

Appendix 4D

(Rule 4.2A.3)

Half year report

Name of entity	
Nanoveu Limited	97 624 421 085

1. Details of the Reporting Period and the Previous Corresponding Period

Financial period ended ("current period")	Financial period ended ("previous period")
30 June 2025	30 June 2024

2. Results for Announcement to the Market

			\$'000	%		\$'000
2.1	Revenue from ordinary activities	up	270	2,450%	to	281
2.2	Loss from ordinary activities after tax attributable to members	up	1,874	171%	to	2,969
2.3	Net loss for the period attributable to members	up	1,874	171%	to	2,969
2.4	Loss per share	up	0.24	119%	to	0.44
2.5	Brief explanation of results					
	For further details, please refer to the interim financial report.					

3. NTA Backing

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	\$0.0028	\$0.0017

4. Control gained or lost over entities having material effect

Controlled Entities	Country of Incorporation	Ownership Interest 2025	Ownership Interest 2024
Parent Entity			
Nanoveu Ltd	Australia	100%	100%
Subsidiaries			
Nanoveu Pte Ltd	Singapore	100%	100%
Nanoveu Sdn Bhd	Malaysia	100%	100%
Fullveu Technology (HK) Ltd	Hongkong, China	51%	0%
EMASS Pte Ltd (acquired 18 March 2025)	Singapore	100%	0%
Nanoveu EMASS Pty Ltd (incorporated 12 March 2025)	Australia	100%	0%

5. Dividends

There were no dividends declared or paid during the period and the Board does not recommend that any dividends be paid.

6. Dividend Reinvestment Plans

Not applicable.

7. Material interest in entities which are not controlled entities

Not applicable.

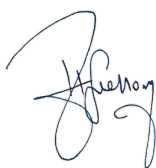
8. Independent Review Report

Refer to the attached Half Year Financial Report for the half-year ended 30 June 2025.

9. Compliance Statement

This report should be read in conjunction with the attached Half-year Financial Report for the half-year ended 30 June 2025.

Signed here:



Date: 29 August 2025

Print name: Alfred Chong
Managing Director and CEO



nanoveu

ASX|NVU

**INTERIM FINANCIAL REPORT
FOR THE HALF-YEAR ENDED
30 JUNE 2025**

ABN 97 625 421 085

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COMPANY DIRECTORY

Directors

Dr David Pevcic
Executive Chairman

Mr Alfred Chong
Managing Director

Mr Steven Apedaile
Non-executive Director

Mr Michael Winlo
Non-executive Director

Chief Financial Officer
Raymond Chen

Company Secretary
Harry Spindler

Share Registry

Automic Registry Services
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Securities Exchange Listing:

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ASX : NVU,

OTCQB :NNVUF

Auditors

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Level 9
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000
AUSTRALIA

Solicitors

Steinepreis Paganin
Level 14
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250 St Georges Terrace
Perth WA 6000

REVIEW OF OPERATIONS

Nanoveu Limited's (Nanoveu, NVU, the Company) leadership continued to develop and commercialise the Company's core technologies during the half-year ended 30 June 2025.

Key Products

EMASS

Embedded A.I. Systems Pte. Ltd (EMASS) specialises in the design and development of advanced systems-on-chip (SoC) solutions. These SoCs enable ultra-low-power, AI-driven processing for smart devices, IoT applications, and 3D content transformation. With its industry-leading technology, EMASS positions Nanoveu in the rapidly growing 3D content, AI, and edge computing markets, extending the company's commercial potential across these industries.

EYEFly3D™

Nanoveu's EyeFly3D™ is a film applied to digital displays that allows users to have a 3D experience on everyday mobile handheld devices without the need to wear glasses.

The Company has made significant enhancements to its core nano lithography imprinting process, culminating in the successful development of products for the latest iPhone and Android phone models.

NANOSHIELD™ Solar

NanoShield™ Solar is a clear hydrophobic coating applied to solar panels and concentrating solar plant troughs and mirrors. NanoShield Solar creates a durable, glossy, hydrophobic surface that can repel water, bird droppings, algae, oil, soot, and other contaminants for up to 18 months. Cleaner solar panels as a result of treatment with Nanoshield™ Solar produce more energy and require less maintenance.

Nanoveu Corporate and Strategic Highlights for the half-year ended 30 June 2025

The half-year to 30 June 2025 was a transformative period for Nanoveu Limited. Building on the strategic repositioning undertaken during 2024, the Group continued to commercialise its three core technology platforms – ECS-DoT/EMASS, EyeFly3D™ and Nanoshield™ – while strengthening its executive team and funding base. Key operational highlights for the six-month period are summarised below.

EMASS (embedded edge-AI)

- **100 % acquisition of Embedded AI Systems (EMASS).** On 18 March 2025 the Group completed the acquisition of EMASS, providing Nanoveu with a proprietary ultra-low-power system-on-chip (SoC) architecture tailored for "edge-AI" applications. The EMASS team continued to operate as a wholly-owned subsidiary and forms the foundation of Nanoveu's ECS-DoT (Embedded Control System – Dynamic on-Chip) business line.
- **ReRAM collaboration with Weebit Nano.** In March 2025 EMASS and Weebit Nano Ltd announced a joint demonstration of Weebit's ReRAM memory integrated with EMASS's ultra-low-power AI SoC. The aim of this collaboration was to deliver a monolithic edge-AI solution that offers improved energy-efficiency and instant wake-up capabilities for smart devices. The partners noted that combining ReRAM with EMASS's SoC can reduce power consumption and enable faster read/write speeds, addressing the growing demand for efficient and sustainable edge AI.
- **Benchmarked performance and applications.** During the March quarter the ECS-DoT chipset continued to demonstrate outstanding benchmark results, executing anomaly-detection models in ~1 millisecond and

REVIEW OF OPERATIONS

consuming micro-joules per inference. Trials in healthcare and smart-city settings confirmed the chip's ultra-low-power performance and positioned EMASS as a potential leader in always-on edge computing.

- **Leadership appointments.** In January 2025 Nanoveu appointed Mark Goranson as Chief Executive Officer of semiconductor technologies. Mr Goranson brings more than four decades' experience in scaling semiconductor businesses. In April 2025, the Company hired Silicon Valley veteran Scott Smyser as Vice-President of Sales and Marketing to drive market engagement for the ECS-DoT platform in North America, Europe and Asia. Toward the end of the period, Dr Yehia Ismail – Director of the Centre of Nanoelectronics and Devices (CND) in Cairo and a globally recognised semiconductor expert – joined EMASS as a strategic adviser to guide product development and integration. In parallel, Dr Mohamed Sabry Aly, founder and full-time CEO of EMASS, continues to lead Nanoveu's semiconductor and AI initiatives, bringing deep expertise in hardware innovation and IP development.
- **16 nm roadmap and developer kit.** By the June quarter the EMASS team had commenced synthesis of a 16 nm FinFET version of the ECS-DoT chip and launched a modular developer kit bundled with software-development tools. These initiatives aim to accelerate adoption across autonomous drones, industrial IoT and healthcare devices.
- **Drone trials.** Simulation testing of the ECS-DoT SoC on a lightweight MLP drone delivered a 33 % increase in simulated flight time without any changes to the airframe or battery. Phase-two simulation trials commenced in June 2025 targeting additional endurance improvements across a number of different common drone platforms

EyeFly3D™ (glasses-free 3D visualisation)

- **Algorithm development and EMASS integration.** During the period the Company's R&D team enhanced EyeFly3D's monocular depth-estimation algorithms to deliver more accurate real-time conversion of 2D images and video into immersive 3D content.
- **Patent filings and product showcase.** A new patent application covering next-generation 3D protective film structures was lodged in Singapore and Hong Kong. The Company opened its first EyeFly3D showroom in Shenzhen, China, which displays mobile-phone, tablet and large-format 3D screens for potential customers.
- **Korean distribution and app development.** Exclusive Korean distributor Rahum Nano Tech launched the Viewlay3D app in June 2025 ahead of a planned commercial rollout of EyeFly3D films. Nanoveu granted Rahum an extension on its anticipated milestones to accommodate the later app launch. Meanwhile, new EyeFly3D software that will allow users to generate and share 3D content progressed toward launch in Q3 2025.

Nanoshield™ coatings

- **Solar trials in Morocco and Dubai.** Nanoshield™ Solar is a hydrophobic coating designed to keep concentrating solar plant (CSP) mirrors and photovoltaic panels clean. During the June quarter, trials at the Noor-2 CSP plant in Morocco treated more than 600 mirrors and 1500 feet of receiver tubing. A parallel photovoltaic trial in Dubai recorded a 5–6 % energy-output increase over three months on Nanoshield-coated panels compared with uncoated panels, with no cleaning required.
- **Product development.** The formulation of Nanoshield™ Solar and the associated application processes continued to be refined to enhance durability in harsh climates.

Corporate and financial

- **Capital raisings.** Nanoveu completed several funding rounds during the half-year. In March 2025 the final tranche of a prior placement raised A\$0.91 million. During the June quarter the Company secured a A\$3.02 million strategic placement, including A\$0.81 million subscribed by management and directors.

REVIEW OF OPERATIONS

Subsequent to the half-year, Nanoveu raised an additional A\$2.0 million at A\$0.055 per share to accelerate tape-out of the 16 nm ECS-DoT chip and expand EMASS's developer kit.

- **Executive appointments.** In early February 2025 the Company appointed Mr Siyuan (Raymond) Chen as chief financial officer and Mr Harry Spindler as company secretary.
- **Financial results.** Revenue from ordinary activities for the half-year was approximately \$281,115, reflecting the early-stage commercialisation of the Group's technologies. Net loss after tax attributable to members was \$3.0 million. The consolidated statement of financial position shows net tangible assets of \$0.0028 per share.

DIRECTOR'S REPORT

Your Directors submit the financial report of the Company, being Nanoveu Limited, and the entities it controlled ("the Group"), for the half-year ended 30 June 2025. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

Review of operations Information on the operations and financial position of the Group and its business strategies and prospects are set out in the Review of Operations on pages 2 to 4 of this report.

Directors

The names of Directors who held office during or since the end of the half-year and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

David Pevcic	Executive Chairman
Alfred Chong	Managing Director and CEO
Steven Apedaile	Independent Non-executive Director
Michael Winlo	Independent Non-executive Director

Chief Financial Officer & Company Secretary

The Company's chief financial officer is Mr Raymond Chen and the company secretary is Mr Harry Spindler. The company secretary and CFO was Naomi Haydari until 4 February 2025.

Company Changes

During the half-year the Group completed the acquisition of EMASS Pte Ltd (Singapore) and incorporated Nanoveu EMASS Pty Ltd (Australia) as wholly-owned subsidiaries. No other material changes to the Company's structure occurred. The board continued to invest in management capability with the executive and advisory appointments described above.

Significant changes in the state of affairs

Other than the EMASS acquisition and subsequent capital raisings, there were no significant changes in the state of affairs of the Group during the half-year.

Events After Reporting Date

Since 30 June 2025 the following events have occurred:

On 11 July 2025, Nanoveu announced a strategic A\$2.0 million placement at \$0.055 per share. The proceeds are being used to finalise the 16nm chip tape-out, advance the rollout of the EMASS AIoT platform, support phase-two drone trials, accelerate EyeFly3D commercialisation, and continue Nanoshield Solar field testing. The Company's drone program has entered a second phase targeting further endurance improvements following earlier simulations demonstrated an initial 33% improvement. Nanoveu also commenced trading on the U.S. OTCQB market under the ticker "NNVUF" to broaden investor access and strengthen its presence in North America.

In August 2025, the Company successfully applied to list its shares on the U.S. OTCQB Market, under the ticker NNVUF, allowing U.S. investors to trade in USD during local market hours. This is a significant milestone in Nanoveu's expansion strategy, aligning with strong momentum across EMASS's chip development, EyeFly3D distribution, and Nanoshield solar trials.

Additionally, in August 2025, through its wholly owned subsidiary EMASS, the Group appointed manufacturer sales representatives covering critical OEM hubs in the West Coast and Midwest regions of North America. Additional sales team expansion is underway across other key U.S. regions, and in Central and Northern Europe to strengthen global reach. This newly appointed sales reps cover critical hubs where leading Original Equipment Manufacturer's ("OEM's") are designing next-generation products in autonomous drones, smart wearables, edge healthcare, industrial IoT, and robotics/defence. Each rep brings longstanding customer relationships and deep expertise in complementary technologies, such as sensors, analog components, and

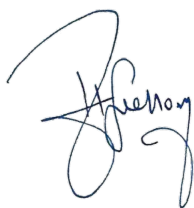
DIRECTOR'S REPORT

communications Integrated Circuits (ICs) ensuring strong synergies with the ECS-DoT. Importantly, the reps do not carry competitive Edge AI SoC lines, positioning EMASS as their exclusive solution in this category.

No other matter or circumstance has arisen since the end of the half-year that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial periods.

Mr Alfred Chong
Managing Director and CEO

Dated this day of 29 August 2025



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DECLARATION OF INDEPENDENCE BY JACKSON WHEELER TO THE DIRECTORS OF NANOVEU LIMITED

As lead auditor for the review of Nanoveu Limited for the half-year ended 30 June 2025, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Nanoveu Limited and the entities it controlled during the period.

Jackson Wheeler
Director

BDO Audit Pty Ltd

Perth

29 August 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

HALF-YEAR ENDED 30 JUNE 2025

	Note	Half-Year Ended 30/06/2025 \$	Half-Year Ended 30/06/2024 \$
Revenue from contracts with customers		281,115	11,026
Revenue		281,115	11,026
Cost of sale of goods		(104,080)	3,267
Gross profit		177,035	14,293
Other operating income		5,645	2,674
Selling and distribution expenses		(112,797)	(55,030)
Administration expenses		(1,635,837)	(1,101,048)
Research costs		(138,137)	(2,410)
Share based payment expense	6	(1,332,119)	45,259
Impairment		-	(1)
Operating loss		(3,036,210)	(1,096,263)
Finance income		5,168	1,660
Finance costs		(6,554)	-
(Loss) before income tax		(3,037,596)	(1,094,603)
Income tax expense		-	-
Loss for the period after income tax expenses	3	(3,037,596)	(1,094,603)
Other comprehensive income / (loss)			
<i>Items that may be reclassified to profit or loss:</i>			
- Foreign Currency translation		56,359	(25,729)
		56,359	(25,729)
Total comprehensive loss for the period		(2,981,237)	(1,120,332)
Loss for the year is attributable to:			
Non-controlling interest		(68,823)	-
Owners of Nanoveu Limited		(2,968,773)	(1,094,603)
		(3,037,596)	(1,094,603)
Loss per share – basic and diluted (cents)	3	(0.44)	(0.20)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

HALF-YEAR ENDED 30 JUNE 2025

	Note	30 June 2025	31 Dec 2024
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents		2,075,432	498,303
Trade and other receivables		34,328	12,599
Prepayments		415,543	482,997
Total Current Assets		2,525,303	993,899
NON-CURRENT ASSETS			
Plant and equipment		141,048	63,390
Loan receivable		441,902	258,663
Intangible Asset	8	10,494,942	-
Right of Use Asset		207,900	5,920
Total Non-current Assets		11,285,792	327,973
TOTAL ASSETS		13,811,095	1,321,872
CURRENT LIABILITIES			
Trade and other payables		492,133	529,961
Contract Liability		140,620	311,488
Lease Liability		109,937	6,333
Provisions		8,189	15,802
Loan		-	120,000
Total Current Liabilities		750,879	983,584
NON CURRENT LIABILITIES			
Lease Liability – long term		100,578	-
Total Non Current Liabilities		100,578	-
TOTAL LIABILITIES		851,457	983,584
NET ASSETS		12,959,638	338,288
EQUITY			
Issued capital	5	35,816,939	21,951,287
Accumulated losses		(24,337,829)	(21,369,056)
Reserves		1,586,008	(207,286)
Total equity attributable to Nanoveu Limited shareholders		13,065,118	374,945
Non-controlling Interest		(105,480)	(36,657)
TOTAL EQUITY		12,959,638	338,288

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

HALF-YEAR ENDED 30 JUNE 2025

	Issued Capital	Option Reserve	Common Control Reserve	Share Based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Losses	NCI	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Balance at 1 January 2024	19,718,575	289,005	(1,710,087)	43,081	109,362	(18,559,346)	-	(109,410)
Loss for the period	-	-	-	-	-	(1,094,603)	-	(1,094,603)
Exchange differences on translation of foreign operation	-	-	-	-	(25,729)	-	-	(25,729)
Total comprehensive loss for the year	-	-	-	-	(25,729)	(1,094,603)	-	(1,120,332)
Adjustment to Prior Year	402	-	-	-	-	-	-	402
<i>Transactions with owners in their capacity as owners:</i>								
Placement	2,289,905	-	-	-	-	-	-	2,289,905
Share issue expenses-Share Issue Broker Sixty Two Capital	(128,394)	-	-	-	-	-	-	(128,394)
Share Based Payments-Options	-	40,000	-	-	-	-	-	40,000
Share Based Payments-Performance Rights NVU Directors	-	-	-	(85,259)	-	-	-	(85,259)
Balance at 30 June 2024	21,880,487	329,005	(1,710,087)	(42,178)	83,633	(19,653,949)	-	886,911

The above Consolidated Statement of Statement of Changes in Equity should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

HALF-YEAR ENDED 30 JUNE 2025

Change in Equity	Issued Capital	Option Reserve	Common Control Reserve	Share Based Payment Reserve	Shares to be issued Reserve	Foreign Currency Translation Reserve	Accumulated Losses	NCI	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance at 1 January 2025	21,951,287	570,705	(1,710,087)	428,338	400,000	103,758	(21,369,056)	(36,657)	338,288
Loss for the period	-	-	-	-	-	-	(2,968,773)	(68,823)	(3,037,596)
Exchange differences on translation of foreign operation	-	-	-	-	-	(56,359)	-	-	(56,359)
Total comprehensive loss for the year	-	-	-	-	-	(56,359)	(2,968,773)	(68,823)	(3,093,955)
<i>Transactions with owners in their capacity as owners:</i>									
Transfer back share to be issued reserve	400,000	-	-	-	(400,000)	-	-	-	-
Placement	3,530,096	-	-	-	-	-	-	-	3,530,096
Costs of share issue	(281,306)	-	-	-	-	-	-	-	(281,306)
Share issue - EMASS acquisition	9,137,931	-	-	-	-	-	-	-	9,137,931
Share Based Payments-Performance Rights EMASS acquisition	-	-	-	1,334,235	-	-	-	-	1,334,235
Share Based Payments-Corporate Advisory	416,700	-	-	(131,109)	-	-	-	-	285,591
Share Based Payments-Performance Rights NVU	-	-	-	1,046,527	-	-	-	-	1,046,527
Share Options on conversion	662,231	-	-	-	-	-	-	-	662,231
Balance at 30 June 2025	35,816,939	570,705	(1,710,087)	2,677,991	-	47,399	(24,337,829)	(105,480)	12,959,638

The above Consolidated Statement of Statement of Changes in Equity should be read in conjunction with the accompanying notes

CONSOLIDATED STATEMENT OF CASH FLOWS

HALF-YEAR ENDED 30 JUNE 2025

	Half-Year Ended 30/06/2025 \$	Half-Year Ended 30/06/2024 \$
Cash flows from Operating Activities		
Receipts from customers	131,765	116,617
Payments to suppliers and employees	(2,082,572)	(1,043,969)
Interest received	5,168	2,674
Interest Paid	(48,888)	-
Net cash (used in) operating activities	(1,994,527)	(924,678)
Cash Flows from Investing Activities		
Cash acquired through EMASS acquisition	2,909	-
Funds loaned to third parties	(183,239)	-
Net cash flows/(used in) investing activities	(180,330)	-
Cash Flows from Financing Activities		
Proceeds from issue of shares (net of issue costs)	3,916,520	2,011,912
Interest Free Loan Proceeds/(Repayment)	(120,000)	-
Repayment of lease Liabilities	(44,534)	-
Net cash provided by/(used in) financing activities	3,751,986	2,011,912
Net decrease in cash and cash equivalents	1,577,129	1,087,234
Cash and cash equivalents at the beginning of the period	498,303	73,069
Cash at the end of the financial period	2,075,432	1,160,303

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes

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Notes to the Financial Statements

1. MATERIAL ACCOUNTING POLICIES

Basis of Preparation

These general purpose financial statements for the interim half-year reporting period ended 30 June 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

It is recommended that the financial statements are read in conjunction with the annual financial report for the year ended 31 December 2024 and any public announcements made by the Company during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

The interim financial statements have been approved and authorised for issue by the Board on 29 August 2025

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

Going concern

The interim financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

For the half year ended 30 June 2025, the Group incurred a loss of \$3,037,596 (2024: \$1,120,332) and net cash outflows from operating activities of \$1,994,527 (2024: \$924,678). The Group's ability to continue as a going concern is dependent on generating sufficient cash inflows from forecast revenue streams and securing additional funding if required.

The ability of the Group to continue as a going concern is dependent on securing additional funding through either equity, debt or receipts, or a combination of all, to continue to fund its operational and technology development activities. These conditions indicate a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors believe that there are sufficient funds available to continue to meet the Group's working capital requirements as at the date of this report and that sufficient funds will be available to finance the operations of the Group for the following reasons:

- The Directors of Nanoveu Limited have assessed the likely cash flow for the 12-month period from the date of signing this financial report and its impact on the Group, and believe there will be sufficient funds to meet the Group's working capital requirements as at the date of this report. This assessment is based on the expectation of additional receipts from product sales to finance the Group's activities;
- Nanoveu Limited completed a strategic placement on 21 July 2025, whereby 36,363,637 shares were issued at an issue price of \$0.055 per share to raise \$2,000,000 (before costs). In addition, the Company raised more than \$150,000 from option conversions, further strengthening its cash position;
- The Group has historically demonstrated its ability to raise capital to satisfy its immediate funding requirements; and
- The Directors would consider a variety of funding options, including further equity or debt raisings, to ensure adequate funding is secured on the best available terms and in alignment with the timing of expected sales revenues.

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements, or raise additional capital through equity or debt raisings. The interim financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or

Notes to the Financial Statements

liabilities that might be necessary should the Group not continue as a going concern and meet its debts as and when they fall due.

Basis of Measurement and Reporting Conventions

The financial statements, except for cash flow information, have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded off to the nearest dollar unless stated otherwise.

The accounting policies adopted are consistent with the accounting policies adopted in the Group's last annual financial statements for the year ended 31 December 2024 except for the adoption of new and amended standards adopted by the Group. Comparative figures have been adjusted to conform to changes in presentation for the current financial year.

New, revised or amending Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant or material change to the Group's accounting policies.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Functional and presentation currency

These financial statements are presented in Australian dollars, which is the functional currency of Nanoveu Limited.

Critical estimates and judgements

Performance rights

118,010,833 performance rights are on issue, at 30 June 2025, which convert into fully paid ordinary shares on the achievement of the milestones as disclosed in Note 6. If the milestone is not satisfied on or before expected achievement dates, the Performance Rights will expire.

For remuneration and expense recognition purposes the value attributable to the performance right is the number of performance rights granted, multiplied by the share price at date of grant and the value being amortised over the period to the expected vesting date after assessing the likelihood, probability and date of achieving these milestones. These are then reassessed at each reporting date for performance rights which have not been achieved nor expired.

Variable payments in an Asset Acquisition

Contingent cash consideration is recognised as a financial liability only when the obligation is contingent upon future events that are outside the control of Nanoveu Limited. Where the payment is conditional on events or decisions within the Group's control, the liability is recognised only from the date when the contingent payment crystallises.

Contingent non-cash consideration, settled by equity instruments, is measured with reference to the fair value of the equity instruments at the date of the acquisition. In applying AASB 2, paragraph 13, the Group considered whether the transaction should be accounted for as a share-based payment. The Group rebutted this treatment on the basis that the transaction was not with employees or other parties providing services but rather with the vendors of the EMASS assets. Accordingly, the fair value of the equity instruments issued has been attributed to the identifiable assets acquired, with the residual allocated to intangible assets.

Judgement – Asset Acquisition vs Business Combination

Management exercised significant judgement in determining whether the EMASS transaction represented a business combination under AASB 3 or an asset acquisition. Having regard to the substance of the transaction,

Notes to the Financial Statements

including the absence of processes and workforce at acquisition date, the Group concluded that the acquisition did not constitute a business combination but an asset acquisition, with the consideration allocated to intangible assets representing R&D and IP.

Judgement – Performance Rights Consideration

The Company also exercised judgement in assessing the probability of the vesting conditions attached to the performance rights issued as part of the consideration. Based on current development milestones and market conditions, management considers it likely that certain performance hurdles (Classes A-C in Note 6) will be satisfied, and has accordingly reflected this in the measurement of the intangible asset.

2. SEGMENT REPORTING

The Group is primarily engaged in the development and commercialisation of nanotechnology-based products. For management reporting purposes, the Group is now organised into three reportable operating segments based on product lines, which reflect the structure used by the Board of Directors and senior management for monitoring performance and allocating resources. The reportable segments are:

- Semiconductor – development and commercialisation of ultra-low-power AI System-on-Chip (SoC) technologies through the EMASS platform;
- EyeFly 3D – licensing, development and distribution of glasses-free 3D screen and content solutions;
- Nanoshield – commercialisation of antimicrobial and self-cleaning film technologies, including Nanoshield Marine and Solar.

No operating segments have been aggregated to form these reportable segments.

Management monitors the operating results of each business segment separately for the purpose of assessing performance and allocating resources. Segment performance is evaluated based on segment profit or loss, measured consistently with the Group's consolidated financial results.

The Group's financing activities and income tax are not allocated to the product-based segments and are reported separately under the Corporate segment.

Transfer pricing between segments, where applicable, is conducted on an arm's length basis, consistent with transactions with third parties.

Half-Year Ended 30 June 2025	Semiconductor	EyeFly 3D	Nanoshield	Total Operating Segments	Corporate	Total
Revenue						
External customers	-	268,704	12,410	281,114	-	281,114
Inter-segment	-	-	-	-	-	-
Total revenue	-	268,704	12,410	281,114	-	281,114
Income/(expenses)						
Depreciation & Amortisation	(4,292)	(51,620)	-	(55,912)	(19,020)	(74,932)
Segment profit/(loss)	(347,316)	(265,649)	(117,466)	(730,431)	(2,307,165)	(3,037,596)
Total assets	10,522,954	1,366,879	-	11,889,832	1,921,263	13,811,095
Total liabilities	(16,751)	(474,585)	-	(491,336)	(360,121)	(851,457)

Notes to the Financial Statements

Half-Year Ended 30 June 2024	Semiconductor	Eye-fly 3D	Nanoshield	Total Operating Segments	Corporate	Total
Revenue						
External customers	-	11,026	-	11,026	-	11,026
Inter-segment	-	-	-	-	-	-
Total revenue	-	11,026	-	11,026	-	11,026
Income/(expenses)						
Depreciation & Amortisation	-	(53,813)	-	(53,813)	-	-
Segment profit/(loss)	-	(461,867)	(98,591)	(560,458)	(534,145)	(1,094,603)
Total assets	-	603,598	-	603,598	718,274	1,321,872
Total liabilities	-	(392,660)	-	(392,660)	(590,924)	(983,584)

3. LOSS PER SHARE

	Half-year Ended 30/06/2025	Half-year Ended 30/06/2024
(Loss) for the period	(\$3,037,596)	(\$1,094,603)
Weighted average number of ordinary shares used in the (loss) per share calculations	693,931,856	441,660,120
Basic and diluted (loss) per share (cents)	(0.44)	(0.20)

4. DIVIDENDS PAID OR PROPOSED

No dividends were paid or declared during the half-year ended 30 June 2025 (30 June 2024: nil).

5. ISSUED CAPITAL

(a) Ordinary shares

	As at 30/06/2025	As at 31/12/2024
Paid up capital – ordinary shares	37,674,330	23,527,372
Capital raising costs	(1,857,391)	(1,576,085)
	<u>35,816,939</u>	<u>21,951,287</u>
	2025	2024
	\$	\$
746,916,586 (2024: 507,565,049) fully paid ordinary shares	35,816,939	22,351,287
At the beginning of the reporting period	21,951,287	19,718,290
Issue of shares – capital raise	4,592,327	2,360,346
Issue of shares – EMASS acquisition	9,137,931	-
Issue of shares – share based payments	416,700	-
Less share issue costs	(281,306)	(127,349)
At reporting date	<u>35,816,939</u>	<u>21,951,287</u>

Notes to the Financial Statements

	2025	2024
	No. of shares	No. of shares
At the beginning of the reporting period	507,565,049	401,577,967
Issue of shares – capital raise	152,383,285	105,987,082
Issue of shares – performance rights conversion	40,080,000	-
Issue of shares – EMASS acquisition	172,413,793	-
Issue of shares – share based payments	10,140,000	-
At reporting date	882,582,127	507,565,049

(b) Share options

Unissued ordinary shares of the Company under options at 30 June 2025 are as follows:

Type	Expiry Date	Exercise Price (US\$)	30 June 2025 Number	31 December 2024 Number
<i>Options issued as share-based payments</i>				
Unlisted – refer Note 6	Various	Various	203,891,402	128,756,794
Listed – refer Note 6	Various	Various	57,358,065	-
Total			261,249,467	128,756,794

(c) Performance rights

Unissued ordinary shares of the Company held as performance rights at 30 June 2025 are as follows:

Type	30 June 2025 Number	31 December 2024 Number
Performance Rights	118,010,833	30,558,975
Total	118,010,833	30,558,975

6. SHARE-BASED PAYMENTS

	Half-year Ended 30/06/2025 \$	Half-year Ended 30/06/2024 \$
Performance rights expensed	1,531,987	68,553
Performance rights lapsed	(199,868)	(113,812)
	1,332,119	(45,259)

Performance Rights

The following table details the number and weighted average grant-date fair value of Performance Rights granted during the period.

Grant date	Expiry date	Performance Hurdle	No.	Weighted average grant date fair value
18/03/2025	18/03/2030	(A)	27,777,778	\$0.0160
18/03/2025	18/03/2030	(B)	27,777,778	\$0.0160
18/03/2025	18/03/2030	(C)	27,777,777	\$0.0160
30/05/2025	14/04/2030	(D)	7,500,000	\$0.0432
30/05/2025	14/04/2030	(E)	7,500,000	\$0.0397
30/05/2025	14/04/2030	(F)	7,500,000	\$0.0344
			105,833,333	\$0.0209

Notes to the Financial Statements

The EMASS Performance Rights were issued as part of the consideration for the EMASS acquisition. The rights are subject to defined technical, intellectual property and commercial milestones. Upon vesting, they convert into ordinary shares of the Company. The number of shares ultimately issued on conversion will vary, as each right converts at \$0.06 divided by the greater of \$0.06 and the 20-day VWAP at the vesting date. Accordingly, the consideration transferred includes a variable number of shares, determined by the Company's share price at the time the vesting conditions are achieved.

- (A) The Performance Rights shall vest upon the Company migrating its developed AI monocular depth estimation model, to convert 2D content into 3D, to an entity component system data oriented technology stack (ECS-DoT), including achieving an active power of ~2mW, while providing up to 30 GOPs/sec, as a result of which the purchaser is able to broaden the application of its EyeFly3D technology to larger TV screens, and mobile devices (such as smartphones and tablets) with less computational power
- (B) The Performance Rights shall vest upon the Company either:
 - a) filing and being granted a patent relating to the purchaser's proprietary artificial intelligence driven algorithm for real time 2D to 3D conversion using a SoC; or
 - b) filing an application for amendment of its existing patents and 12 months elapsing from the date of filing of the application
- (C) The Performance Rights shall vest upon the purchaser having executed one or more legally binding unconditional contracts for the sale of products incorporating the Company's technology with customers which will result in a cumulative revenue of not less than \$1,000,000 based on actual revenue billed by the Company to customers over a 12-month period ending on 31 December or 30 June as validated by the purchaser's audit

The remaining Performance Rights were issued under the Company's Employee Incentive Performance Plan. These rights are subject to vesting conditions linked to the Company's share price performance and require a minimum of 12 months' continuous engagement. Specifically, they vest as follows:

- (D) The Performance Rights will vest upon the Company's share price being \$0.10 or greater based on a 20 Day volume weighted average price (VWAP) calculated and a minimum of 12-months continuous engagement
- (E) The Performance Rights will vest upon the Company's share price being \$0.15 or greater based on a 20 Day volume weighted average price (VWAP) calculated and a minimum of 12-months continuous engagement
- (F) The Performance Rights will vest upon the Company's share price being \$0.20 or greater based on a 20 Day volume weighted average price (VWAP) calculated and a minimum of 12-months continuous engagement

Valuation of Performance Rights

The fair value of the services received in return for PRs granted are measured by reference to the fair value of the PRs granted. The fair value of the services is recognised as an expense on a straight-line basis over the vesting period and is determined by multiplying the fair value per PR by the number of PRs expected to vest.

The probability of achieving market performance conditions is incorporated into the determination of the fair value per PR. No adjustment is made to the expense for PRs that fail to meet the market condition. The number of PRs expected to vest based on achievement of operational conditions, are adjusted over the vesting period in determining the expense to be recognised in the consolidated income statement. In order to convert PRs, the holders are required to be continually engaged with the Group at the time of achieving the performance hurdles.

In determining the fair value of PRs granted during the half year ended 30 June 2025 the Company engage a third party corporate finance consultant, for those PRs with market-based vesting conditions, the fair value calculation was completed using the Monte Carlo model.

Notes to the Financial Statements

Market Performance Rights Valuation

	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights
Methodology	Monte Carlo	Monte Carlo	Monte Carlo
Iterations	100,000	100,000	100,000
Grant date	18-Mar-25	18-Mar-25	18-Mar-25
Expiry date	18-Mar-30	18-Mar-30	18-Mar-30
Share price at grant date (\$)	0.053	0.053	0.053
Exercise price (\$)	nil	nil	nil
VWAP hurdle (\$)	For the EMASS Performance Rights, the conversion terms specify that each right converts into ordinary shares at \$0.06 divided by the greater of \$0.06 and the 20-day VWAP of the Company's shares at the vesting date. This means the number of shares ultimately issued on conversion will vary depending on the Company's share price performance when the vesting conditions are met. In valuing these rights, this variability was incorporated through a Monte Carlo simulation, which modelled share price paths, calculated the 20-day VWAP at expiry, and determined the expected number of shares to be issued under the conversion formula.		
Risk-free rate (%)	3.837	3.837	3.837
Volatility (%)	90	90	90
Fair value per Performance Right (\$)	0.016	0.016	0.016

	Class D Performance Rights	Class E Performance Rights	Class F Performance Rights
Methodology	Monte Carlo	Monte Carlo	Monte Carlo
Iterations	100,000	100,000	100,000
Grant date	30-May-25	30-May-25	30-May-25
Expiry date	14-Apr-30	14-Apr-30	14-Apr-30
Share price at grant date (\$)	0.048	0.048	0.048
Exercise price (\$)	nil	nil	nil
VWAP hurdle (\$)	0.1	0.15	0.20
Risk-free rate (%)	3.485	3.485	3.485
Volatility (%)	90	90	90
Fair value per Performance Right (\$)	0.0432	0.0397	0.0344

7. RELATED PARTY TRANSACTIONS

During the period, Performance Rights previously issued to related parties (NVU Directors) were converted into fully paid ordinary shares following satisfaction of vesting conditions. The conversion was undertaken in accordance with the terms approved by shareholders.

Notes to the Financial Statements

The details of the conversions during the period are as follows:

Person/Company	Performance Rights Converted	Ordinary Shares Issued	Value at Conversion
David Pevcic	30,000,000	30,000,000	\$906,804
Alfred Chong	5,000,000	5,000,000	\$163,997
Steven Apedaile	2,040,000	2,040,000	\$61,663
Michael Winlo	2,040,000	2,040,000	\$61,663
Total	39,080,000	39,080,000	\$1,194,127

8. INTANGIBLE ASSETS

	30 June 2025 \$	31 December 2024 \$
Intangible assets – EMASS acquisition	10,492,474	-
Intangible assets - others	2,468	-
	<u>10,494,942</u>	<u>-</u>
	30 June 2025 \$	31 December 2024 \$
At the beginning of the reporting period	-	-
Additions on acquisition	10,494,942	-
Amortisation	-	-
Impairment	-	-
	<u>10,494,942</u>	<u>-</u>
At reporting date		

Acquisition of Embedded A.I. Systems Pte Ltd (EMASS)

On 18 March 2025, the Company completed the acquisition of 100% of the issued shares of Embedded A.I. Systems Pte Ltd (EMASS), a Singapore-based developer of ultra-low power edge AI System-on-Chip (SoC) technology. EMASS was assessed as not being a business and the acquisition has been accounted for as an asset acquisition. As the consideration consisted the shares and performance rights, the principles of AASB 2 Share Based Payments have been applied.

Consideration Structure

The acquisition consideration comprised:

- 172,413,793 in ordinary shares, issued at a market price on transaction date of \$0.053 per share, and
- 83,333,333 performance rights, subject to non-market vesting conditions.

Net tangible liability acquired amounted to SGD \$16,986 (~AUD \$20,308).

Notes to the Financial Statements

Component	Units	Valuation Basis	AUD
Ordinary shares	172,413,793	\$0.053 per share (arms-length negotiation)	\$9,137,931
Performance rights (non-market)	83,333,333	Refer to the valuation of A-C Performance Rights in Note 6	\$1,334,235
Net other (assets)/liabilities acquired	—	SGD \$16,986 (~AUD \$20,308)	\$20,308
Total consideration			\$10,492,474

Accounting Treatment – AASB 2 Share-based Payment

As consideration was provided in the form of equity instruments (ordinary shares and performance rights), the fair value of the instruments issued was used to measure the cost of the asset acquired.

- Fair Value of Consideration Shares: \$9,137,931, based on a market price on transaction date of 5.3 cents per share, negotiated at arm's length between unrelated parties.
- Performance Rights: These relate to three tranches (Class A, B, and C), each subject to non-market vesting conditions, including technical completion, patent development, and revenue milestones. Each right converts into a number of shares based on a VWAP-based market conversion formula, where the number of shares is calculated as \$0.06 divided by the higher of the 20-day VWAP prior to milestone achievement or \$0.06.

An independent valuation was performed by external valuer, dated 18 August 2025, using a Monte Carlo simulation to capture the market-linked conversion mechanism. The total fair value of the performance rights was assessed at \$1,334,235 (i.e. \$444,745 per tranche). Management concluded that, in aggregate, vesting was more likely than not (>50%), and thus the full fair value of \$1,334,235 was recognised.

Performance Milestones

The 83,333,333 performance rights vest upon the achievement of three milestone conditions:

- Class A: Completion of ECS-DoT based migration of the AI engine, meeting specified power/performance criteria.
- Class B: Filing and approval (or amendment) of patents related to Nanoveu's AI-driven 2D-to-3D SoC conversion algorithm.
- Class C: Execution of binding sales contracts resulting in \$1 million cumulative revenue over a 12-month period.

All milestones must be met prior to expiry on 18 March 2030.

Accounting policy for intangible assets

Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

The Group tests whether carrying value of intangible assets not yet ready for use have suffered any impairment on an annual basis in accordance with AASB 136.

Notes to the Financial Statements

9. COMMITMENTS AND CONTINGENCIES

There have been no other changes in commitments or contingent liabilities since the last annual reporting date.

10. EVENTS AFTER THE BALANCE SHEET DATE

On 11 July 2025, Nanoveu Limited secured firm commitments to raise \$2.0 million (before costs) via a placement of 36,363,637 fully paid ordinary shares at \$0.055 per share. The funds will support the commercialisation of the Company's ECS-DoT chip platform, including 16nm tape-out, drone trials, and rollout of EMASS's AIoT development kit, as well as working capital and global expansion initiatives. Settlement occurred on 22 July 2025 under the Company's existing placement capacity.

On 7 August 2025, Nanoveu commenced trading on the U.S. OTCQB Market under the ticker "NNVUF", providing access for U.S. investors to trade in USD during local market hours. The dual listing enhances Nanoveu's visibility and investor reach in North America and aligns with its global growth strategy, particularly in edge AI, 3D visualisation, and semiconductor technologies.

Other than the matters described above, there are no events subsequent to the reporting date that have materially affected or may materially affect the Group's financial position or operations.

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DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mr Alfred Chong
Managing Director and CEO
29 August 2025

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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Nanoveu Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Nanoveu Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, material accounting policy information and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- i. Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the half-year ended on that date; and
- ii. Complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

Material uncertainty relating to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.



Responsibility of the directors for the financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is true and fair and is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 30 June 2025 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'JW', is written over a horizontal line. Above the signature, the letters 'BDO' are handwritten in a cursive style.

Jackson Wheeler

Director

Perth, 29 August 2025