of the Remuneration Report. Mr Kavanagh’s remuneration package for FY26 and the details of the equity securities that Mr Kavanagh owns or has a beneficial interest in as at the date of this Notice of Meeting are outlined below:

### Mr Kavanagh’s remuneration

Mr Kavanagh’s total remuneration package for FY26 is as follows:

- Total Fixed Remuneration (TFR): \$945,698.75 (base remuneration \$915,698.75 and superannuation \$30,000.00);
- Short-Term Incentive: Up to 60% of TFR (being \$567,419.25) at Target and 90% of TFR (being \$851,128.87) at Maximum; and
- Long-Term Incentive: Up to 90% of TFR (being \$851,128.87) at Target and 180% of TFR (being \$1,702,257.74) at Maximum.

Mr Kavanagh currently owns, or has a beneficial interest in, the following securities in the Company at the date of this Notice of AGM:

Security	How Held	Number
Unrestricted shares	Indirect	109,685
Unrestricted shares	Direct	1,256,723
Performance Rights	Under the Omnibus Plan	298,294
Service Rights	Under the Omnibus Plan	0
Options	Under the Omnibus Plan	0
Share Appreciation Rights	Under the Omnibus Plan	283,930
Performance Rights	Under the Nanosonics Equity Plan	856,017
Service Rights	Under the Nanosonics Equity Plan	21,914

### Summary of the terms of the Service Rights

The material terms of the Service Rights the subject of Resolution 4 are summarised below.

#### FY25 STI terms

<b>Maximum number of securities</b>	Each vested Service Right, if any, will convert into one ordinary share on exercise. Accordingly, the maximum number of shares that may be acquired by Mr Kavanagh on the exercise of the Service Rights the subject of Resolution 4 is 59,233 shares. Those
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	<p>shares may be, in the Board’s discretion, new shares issued to Mr Kavanagh or existing shares (including shares acquired on market) that are transferred to Mr Kavanagh, or a combination of both.</p> <p>Service Rights do not have voting rights. However, ordinary shares issued or transferred on the exercise of Service Rights have the same voting rights as the ordinary shares in capital of the Company currently on issue. Ordinary shares issued or transferred to Mr Kavanagh on the exercise of Service Rights will not be subject to a holding lock, and Mr Kavanagh will be free to deal with those shares, subject to compliance with Nanosonics’ securities trading policy and applicable laws.</p>
<b>Dividends</b>	Service Rights will be entitled to a dividend equivalent entitlement calculated at the time of exercise from the grant date. The entitlement may be delivered in additional Shares equal to the value of dividends paid since the grant date, calculated as though reinvested on the ex-dividend date.
<b>Issue price</b>	As Mr Kavanagh’s grant forms part of his STI remuneration, the Service Rights will be granted and issued to Mr Kavanagh for nil consideration.
<b>Exercise price</b>	The Service Rights have a nil exercise price.
<b>Vesting condition – Service</b>	The Service Rights will only vest if Mr Kavanagh remains in continuous employment with Nanosonics in his current or equivalent position from the date of grant to 31 August 2026 ( <b>Vesting Date</b> ) and is not working out a period of notice as at the Vesting Date (unless the Board determines otherwise in accordance with the Nanosonics Equity Plan Rules).
<b>Exercise Restriction</b>	The Service Rights that vest on the Vesting Date will be subject to a one-year exercise restriction to 31 August 2027 ( <b>Exercise Restriction End Date</b> ).
<b>Lapse</b>	Service Rights will automatically lapse if they do not vest by the Vesting Date (unless the Board determines otherwise in accordance with the Nanosonics Equity Plan Rules) or are not exercised before the Last Exercise Date.
<b>Term</b>	Service Rights will have a term ending 31 August 2035 ( <b>Last Exercise Date</b> ).
<b>Loan terms</b>	No loan will be made to Mr Kavanagh in relation to the Service Rights.
<b>Issue date</b>	If Resolution 4 is approved, the Service Rights will be issued no later than 6 months after the date of the Meeting. If shareholder approval for the issue of the Service Rights the subject of Resolution 4 is not obtained at the Meeting, then, subject to the achievement of the service-based vesting condition described above, Mr Kavanagh may, at the Board’s discretion, be entitled to receive a cash payment at the Vesting Date (defined above) of an amount equal to the FY25 STI Entitlement Balance, being \$248,848.
<b>Malus and clawback</b>	<p>If the Board becomes aware of circumstances that have resulted in an unfair or inappropriate benefit to an Executive KMP (which includes Mr Kavanagh) including:</p> <ul style="list-style-type: none"> <li>• a material misstatement or omission in the consolidated financial statements of the Group;</li> <li>• the misconduct of any Executive KMP; or</li> </ul>

- any other circumstance that the Board determines in good faith to have resulted in an unfair or inappropriate benefit to the Executive KMP, the Board may, at its absolute discretion, reduce, cancel or claw-back the Service Rights the subject of Resolution 4 or any shares issued on exercise of those Service Rights.

### Summary of the key terms of the Nanosonics Equity Plan

The Service Rights the subject of Resolution 4 will be granted under, and subject to the terms of, the Nanosonics Equity Plan. The material terms of the rules governing the Nanosonics Equity Plan (**Nanosonics Equity Plan Rules**) are summarised in the table below.

<p><b>Eligibility</b></p>	<p>Under the Nanosonics Equity Plan, the Board may, from time to time, in its discretion make Offers to eligible employees (including Executive Directors, casual employees and certain contractors) for a grant of Rights or Shares.</p> <p>Rights include options, share appreciation rights, performance rights and other rights to acquire shares, which may be subject to applicable Conditions.</p> <p>Shares include:</p> <ul style="list-style-type: none"> <li>(a) exempt share awards, which are granted for no consideration or at a discount to the market value of shares with the intention that up to \$1,000 (or such other amount which is exempted under the relevant tax laws from time-to-time) of the total value or discount will be exempt from tax;</li> <li>(b) salary sacrifice share awards, which are granted under a salary sacrifice arrangement; and</li> <li>(c) performance share awards, which are subject to Conditions.</li> </ul>
<p><b>Offer terms and conditions</b></p>	<p>The Board will determine the terms and conditions of each Offer under the Nanosonics Equity Plan, including:</p> <ul style="list-style-type: none"> <li>(a) the type of securities;</li> <li>(b) the number of securities;</li> <li>(c) any applicable Conditions;</li> <li>(d) the time when securities may vest; and</li> <li>(e) the exercise period and exercise price.</li> </ul>
<p><b>Offer limit</b></p>	<p>No Offer will be made if it exceeds the issue cap requirements under Division 1A of Part 7.12 of the Corporations Act, which provides a regime for the making of offers in connection with an employee share scheme (<b>ESS</b>). Currently, an Offer will comply with the issue cap if:</p> <ul style="list-style-type: none"> <li>(a) the number of Shares that may be issued under the offer; <i>plus</i></li> <li>(b) the number of Shares that may be issued under an ESS in connection with offers made in the prior 3 year period,</li> </ul> <p>does not exceed 5% of the total number of Shares on issue at the Offer date.</p>

<p><b>Conditions</b></p>	<table border="1"> <thead> <tr> <th data-bbox="443 280 914 331">Rights</th> <th data-bbox="922 280 1428 331">Performance Share Awards</th> </tr> </thead> <tbody> <tr> <td data-bbox="443 331 914 723"> <p>Rights may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Rights vest.</p> </td> <td data-bbox="922 331 1428 723"> <p>Performance Share Awards may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Performance Share Awards vest.</p> </td> </tr> </tbody> </table>	Rights	Performance Share Awards	<p>Rights may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Rights vest.</p>	<p>Performance Share Awards may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Performance Share Awards vest.</p>	<p>Rights and Performance Share Awards will lapse or be forfeited under the Plan (if not already lapsed or forfeited) if the applicable Conditions are not satisfied, subject to the Board’s overriding discretion.</p>
	Rights	Performance Share Awards				
<p>Rights may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Rights vest.</p>	<p>Performance Share Awards may only vest in accordance with the applicable Conditions unless the Board exercises its discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) deem the Conditions to be satisfied or waived; or</p> <p>(b) bring forward the date on which the Performance Share Awards vest.</p>					
<p><b>Exercise of Rights</b></p>	<p>A Participant may exercise Rights if:</p> <p>(a) the Rights have vested under the Plan;</p> <p>(b) the Rights have not otherwise lapsed or been forfeited under the Plan;</p> <p>(c) the Participant exercises the Rights during an open exercise window; and</p> <p>(d) the Participant pays the exercise price (if any) to the Company (subject to the Board’s discretion to allow a Participant to conduct a cashless exercise).</p> <p>If a Right is exercised accordingly, the Company may:</p> <p>(a) issue or procure the transfer of the relevant number of underlying Shares to the Participant; or</p> <p>(b) pay a cash amount to the Participant in lieu of issuing or procuring the transfer of Shares equal to the market value of the Shares that otherwise would have been issued or transferred.</p>					
<p><b>Rights attaching to Shares</b></p>	<p><i>Ranking</i></p> <p>Each Participant’s Shares issued will rank equally in all respects with all existing Shares from the date of issue, except for any disposal restrictions that apply.</p> <p><i>Rights and Bonus Issues</i></p> <p>A Participant has the right to participate in rights issues and bonus issues by the Company:</p> <p>(a) in relation to a Participant’s Shares that are registered in the Participant’s name; or</p> <p>(b) in the case of Share Awards, that are registered in the name of a trustee, once those Share Awards are allocated.</p> <p><i>Dividends</i></p> <p>A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on the Participant’s Shares that, at the closing date for determining entitlement to those dividends, are standing to the account of the Participant.</p> <p><i>Voting rights</i></p>					

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	A Participant may exercise any voting rights attaching to a Participant's Shares registered in the Participant's name or, in the case of Share Awards registered in the name of a trustee, once those Share Awards are allocated to the Participant.
<b>Disposal restrictions</b>	The Board may, in its discretion, impose any disposal restrictions in respect of Shares issued or transferred on the exercise of Rights.
<b>Cessation of employment</b>	<p><i>Good Leaver</i></p> <p>If a Participant ceases employment, the Board may determine whether the Participant is a Good Leaver. A Good Leaver is a Participant who ceases employment as a result of:</p> <ul style="list-style-type: none"> <li>(a) death</li> <li>(b) serious injury or illness which prohibits continued employment;</li> <li>(c) Retirement; or</li> <li>(d) Retrenchment, or</li> </ul> <p>who the Board determines (in its absolute discretion) is a Good Leaver.</p> <p><i>Default treatment</i></p> <p>If a Participant is a Good Leaver:</p> <ul style="list-style-type: none"> <li>(a) any vested Rights may be exercised for a 12-month period following cessation of employment, after which they will be forfeited;</li> <li>(b) any unvested Rights will be immediately forfeited;</li> <li>(c) any vested Performance Share Awards must be disposed within a 12-month period following cessation of employment, after which they will be forfeited; and</li> <li>(d) any unvested Performance Share Awards will be immediately forfeited.</li> </ul> <p>If a Participant is not a Good Leaver:</p> <ul style="list-style-type: none"> <li>(a) any Rights (whether vested or not) will be immediately forfeited; and</li> <li>(b) any Performance Share Awards (whether vested or not) will be immediately forfeited.</li> </ul> <p>Irrespective of whether the Participant is a Good Leaver or not, the Participant's Shares (and any Shares issued or transferred on the exercise of Rights as contemplated above) will no longer be subject to any disposal restrictions.</p> <p><i>Board discretion</i></p> <p>Notwithstanding the above default treatment, the Board may, in its discretion, determine that some or all of a Participant's securities:</p> <ul style="list-style-type: none"> <li>(a) lapse;</li> <li>(b) are forfeited;</li> <li>(c) vest immediately or subject to Conditions;</li> <li>(d) are only exercisable for a specified period and will otherwise lapse; and/or</li> <li>(e) are no longer subject to, or are subject to different restrictions to, some of the restrictions including Conditions and Disposal Restrictions that previously applied.</li> </ul>
<b>Change of control</b>	<p>If a change of control event occurs before a Participant's securities have vested, then the Board may, in its discretion, determine whether:</p> <ul style="list-style-type: none"> <li>(a) some or all unvested securities will vest or will lapse (whether subject to</li> </ul>

	<p>Conditions or not); or</p> <p>(b) some or all of the unvested securities will remain subject to the applicable Conditions (or substitute Conditions).</p>
<p><b>Fraud, dishonesty or material misstatement</b></p>	<p>Where a Participant (among other things) acts fraudulently, dishonestly, or is involved in a material misstatement in the Company's financial statements, the Board may determine how to treat the Participant's securities. This may include:</p> <p>(a) the Conditions applying to Securities should be altered or reset;</p> <p>(b) all or any securities shall be forfeited;</p> <p>(c) where the exercise of rights has been cash settled, that the Participant be required to repay all or part of the cash proceeds received; and</p> <p>(d) where dividends have been received in respect of Shares that have been granted to the Participant on exercise of Rights or those Shares have otherwise been disposed, that the Participant required to repay all or part of the proceeds received.</p>
<p><b>Administration of the Nanosonics Equity Plan and Board discretion</b></p>	<p>The Board may amend the Nanosonics Equity Plan Rules at any time, provided that any such amendment does not, without the written agreement of the relevant Participant, materially reduce or otherwise prejudicially affect the rights attaching to the securities that have been provided to the Participant under the Nanosonics Equity Plan Rules (and which remain subject to the Nanosonics Equity Plan Rules), other than an amendment introduced primarily for the purpose of complying with a law or requirement of a regulator, to correct any manifest error or mistake, or to take into consideration possible adverse tax implications for the Company or the Participant.</p> <p>Under the Nanosonics Equity Plan Rules, the Board may exercise any power or discretion concerning the Nanosonics Equity Plan in its absolute discretion, and may waive any provision of the Nanosonics Equity Plan Rules or any vesting conditions or restrictions that apply to securities issued under the Nanosonics Equity Plan Rules.</p>

**Directors' recommendation**

The Board, excluding Mr Kavanagh (who abstains from making a recommendation to shareholders because of his personal interest in the outcome of the Resolution), recommends that shareholders vote in favour of the Resolution. As stated in the Notice of Meeting, the Chair intends to vote all available (including undirected) proxies in favour of Resolution 4 (subject to the applicable voting exclusions described in the Notice of Meeting).

A voting exclusion statement applies to Resolution 4, as set out in the Notice of Meeting.

## Resolution 5 – Issue of 405,184 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh’s FY26 Long-Term Incentive grant (FY26 LTI) and under the Nanosonics Equity Plan

Shareholder approval is sought for the issue of 405,184 Performance Rights to Mr Michael Kavanagh, Nanosonics’ Chief Executive Officer and President, in respect of Mr Kavanagh’s FY26 LTI and under the terms and conditions of the Nanosonics Equity Plan, the material terms and conditions of which are summarised below.

As noted in the Explanatory Notes to Resolution 4 above, under ASX Listing Rule 10.14, an issue of securities (including the Performance Rights the subject of this Resolution 5) to a director under an employee incentive scheme is required to be approved by shareholders (subject to limited exceptions). Mr Kavanagh is a director of Nanosonics and, therefore, shareholder approval is being sought for the purpose of ASX Listing Rule 10.14. Approval of Resolution 5 for the purpose of ASX Listing Rule 10.14 will also result in any Performance Rights the subject of Resolution 5 issued to Mr Kavanagh being excepted from the restriction in ASX Listing Rule 7.1. Accordingly, if Resolution 5 is passed by shareholders, the issue of Performance Rights the subject of Resolution 5 (and any new ordinary shares issued to Mr Kavanagh on satisfaction of those Performance Rights) will be excluded for the purpose of calculating Nanosonics’ annual ‘placement capacity’ limit under ASX Listing Rule 7.1 and will therefore not reduce the annual 15% new security issue capacity availability to the Company under that ASX Listing Rule.

### Background

The structure of the FY26 LTI is as follows:

- **Relative Total Shareholder Return Measure (rTSR):** 50% of the FY26 LTI grant value will be based on Nanosonics’ Total Shareholder Return (TSR), measured against the TSR of the ASX Small Ordinaries constituents (100 to 300), excluding the GICS, Energy, Financials, Metal & Mining Industry and REITs sectors’ companies. This peer group of companies is aligned to Nanosonics in terms of size and industry. This metric provides a direct link between the experience of the Company’s shareholders and executive long-term rewards.
- **EPS CAGR measure:** 50% of the FY26 LTI grant value will be based on a 3-year Earnings Per Share (EPS) compound annual growth rate (CAGR) of the Company over the performance period FY26 to FY28. The Company believes that EPS CAGR ensures that LTI outcomes are closely aligned to shareholder experience and, together with the more operational focus of the STI, reflects the Company’s focus on sustainable growth over the coming years. When setting the EPS CAGR target for the 3 year Performance Period (defined below), the expected investments in R&D, and commercialisation activities associated with the CORIS launch, by the Company over the coming years were taken into account.

The Company considers that these two equally weighted measures achieve an appropriate balance between shareholder experience (rTSR) and Company performance (EPS CAGR).

Details of the vesting conditions that will apply to the Performance Rights the subject of Resolution 5, which are based on these measures, are described in the table entitled “FY26 LTI Terms” below (see the sections of the table entitled “Gate”, “Performance Conditions” and “Service Condition”)) (**Vesting Conditions**).

If Resolution 5 is approved, Mr Kavanagh will be invited to apply for 405,184 Performance Rights. These Performance Rights will be granted on the terms and conditions summarised below.

The Company uses Performance Rights as the form of the FY26 LTI (including Mr Kavanagh's FY26 LTI grant the subject of Resolution 5) because they are commonly used and well supported instruments that create long-term alignment between the interests of the Company's executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership unless and until the Performance Rights vest and are exercised.

The number of Performance Rights that will be granted and issued to Mr Kavanagh (if Resolution 5 is passed at the Meeting) was calculated by dividing \$1,702,257.74, being Mr Kavanagh's maximum entitlement to participate in the FY26 LTI, by the Nanosonics share face value determined using the VWAP of Nanosonics shares traded on ASX for the 20 trading days following the release of the Company's FY25 full year results (that is, over the period 26 August 2025 to 22 September 2025), which was \$4.2012 (**Performance Right Face Value**). Using that methodology, the value of each Performance Right is \$4.2012 (being the Performance Right Face Value), with the 405,184 Performance Rights having a total value of \$1,702,257.74. The actual value (if any) of the Performance Rights will depend on whether the Vesting Conditions described below are satisfied (or, if applicable, waived), the Performance Rights are ultimately exercised, and the Nanosonics share price at the time of exercise.

As stated in the Explanatory Notes to Resolution 4 above:

- Mr Kavanagh is currently the only Director entitled to participate in the Nanosonics Equity Plan;
- as at the date of this Notice of Meeting, no Directors, other than Mr Kavanagh, have been issued any equity securities (including Performance Rights) under the Nanosonics Equity Plan;
- details of any securities issued under the Nanosonics Equity Plan will be published in the Annual Report of Nanosonics relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14; and
- any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Nanosonics Equity Plan after Resolution 5 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

The Explanatory Notes to Resolution 4 above include details of the securities (as defined in the ASX Listing Rules) that have been issued to Mr Kavanagh under the Nanosonics Equity Plan (with shareholder approval for the purpose of ASX Listing Rule 10.14), as well as details of the equity securities previously issued under the Omnibus Plan that Mr Kavanagh still holds as at the date of this Notice of Meeting. Other than as described in the Explanatory Notes to Resolution 4 above, no securities (as defined in the ASX Listing Rules) have been issued to Mr Kavanagh under the Nanosonics Equity Plan.

If shareholder approval for the issue of the Performance Rights the subject of Resolution 5 is not obtained at the Meeting, then the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Kavanagh (which may include the issue to Mr Kavanagh of the same number of Performance Rights on the same terms and conditions as those summarised in this Explanatory Note in respect of Resolution 4, except that any shares allocated or otherwise provided to Mr Kavanagh upon the exercise of those Performance Rights will be required to be purchased on-market on the ASX (such that the exception to ASX Listing Rule 10.14 in ASX Listing Rule 10.16(b) applies to those Performance Rights).

The material terms of the Performance Rights the subject of Resolution 5 are summarised in the table below. The Performance Rights the subject of Resolution 5 will be granted under, and subject to, the Nanosonics Equity Plan Rules, the material terms of which are summarised in the Explanatory Notes to Resolution 4 above.

## FY26 LTI terms

<p><b>Maximum number of securities</b></p>	<p>For the FY26 LTI, Mr Kavanagh will be invited to apply for 405,184 Performance Rights with a nil Exercise Price if Resolution 5 is approved at the Meeting. Each vested Performance Right, if any, will convert into one ordinary share on exercise. Accordingly, the maximum number of shares that may be acquired by Mr Kavanagh on the exercise of the Performance Rights the subject of Resolution 5 is 405,184 shares (subject to the application of the dividend equivalent entitlement provisions described below).</p> <p>Performance Rights do not have dividend or voting rights. However, ordinary shares issued or transferred on the exercise of Performance Rights have the same dividend and voting rights as the ordinary shares in capital of the Company currently on issue. Ordinary shares issued or transferred to Mr Kavanagh on the exercise of Performance Rights will not be subject to a holding lock, and Mr Kavanagh will be free to deal with those shares, subject to compliance with Nanosonics' securities trading policy and applicable laws.</p> <p>When added to the other remuneration elements, it is considered that Mr Kavanagh's FY26 LTI will produce a total remuneration package that is market competitive and appropriate given the Company's circumstances for FY26, based on market benchmarking and the current Nanosonics executive remuneration policy.</p>
<p><b>Issue price</b></p>	<p>The Performance Rights will be granted and issued to Mr Kavanagh for nil consideration.</p>
<p><b>Exercise price</b></p>	<p>The Performance Rights have a nil exercise price.</p>
<p><b>Term</b></p>	<p>The Performance Rights will have a term ending 10 years from the grant date, on the date specified in Mr Kavanagh's offer letter (<b>Last Exercise Date</b>).</p>
<p><b>Performance Period</b></p>	<p>The Performance Period is the period over which the applicable Vesting Conditions are assessed. The Performance Periods are set out below:</p> <ul style="list-style-type: none"> <li>• rTSR: from the announcement of the Company's FY25 financial results to the announcement of the Company's FY28 financial results, based on the 20-day VWAP of the Company's shares following each of those dates.</li> <li>• EPS CAGR: from 1 July 2025 to 30 June 2028.</li> </ul>
<p><b>Gate</b></p>	<p>A Gate is a condition that, if not fulfilled, will result in nil vesting of the Performance Rights, irrespective of performance in relation to the Performance Conditions set out below. The Gate for the FY26 LTI will be as follows:</p> <ul style="list-style-type: none"> <li>• For the rTSR tranche (being 202,592 (representing 50% of the total number) of the Performance Rights the subject of Resolution 5), the Gate is that the Company's TSR must be positive over the Performance Period (unless the Board determines otherwise in accordance with the Nanosonics Equity Plan Rules).</li> <li>• For the EPS CAGR tranche (being 202,592 (representing 50% of the total number) of the Performance Rights the subject of Resolution 5), no Gate applies.</li> </ul>

**Performance Conditions**

The Performance Conditions for the FY26 LTI (being performance-based vesting conditions that will apply to the Performance Rights) will be as follows:

- For the rTSR tranche (being 202,592 (representing 50% of the total number) of the Performance Rights the subject of Resolution 5), the Performance Condition will be based on the TSR of the Company over the Performance Period (equivalent to the change in share price over the Performance Period (based on the VWAP calculations at the applicable times described above), plus the value of dividends and other distributions declared or determined, assuming that all of those dividends and distributions are reinvested in new Nanosonics shares), compared with the TSR of the constituents of the ASX 300 Small Ordinaries Index after excluding the GICS Energy, Financials, Metal & Mining Industry and REITs sectors companies.

Vesting will be determined on the following scale:

Outcome	Vesting Scale
75 <sup>th</sup> percentile	100% of opportunity
50 <sup>th</sup> percentile	50% of opportunity
<50 <sup>th</sup> percentile	0%
Pro rata vesting (on a straight-line basis) in between each target outcome	

- For the EPS CAGR tranche (being 202,592 (representing 50% of the total number) of the Performance Rights the subject of Resolution 5), the Performance Condition will be based on the 3-year EPS CAGR of the Company over the Performance Period. The FY25 EPS on which CAGR will be calculated is \$0.0682.

Vesting will be determined according to the following scale:

EPS CAGR achieved	Vesting Scale
≥15%	100% of opportunity
12%	50% of opportunity
9%	25% of opportunity
<9%	0% of opportunity
Pro rata vesting (on a straight-line basis) in between each target	

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<b>Service Condition</b>	In addition to the above Vesting Conditions, the Performance Rights will only vest if Mr Kavanagh remains in continuous employment with Nanosonics in his current or equivalent position from the date of grant to the respective Vesting Date and is not working out a notice period as at the Vesting Date (unless the Board determines otherwise in accordance with the Nanosonics Equity Plan Rules).
<b>Vesting Date</b>	30 September 2028
<b>Exercise Restriction Period</b>	The Performance Rights will be subject to an Exercise Restriction Period of one year after the Vesting Date and they may only be exercised after that date.
<b>Exercise of Rights</b>	<p>Upon exercise of vested Rights, if any dividends were paid by the Company between the Vesting Date and the date of exercise of the Performance Rights, Mr Kavanagh will be entitled to receive additional shares (or a cash payment) equal to the value of the dividends (calculated on the basis that they were reinvested in shares on ex-dividend date) that Mr Kavanagh would have been entitled to receive in respect of the shares into which his Performance Rights converted had he held those shares on the record dates in respect of those dividends.</p> <p>It is intended that any vested and exercised Performance Rights will be settled in shares. However, the board retains discretion to settle those Performance Rights in cash (of an amount equivalent to the value of those shares at the applicable time) or a combination of cash and shares in accordance with the Nanosonics Equity Plan. In accordance with the Nanosonics Equity Plan, any shares into which the Performance Rights convert on exercise may be, in the Board's discretion, new shares issued to Mr Kavanagh or existing shares (including shares acquired on market) that are transferred to Mr Kavanagh, or a combination of both.</p>
<b>Lapse</b>	The Performance Rights will automatically lapse if the Performance Conditions are not met (unless the Board determines otherwise in accordance with the Nanosonics Equity Plan Rules) or, where Performance Conditions are met, the Performance Rights will automatically lapse if they are not exercised by the Last Exercise Date
<b>Loan Terms</b>	No loan will be made to Mr Kavanagh in relation to the Performance Rights.
<b>Grant date</b>	If Resolution 5 is approved, the Performance Rights will be granted no later than 6 months after the date of the Meeting.
<b>Malus &amp; clawback</b>	<p>If the Board becomes aware of circumstances that have resulted in an unfair or inappropriate benefit to an Executive KMP (which includes Mr Kavanagh) including:</p> <ul style="list-style-type: none"> <li>• a material misstatement or omission in the consolidated financial statements of the Group;</li> <li>• the misconduct of any Executive KMP; or</li> <li>• any other circumstance that the Board determines in good faith to have resulted in an unfair or inappropriate benefit to the Executive KMP,</li> </ul>

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	the Board may, at its absolute discretion, reduce, cancel or clawback the Performance Rights the subject of Resolution 5 or any shares issued on exercise of those Performance Rights.
<b>Adjustment to EPS CAGR-based Performance Condition</b>	The Board has the discretion to adjust the EPS CAGR targets the subject of the EPS CAGR-based Performance Condition described above in certain circumstances, including the discretion to adjust the EPS CAGR targets to the extent required to remove the effects of matters outside of management’s influence, any capital management initiative (such as a share buy-back program, return of capital, or other capital management initiative) undertaken by the Company, or merger or demerger, takeover bid, or capital reconstruction that occur, during the Performance Period to ensure that Mr Kavanagh is neither advantaged nor disadvantaged by matters that would otherwise materially affect the achievement or distort the outcome of the EPS CAGR-based Performance Condition.
<b>General discretion</b>	The Board has the discretion to amend the terms and conditions (including the Vesting Conditions) of the Performance Rights the subject of Resolution 5 in circumstances where the Board considers it to be in the best interests of the Company.

### Mr Kavanagh’s remuneration

Details of Mr Kavanagh’s remuneration entitlements for FY25 and his interests in the Company’s securities as at 30 June 2025 can be found on pages 52, 54 and 56 of the 2025 Remuneration Report. A summary of Mr Kavanagh’s remuneration package for FY26 and the details of the equity securities that Mr Kavanagh owns or has a beneficial interest in as at the date of this Notice of Meeting are set out in the Explanatory Notes to Resolution 4 above.

### Directors’ recommendation

The Board, excluding Mr Kavanagh (who abstains from making a recommendation to shareholders because of his personal interest in the outcome of the Resolution), recommends that shareholders vote in favour of the Resolution. As stated in the Notice of Meeting, the Chair intends to vote all available (including undirected) proxies in favour of Resolution 5 (subject to the applicable voting exclusions described in the Notice of Meeting).

A voting exclusion statement applies to Resolution 5, as set out in the Notice of Meeting.

## Resolution 6 – Approval of the Nanosonics Global Employee Share Plan

### Background

The Company first adopted the Nanosonics Global Employee Share Plan (the **Global Plan**) in 2019. It was last approved by Shareholders (for the purpose of ASX Listing Rule 7.2 (Exception 13)) at the 2022 AGM. In recognition of the Company’s global operations, the Global Plan allows the Board to make offers of certain securities to its employees, regardless of where they are located in the world, to encourage alignment between the Company’s employees and the interests of shareholders. In particular, offers of securities under the Global Plan can be made to foreign employees in a manner that accommodates foreign legal and taxation requirements.

### ASX Listing Rules 7.1 and 7.2, Exception 13

As noted above, under ASX Listing Rule 7.1, an ASX-listed company must not, subject to specified exceptions, issue or agree to issue more than 15% of its issued share capital in any rolling 12-month period without the approval of Shareholders.

ASX Listing Rule 7.2, Exception 13 provides an exception to ASX Listing Rule 7.1 for an issue of securities under an employee incentive scheme where, within three years before the issue of those securities, shareholders have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. If Resolution 6 is passed at the Meeting, the issue of Shares under the Global Plan will be exempt from the operation of ASX Listing Rule 7.1 for a period of 3 years from the date of the Meeting. This means that any Shares issued under the Global Plan in that 3-year period will be excluded for the purpose of calculating of the Company's available 'placement capacity' in any rolling 12-month period under ASX Listing Rule 7.1 (and will therefore not reduce the 15% new security issue capacity available to the Company in such a 12-month period under ASX Listing Rule 7.1). As the Global Plan was last approved by Shareholders (for the purpose of ASX Listing Rule 7.2 (Exception 13)) at the 2022 AGM, if Resolution 6 is not approved at the Meeting, any issues of Shares under the Global Plan after the Meeting will be included for the purpose of calculating the Company's available 'placement capacity' in any rolling 12-month period under ASX Listing Rule 7.1 (and will therefore reduce the 15% new security issue capacity available to the Company in the relevant period).

#### Summary of the terms of the Global Plan:

A summary of the terms of the Global Plan is set out in the table below, as required by ASX Listing Rule 7.2 (Exception 13(b)):

<b>Eligibility</b>	<p>Under the Global Plan, eligible employees (full time or part time employees of a subsidiary of Nanosonics) (<b>Participants</b>) may be offered the opportunity to acquire Shares. Global Plan Participants may elect to discontinue their participation at any time. Participation will automatically cease if a Global Plan Participant ceases to be an employee of the Nanosonics Group or otherwise ceases to be an eligible employee.</p>
<b>Contribution and acquisition of Shares</b>	<p>Under the Global Plan, certain regular deductions are made from a Global Plan Participant's after-tax salary, which are then held on trust (<b>Contributions</b>). At present, each Global Plan Participant's gross Contributions are limited to the lesser of 15% of the Global Plan Participant's gross remuneration and A\$25,000 each year.</p> <p>Shortly after the end of each consecutive six month "Offering Period", the Contributions will be used to subscribe for new Shares for the Global Participant. The subscription price (<b>Share Issue Price</b>) is determined by the Board, but must not be less than 85% of the lower of the prevailing Share price at the beginning and the end of the relevant Offering Period.</p>
<b>Restriction on dealing</b>	<p>A Global Plan Participant's right to purchase Shares is personal and may not be transferred or assigned to any other person, other than to a Legal Personal Representative in the event of death.</p> <p>The Board may determine that Shares issued under the Global Plan are subject to restrictions on disposal.</p>

<b>Adjustment on significant events</b>	If any of the following occur: (a) a variation of share capital, bonus issue or rights issue in relation to Nanosonics; or (b) a dividend in specie or demerger affecting a subsidiary, the Board may make such adjustments to the terms of offers as it considers appropriate.
<b>Rights attaching to Shares</b>	<i>Ranking</i> Each Global Plan Participant's Shares issued will rank equally in all respects with all existing Shares from the date of issue. <i>Dividends and voting rights</i> Subject to the term of any Offer, a Global Plan Participant is entitled to: (a) receive any dividend or other distribution or entitlement; and (b) exercise any voting rights, in respect of Shares held by that Global Plan Participant.
<b>Global Plan Limit</b>	The maximum aggregate number of Shares which may be issued under the Global Plan is 1% of the total number of Shares on issue.
<b>Suspension or termination</b>	The Global Plan may be suspended or terminated at any time by resolution of the Board.

#### **Number of securities issued since the date of the last approval**

282,503 Shares have been issued under the Global Plan since 18 November 2022 when the Global Plan was last approved by Shareholders.

#### **Maximum number of securities proposed to be issued**

The maximum number of Shares proposed to be issued under the Global Plan following approval at the Meeting is 3,039,219 Shares.

The maximum number of Shares set out above is not intended to be a prediction of the actual number of Shares issued under the Global Plan following Shareholder approval of Resolution 6 at the Meeting, but is specified as a maximum number for the purposes of ASX Listing Rule 7.2, Exception 13(b). The actual number of Shares issued under the Global Plan following Shareholder approval of Resolution 6 at the Meeting may be different to that maximum number. In the event that the Company issues more than that number of Shares under the Plan, any Shares issued in excess of that number will be included for the purpose of calculating the Company's available 'placement capacity' in any rolling 12-month period under ASX Listing Rule 7.1 (and will therefore reduce the 15% new security issue capacity available to the Company in the relevant period).

#### **Directors' recommendation**

The Board recommends that shareholders vote in favour of Resolution 6. As stated in the Notice of Meeting, the Chair intends to vote all available (including undirected) proxies in favour of Resolution 6 (subject to the applicable voting exclusions described in the Notice of Meeting).

A voting exclusion statement applies to Resolution 6, as set out in the Notice of Meeting.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

**AGM, Annual General Meeting, Meeting or meeting** means the annual general meeting the subject of the Notice of Meeting.

**Annual Report** means the annual report of Nanosonics for the year ended 30 June 2025.

**Associate** has the meaning given to it in the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or, as the context requires, the financial market operated by it.

**ASX Listing Rules** means the official listing rules of ASX.

**Auditor** means Ernst & Young.

**Auditor's Report** means the auditor's report for the Company for the year ended 30 June 2025, as contained in the Annual Report.

**Board** means the board of Directors.

**Chair** means the person appointed or elected as the chair of the Annual General Meeting in accordance with the Constitution.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company or Nanosonics** means Nanosonics Limited (ACN 095 076 896).

**Computershare** means Computershare Investor Services Pty Limited (ACN 078 279 277).

**Constitution** means the constitution of the Company, which was adopted on 19 November 2021.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth)

**Directors** means the directors of the Company and **Director** means any one of them.

**Directors' Report** means the directors' report for the Company for the year ended 30 June 2025, as contained in the Annual Report.

**Explanatory Notes** means the explanatory notes in respect of the Resolutions accompanying the Notice of Meeting.

**Financial Report** means the financial report of the Company for the year ended 30 June 2025.

**FY25** means the Company's financial year ended 30 June 2025.

**FY26** means the Company's financial year ending 30 June 2026.

**Group** means Nanosonics and its subsidiaries (as that term is defined in the Corporations Act) together.

**Key Management Personnel or KMP** means the 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). The KMP during the year ended 30 June 2025 are identified in the Remuneration Report contained in the Directors' Report for the year ended 30 June 2025

**Nanosonics Equity Plan** means the Nanosonics equity plan approved by Shareholders at the Company's annual general meeting held on 3 November 2023.

**Nanosonics Equity Plan Rules** means the rules of the Nanosonics Equity Plan.

**Notice of Meeting or Notice** means the notice of meeting for the Annual General Meeting.

**Performance Rights** means a performance right to acquire a fully paid ordinary Share under the terms of the Nanosonics Equity Plan if the applicable performance conditions are satisfied (or otherwise waived in accordance with the Nanosonics Equity Plan).

**Proxy Form** means the proxy form accompanying this Notice of Meeting.

**Remuneration Report** means the remuneration report for the Company for the year ended 30 June 2025, as contained in the Directors' Report.

**Resolutions** means the resolutions set out in the Notice and **Resolution** means any one of them.

**Service Rights** means a service right to acquire a fully paid ordinary Share under the terms of the Nanosonics Equity Plan if the applicable service conditions are satisfied (or otherwise waived in accordance with the Nanosonics Equity Plan).

**Share or share** means a fully paid ordinary share in the Company.

**Shareholder or shareholder** means a registered holder of at least one Share.

## Need assistance?



**Phone:**

1300 855 080 (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 **11:00am (AEDT) on Monday, 3 November 2025.**

# 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](http://www.investorcentre.com/au) and select "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: 188084**

**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.

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.

**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 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 1, Building A, 7-11 Talavera Road, Macquarie Park, NSW 2113 and as a virtual meeting on Wednesday, 5 November 2025 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 Resolutions 3, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4 and 5 are 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 Resolutions 3, 4 and 5 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	Re-election of a Director – Mr Steven Sargent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of a Director – Mr Gerard Dalbosco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 59,233 Service Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh's 2025 Short Term Incentive grant (FY25 STI) and under the Nanosonics Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of 405,184 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, in respect of Mr Kavanagh's 2025 Long-Term Incentive grant (FY26 LTI) and under the Nanosonics Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of securities under the Nanosonics Global Employee Share Plan	<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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

### Update your communication details *(Optional)*

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

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