

NEXT SCIENCE[®]

NOTICE OF ANNUAL GENERAL MEETING 2025

Time 10:00am (Sydney time)

Date Friday, 9 May 2025

Location Level 5, 126 Phillip Street, Sydney

Online Option Next Science shareholders wishing to participate online should visit our registry's website at <https://www.automicgroup.com.au/virtual-agms> for information on how to attend, vote and ask questions online.

Dear Shareholder,

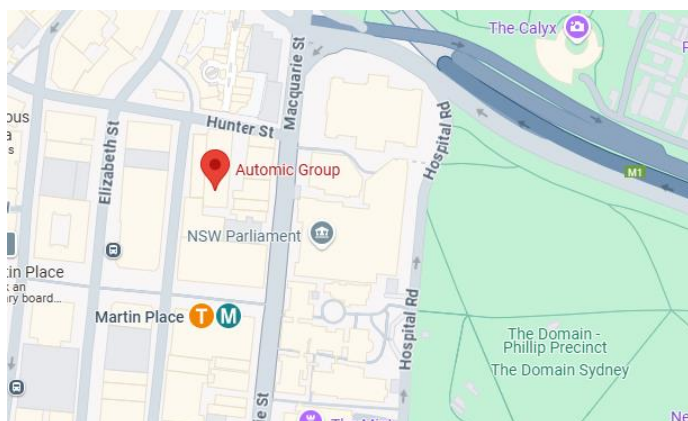
On behalf of the Board of Directors of Next Science Limited (**Next Science/Company**), I am pleased to invite you to Next Science's 2025 Annual General Meeting (**AGM**).

The AGM will be held on **Friday, 9 May 2025** commencing at **10:00am** (Sydney time). Shareholders may choose to attend in person or virtually.

Virtual attendance. You may attend the AGM and ask questions during the AGM virtually by using the following online link: https://us02web.zoom.us/webinar/register/WN_oYxSJDZgRaG57_ZwQq-IPA.

Online attendees will have the ability to vote during the meeting by accessing Automic's Investor Portal at investor.automic.com.au.

Physical attendance. The Annual General Meeting will be held physically at the offices of the Company's Share Registrar, Automic, at Level 5, 126 Phillip Street, Sydney. The venue is easily accessible from the Martin Place train or metro station.



Voting before the AGM. You may, and are encouraged to, enter your vote on the items of business ahead of the AGM by voting online or by completing and returning the Voting Form no later than 10:00am (Sydney time) on Wednesday, 7 May 2025. The details on how to do this are specified in the Notice of Meeting and the Voting Form provided

Questions and comments. I encourage you to submit questions and comments ahead of the AGM. Instructions on how to do this are specified in this Notice of Meeting.

Items of business. The formal items of business are set out on page 3. In addition to the formal items of business, I will give an address as Chair and Next Science's CEO & Managing Director, I.V. Hall, will present a business update.

If you have any questions regarding the AGM, please contact Next Science's share registrar, Automic either by telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or by email to hello@automicgroup.com.au.

Thank you for your support of Next Science.

Yours sincerely,

A handwritten signature in black ink that reads "Aileen Stockburger".

Aileen Stockburger
Chair

ITEMS OF BUSINESS

1. RECEIPT OF 2024 ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report, and the Independent Auditor's Report of Next Science for the financial year ended 31 December 2024.

2. RESOLUTION 1 - REMUNERATION REPORT

To consider and, if thought fit, pass the following, with or without amendment, as a non-binding ordinary resolution:

"That the Company's Remuneration Report for the period 1 January 2024 to 31 December 2024, as included in the Directors' Report, is adopted."

Note: The vote on this item is advisory only and does not bind the Directors or Next Science.

A **voting prohibition statement** applies to this Resolution. Please see below.

Board voting recommendation: The Directors abstain from making a recommendation on this resolution due to their interest in the resolution.

3. RESOLUTION 2 – ELECTION OF AILEEN STOCKBURGER

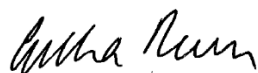
To consider and, if thought fit, pass the following, with or without amendment, as an ordinary resolution:

"That Aileen Stockburger who retires pursuant to Rule 20.6(a) of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

Board voting recommendation: FOR

The **Explanatory Notes** accompanying this Notice of Meeting provide additional information regarding the above items of business and form part of this Notice of Meeting.

By Order of the Board



Gillian Nairn
Company Secretary
4 April 2025

IMPORTANT INFORMATION - PARTICIPATION AND VOTING

VOTING PROHIBITION STATEMENTS

Resolution 1 - Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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Determining if you are eligible to vote and participate at the AGM

INVESTOR	ELIGIBILITY
Shareholder	In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), registered holders of shares of Next Science as at 7:00pm (Sydney time) on Wednesday, 7 May 2025 will be entitled to participate in and vote at the AGM.
Joint holder	If more than one joint holder of shares participates in the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.
Option holders	Not eligible to vote.

How you can vote

If you are entitled to participate in and vote at the AGM, you can vote your shares in one of the following ways.

VOTING OPTIONS	DETAILS	STEPS
Online prior to the AGM	You may vote your shares online prior to the AGM.	<p>Go to: https://investor.automic.com.au</p> <p>To be effective, your votes must be received by Next Science no later than 10:00am (Sydney time) on Wednesday, 7 May 2025.</p>

VOTING OPTIONS	DETAILS	STEPS
<p>By post or fax prior to the AGM</p>	<p>Complete the enclosed Voting Form and deliver it to Next Science prior to the AGM.</p> <p>Shareholders should complete their voting directions by selecting 'FOR' or 'AGAINST' or 'ABSTAIN' for each resolution on the Voting Form.</p> <p><u>Appoint a Proxy or Nominee</u> Alternatively, Shareholders may appoint a proxy or proxies to vote and act on your behalf at the AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.</p> <p>You may appoint one or two proxies (but no more). If two proxies are appointed, you may specify the proportion or number of the votes each proxy is appointed to exercise. In accordance with Rule 17.1 of Next Science's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.</p> <p>If you appoint the Chair of the AGM as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on item 2, then by submitting the Voting Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of Key Management Personnel.</p> <p>If no direction is given on an item, your vote may be passed to the Chair of the AGM as your proxy. The Chair will vote in accordance with the voting intentions stated below.</p>	<p>Completed Voting Forms may be posted to:</p> <p style="padding-left: 40px;">Next Science Limited C/- Automic GPO Box 5193 Sydney NSW 2001 Australia</p> <p>Alternatively, completed Voting Forms may be faxed to: +61 2 8583 3040</p> <p>To be effective, your completed Voting Form must be received by Next Science no later than 10:00am (Sydney time) on Wednesday, 7 May 2025.</p>
<p>Voting online during the meeting</p>	<p>Shareholders who wish to vote online during the AGM will need to login to Automic's Investor platform at investor.automic.com.au.</p> <p>Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the AGM to avoid any delays on the day of the AGM.</p>	<p>Registration for the online meeting facility will commence from 9:30am on Friday, 9 May 2025.</p> <p>Shareholders who wish to vote online during the AGM will need to login to Automic's Investor platform at investor.automic.com.au.</p>

VOTING OPTIONS	DETAILS	STEPS
	<p><u>How to create an Automic account</u></p> <p>An Automic account can be created via the following link investor.automic.com.au and then clicking on “register” and following the prompts.</p> <p>Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.</p> <p>If you need assistance locating your SRN or HIN, please contact Automic on 1300 288 664.</p>	<p>Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the AGM to avoid any delays on the day of the AGM.</p> <p>Information on how to create an Automic account is set out on the left.</p> <p>You can vote online during the meeting by following these steps:</p> <ol style="list-style-type: none"> 1. Open your internet browser and go to investor.automic.com.au 2. Login to your Automic account with your username and password. [<i>Refer to the information on the left for how to create an Automic account.</i>] 3. After logging in, a banner will be displayed at the bottom of your screen 4. Click on “Register” and follow the steps 5. Click on the URL to join the AGM webcast where you can view and listen to the AGM and ask questions. 6. Once the Chair of the Meeting has declared the poll open for voting click on “Refresh” to be taken to the voting screen 7. Select your voting direction and click “save” to submit your vote. Note that you cannot amend your vote after it has been submitted <p>If you need assistance locating your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), please contact Automic on 1300 288 664.</p> <p><i>If you experience any technical difficulties during the AGM, please contact Automic by phoning: 1300 288 664.</i></p> <p>A Registration and Voting Guide and Online Proxy Lodgment Guide containing further information on how to vote online is available at: https://www.automicgroup.com.au/virtual-agms</p>
Voting in person during the meeting	If you attend the AGM in person, you will be able to register and vote at the AGM by attending Level 5, 126 Phillip Street, Sydney, NSW.	Registration will commence from 9:30am (Sydney time) on Friday, 9 May 2025.

VOTING OPTIONS	DETAILS	STEPS
		To facilitate a smooth registration, please bring a copy of your Voting Form with you on the day.

Next Science reserves the right to declare a Voting and Proxy Form invalid if it is not received in a manner indicated above.

Shareholders are encouraged to call Next Science's share registry, Automic, if they have any questions regarding submitting their votes, by phoning 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Power of Attorney

If you appoint an attorney to act on your behalf at the AGM your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Next Science's share registry no later than **10:00am** (Sydney time) on **Wednesday, 7 May 2025**.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers at the AGM. The representative should deliver to Next Science, prior to the AGM, a properly executed letter or other document confirming its authority to act as the company's representative.

Voting Intentions

The Chair of the AGM intends to vote all available proxies in favour of ('FOR') all items of business.

It is intended that voting on each of the proposed resolutions at the AGM will be conducted by a poll.

How you can ask questions and make comments

Shareholders are invited to submit questions and make comments relating to the business of Next Science or any item of business at the AGM using any of the methods set out below. Whilst we may not be able to respond to each question individually, we will endeavour to respond to as many as possible of the most frequently raised shareholder questions received.

OPTION	DETAILS	STEPS
By email prior to the AGM	You may submit questions and comments by email prior to the AGM.	Shareholders are invited to submit questions and make comments relating to the business of Next Science or any item of business at the AGM by email to: investorqueries@nextscience.com Questions and comments must be received by Next Science no later than 5:00pm (Sydney time) on Friday, 25 April 2025 .
Attending the meeting virtually	Shareholders who join the AGM virtually will be able to ask questions during the AGM.	Registration for the online facility will commence from 9:30am on Friday, 9 May 2025 . When you log into the online platform at https://us02web.zoom.us/webinar/register/WN_oYxSJDZgRaG57_ZwQq-IPA , you will be able to ask questions by clicking the box on the screen and typing in your question. <i>If you experience any technical difficulties during the AGM, please contact Automic by phoning: 1300 288 664.</i>

OPTION	DETAILS	STEPS
		<p>Further information on how to use the online meeting facility is set out in the Virtual Meeting - Shareholder Registration & Voting Guide and Online Proxy Lodgment Guide found at: https://www.automicgroup.com.au/virtual-agms</p>
<p>Attending the meeting in person</p>	<p>If you attend the AGM in person, you will be able to ask questions at the AGM by attending Level 5, 126 Phillip Street, Sydney NSW.</p>	<p>Registration will commence from 9:30am (Sydney time) on Friday, 9 May 2025.</p> <p>On registration, you will be provided with an attendance card.</p>

EXPLANATORY NOTES

These Explanatory Notes have been prepared in relation to the items of business to be conducted at the AGM. The purpose of these Explanatory Notes is to provide shareholders of Next Science (**Shareholders**) with the information that is reasonably required by them to decide on how to vote upon the resolutions being put forward at the AGM.

Resolution 1, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company. Resolution 2 is an ordinary resolution which requires a simple majority of votes cast by Shareholders entitled to vote on the Resolution.

ITEM 1: RECEIPT OF 2024 ANNUAL FINANCIAL REPORT

This item of business provides a reasonable opportunity for shareholders to comment on and ask questions on the financial statements and reports for the financial year ended 31 December 2024 and on the business, operations and management of Next Science. There will also be an opportunity to ask questions of the Company's auditor.

Next Science's 2024 Annual Report, containing the Financial Report, Directors' Report and Independent Auditor's Report is available for Shareholders on the Company's website at <https://investors.nextscience.com/investor-centre/?page=half-year-and-full-year-reports>.

ITEM 2: RESOLUTION 1 - REMUNERATION REPORT

Section 250R(2) of the Corporations Act provides that at a listed company's AGM, a resolution that the Remuneration Report be adopted must be put to the vote.

Broadly, the Remuneration Report sets out information as it relates to Next Science's overall remuneration framework and remuneration paid to KMP during the financial year. This includes information such as:

- the Board's policy in relation to remuneration of the KMP;
- the relationship between the Board's policy and Company performance; and
- details of any performance conditions attached to KMP remuneration.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Following consideration of the Remuneration Report, the Chair of the AGM will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on the resolution is advisory only and does not bind the Directors or Next Science. However, the Board will take the outcome of the vote into consideration.

Refer to page 4 of the accompanying Notice of Meeting for the **Voting Prohibition Statement** applicable to Resolution 1.

Board voting recommendation: The Directors abstain from making a recommendation on this resolution due to their interest in the resolution.

ITEM 3: RESOLUTION 2 - DIRECTOR ELECTION – AILEEN STOCKBURGER

Next Science's Constitution and the ASX Listing Rules require that an election of directors be held at each annual general meeting and that at least one director stand for election or re-election at each annual general meeting even where no director is required by the Constitution to stand for election or re-election.

Non-Executive Director, Aileen Stockburger, has volunteered to put herself forward for re-election as the director who has been in office longest since re-election, having been re-elected at the Company's 2023 AGM.

Ms Stockburger has been an independent Non-Executive Director of the Company since 2018, having joined ahead of the Company's admission to ASX. Prior to joining Next Science, Ms Stockburger was the Worldwide Vice President of Business Development for the DePuy Synthes Group of Johnson & Johnson, where she oversaw the group's merger and acquisition activities, including deal structuring, negotiations, contract design and review, and deal terms.

Ms Stockburger received her MBA and BS from The Wharton School, University of Pennsylvania and is a Certified Public Accountant (CPA USA). She is a Non-Executive Director of Microbot Medical (NASDAQ:MBOT) and two private equity companies - Orchid Orthopaedic Solutions and Materna Medical. Ms Stockburger is also a graduate of the Australian Institute of Company Directors (AICD).

Ms Stockburger is a member of the Board's Audit and Risk Committee and People, Culture and Remuneration Committee.

If Shareholders do not re-elect Ms Stockburger, then she will cease to be a Director of the Company at the end of the AGM.

Board voting recommendation: The Board, with Ms Stockburger abstaining, unanimously recommends Shareholders vote **FOR** this item.