

Notice of Annual General Meeting

Nexsen Limited (ASX:NXN) (Nexsen or the Company), a nano-biotechnology company developing an innovative point-of-care diagnostic platform, is pleased to advise that its 2025 Annual General Meeting will be held at 1.00pm (AEDT) on Friday 21 November 2025 at Building 1 RMIT University, 124 La Trobe Street, Melbourne VIC 3000.

Further information is set out in the enclosed Notice of Annual General Meeting that has been dispatched to shareholders. Also enclosed is a sample of the Access Letter and Proxy Form relating to this AGM.

-ENDS-

ASX release authorised by the Company Secretary of Nexsen Limited.

For more information, please contact:

Corporate Enquiries

Nexsen Limited

e: corporate@nexsen.bio

w: nexsen.bio

Reign Advisory

e: NXN@reignadvisory.com

p: + 61 2 9174 5388

Media Enquiries

Jane Morgan Management

e: info@janemorganmanagement.com.au

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About Nexsen Limited (ASX: NXN)

Nexsen is a nano-biotechnology company developing a next-generation biosensing platform that combines ultra-bright nanoparticles, high-affinity bioreceptors, and modular lateral flow architecture to deliver lab-quality diagnostics in a low-cost, user-friendly format. Nexsen's focus is on applications of its platform technology where there is a significant unmet need in a globally significant market.

Nexsen's lead product is the GBS Rapid Sensor, a rapid, point of care diagnostic tool for the detection of Group B Streptococcus in expectant mothers. Other products in development target various applications across human health, ag-tech, and biosecurity.

Notice of Annual General Meeting

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Access to the Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (Notice) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from the Company's website at investors.nexsen.bio or the Company's ASX market announcements platform at www.asx.com.au (ASX:NXN).

In accordance with sections 110C–110K of the Corporations Act 2001 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting Online

The Company strongly recommends shareholders review the Notice of Meeting and vote at the EGM. Shareholders may choose to attend the Meeting and vote in person or vote by proxy prior to the meeting. Further information on how to vote at the EGM is set out in your personalised proxy form and the Notice of Meeting.

Lodge your Proxy vote online at <https://investor.automic.com.au/#/loginsah> by following the instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' – 'Vote'.

To use the online lodgement facility, Shareholders will need their holder number – either a Securityholder Reference Number (SRN) or a Holder Identification Number (HIN) – as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at nxn@reignadvisory.com.



Copies of all meeting-related material, including the Notice and the Company's financial results, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Investor Centre

Nexsen has launched an investor centre available at investors.nexsen.bio. We recommend shareholders join our investor centre using the QR Code below.

By order of the Board

A handwritten signature in blue ink, appearing to read 'S. Didugu', is written over a faint, light blue circular stamp.

Sonny Didugu
Company Secretary
23 October 2025

Join our Investor Centre

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For personal use only



Nexsen Limited

ACN 655 182 497

**Notice of Annual General Meeting
Friday, 21 November 2025 at
1.00 pm (AEDT)**

**Building 1
RMIT University
124 La Trobe St, Melbourne VIC 3000**

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.



Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Nexsen Limited (the **Company** or **NXN**) is to be held at 1:00pm (AEDT) on Friday, 21 November 2025 at Building 1 RMIT University, 124 La Trobe Street, Melbourne VIC 3000.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at NXN@reignadvisory.com.

Business

Financial Statements and Reports

General Business – Consideration of Financial Statements

Consideration and discussion of statutory financial report to shareholders for the financial year ended 30 June 2025 (**Financial Report**), which has been circulated to Shareholders on 30 September 2025.

Shareholders can also access the Company's Financial Report on the Company's website at investors.nexsen.bio in the ASX Announcements section.

No voting is required for this item.

Additionally, as the Company was not a listed entity at the time of the Financial Report being released, there is no Remuneration Report to be deliberated upon at this Meeting.

Election of Directors

1. Resolution 1: Ordinary Resolution to elect Martina Mariano as a Director

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

"That, Martina Mariano, retiring in accordance with clause 14.4 of the Company's Constitution, be elected as a director of the Company".

2. Resolution 2: Ordinary Resolution to elect Reece O'Connell as a Director

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

"That, Reece O'Connell, retiring in accordance clause 14.4 of the Company's Constitution, be elected as a director of the Company".

3. Resolution 3: Ordinary Resolution to elect Grant Pestell as a Director

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

"That, Grant Pestell, retiring in accordance clause 14.4 of the Company's Constitution, be elected as a director of the Company".



Additional Placement Capacity

4. Resolution 4: Special Resolution to Approve Additional 10% Placement Capacity

To consider and if thought fit, pass the following as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given to allow the Company to issue equity securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement".

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- An associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the 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.

Important Note:

The proposed allottees of any 7.1A 10% Additional Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and as such there is no reason to exclude their votes.

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

On behalf of the Board,

Sonny Diduga
Company Secretary
23 October 2025



Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Nexsen Limited (ASX: NXN) (NXN or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact NXN or seek advice from your professional advisors.

Financial Statements and Reports

Financial Statements and Reports – Financial Year Ended 30 June 2025

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 30 June 2025.

In addition, at the meeting, shareholders may ask questions of the auditor in relation to the following:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's 2025 Annual Report on the Company's website: investors.nexsen.bio.

No Remuneration Report

As the Company was not a listed entity at the time it was required to submit the 2025 Financial Results, it was not required to produce a remuneration report.

Election of Directors

The Company was incorporated in 2021, however it only became a public (unlisted) Company in February 2025. Accordingly, the 2025 Annual General Meeting is the first Annual General Meeting of the Company.

Clause 14.3 of the Company's Constitution requires that any director appointed to a casual vacancy (that is by the other directors rather than shareholders in a general meeting) must stand for re-election at their first Annual General Meeting. Further, Clause 14.2 of the Company's Constitution requires that at least one-third of the board must stand for re-election every year, and no director can remain a director without re-election for a period in excess of three years or until the third annual general meeting (whichever is longer) except the Managing Director.

Considering both rules, all directors, other than Mark Muzzin, who was appointed by shareholders at incorporation and holds office as Managing Director, are required to stand for re-election at this Meeting.



Resolution 1: Ordinary Resolution to elect Martina Mariano as a Director

Dr Mariano has been a director of the Company since January 2024, serving as a Non-Executive Director.

Dr Martina Mariano is a biotechnology executive and researcher with over a decade of experience spanning academic, clinical, and commercial environments. She currently serves as Chief Operating Officer of ASX-listed Singular Health Group.

With a PhD in Medicine and Pharmacology from the University of Western Australia, Dr Mariano has held leadership roles in research commercialisation, global partnerships, and software innovation. Her background includes hands-on expertise in molecular diagnostics, forensic genetics, and medical device commercialisation, supported by previous roles at Eurofins Genoma, the Harry Perkins Institute, and the Carabinieri Scientific Investigation Department.

As a Non-Executive Director, Dr Mariano brings a deep understanding of the life sciences sector, regulatory pathways, and translational strategy, with a strong focus on patient-centric innovation and equitable healthcare access.

Dr Mariano is not, and has not in the last three years, been a director of any other ASX listed entities.

The Board considers Dr Mariano to be an independent Director.

Resolution 2: Ordinary Resolution to elect Reece O'Connell as a Director

Mr O'Connell has been a director of the Company since June 2025, serving as Executive Chairman.

Mr O'Connell is a seasoned financial professional and accomplished fund manager with over a decade of experience in capital markets, specialising in high-growth sectors including biotechnology. He is the founding Fund Manager of the Summit Biotech Fund, recognised as one of Australia's best-performing small-cap biotech funds, consistently delivering annualised returns exceeding 30% and raising over \$100 million in investor capital. Mr O'Connell's expertise spans equity trading, portfolio construction, capital raising, and strategic corporate advisory, underpinned by a BA in Finance and an MBA in Innovation and Leadership.

Mr O'Connell brings a unique perspective at the intersection of finance and innovation strategy, with deep networks in institutional investment and biotech commercialisation.

Mr O'Connell is also a director of RooLife Group (ASX:RLG) and in the past three years, has also been a director of Identitii Limited (ASX:ID8).

The Board considers Mr O'Connell not to be an independent Director because of his executive office.

Resolution 3: Ordinary Resolution to elect Grant Pestell as a Director

Mr Pestell has been a director of the Company since August 2025, serving as a Non-Executive Director.

Mr Pestell is a commercial and corporate lawyer with extensive experience advising high-net-worth clients at both listed and private companies in the information technology, automation and robotics, biotechnology, resources, energy, and construction industries.

Grant advises public companies and directors on mergers and acquisitions, corporate governance, risk management, and strategic contract negotiations.

As a Non-Executive Director, Mr Pestell brings significant expertise to the Company across corporate governance, commercialisation, and in contractual negotiations.

Mr Pestell is also a director of Roolife Group Ltd (ASX:RLG) and in the past three years has also been a director of Cosol Ltd (ASX:COS).

The Board considers Mr Pestell to be an independent Director.



Additional Placement Capacity

Resolution 4: Approval of Additional 10% Placement Capacity

Resolution 4 is a special resolution for the approval of an additional 10% placement capacity for the Company to issue securities without shareholder approval pursuant to Listing Rule 7.1A (the **7.1A 10% Additional Capacity**). This provides the Company with a higher level of flexibility to undertake capital raisings or other corporate actions involving the issue of equity securities by the Company.

Regulatory Framework

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of special resolution at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Securities issued pursuant to ASX Listing Rule 7.1A must be in an existing class of quoted equity security.

An eligible entity means an entity which is not included in the S&P/ASX 300 Index and that has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks shareholder approval by way of a special resolution for the Company to have an additional 10% capacity provided for in Listing Rule 7.1A to issue securities without shareholder approval.

If Resolution 4 is not passed, the Company will not have access to the 7.1A 10% Additional Capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing securities without shareholder approval set out in Listing Rule 7.1.

Compliance Information

In compliance with Listing Rule 7.3A, the Company provides the following information with respect to Resolution 4:

- (i) If Resolution 4 is approved by Shareholders, the approval to issue equity securities that are an existing quoted class under this capacity per Listing Rule 7.1A will cease upon the earlier of:
 - a. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained – 21 November 2026;
 - b. The time and date of the Company's next annual general meeting; or
 - c. The date of the approval by Shareholders of a transaction under Listing Rule 11.1.2. or 11.2, being a significant change to the nature or scale of the Company's activities, or the disposal of a main undertaking.
- (ii) The minimum price at which equity securities may be issued under the Listing Rule 7.1A capacity will be calculated in accordance with Listing Rule 7.1A.3 which requires that the issue price be no less than 75% of the volume weighted average price for quoted securities in the same class as the securities being issued, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - a. The date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - b. If the securities are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- (iii) The Company may seek to issue securities under this capacity for cash consideration only. As the Company continues to pursue growth opportunities, the Company may seek to raise capital using this additional capacity. Funds raised may be applied towards working capital, for funding acquisitions or investments, or other opportunities identified by the Directors. The Company will ensure it remains compliant with its disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any securities under this capacity.



Nexsen Limited
ACN 655 182 497

- (iv) If Resolution 4 is approved by shareholders and the Company issues equity securities under the 7.1A 10% Additional Capacity, existing shareholders' economic and voting power in the Company will be diluted as shown in the table below. There is a risk that:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this approval under Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of the equity securities.

The following table sets out the possible dilution of existing shareholders of the Company on the basis of the closing market price of the Company's securities of \$0.29 per Listing Rule 7.1A, where Variable "A" has been calculated in the manner required by Listing Rule 7.1A.2 as at 17 October 2025:

Variable A Listing Rule 7.1A		Dilution Effect		
		50% Decrease in Share Price 0.145	Current Share Price 0.290	100% Increase in Share Price 0.580
Current Variable A 200,196,200	10% Dilution	20,019,620	20,019,620	20,019,620
	Funds Raised	\$2,902,845	\$5,805,690	\$11,611,380
50% Increase Variable A 300,294,300	10% Dilution	30,029,430	30,029,430	30,029,430
	Funds Raised	\$4,354,267	\$8,708,535	\$17,417,069
100% Increase Variable A 400,392,400	10% Dilution	40,039,240	40,039,240	40,039,240
	Funds Raised	\$5,805,690	\$11,611,380	\$23,222,759

The above table makes the following assumptions:

- All securities have been issued under the 7.1A 10% Additional Capacity and the Company has issued the maximum number of equity securities available to it under the 7.1A 10% Additional Capacity
- The dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue
- The table only shows the effect of issues of securities under the 7.1A 10% Additional Capacity and does not consider the 15% capacity the Company has under Listing Rule 7.1 nor the Company's ability to issue securities without shareholder approval under the exceptions in Listing Rule 7.2
- The allocation policy of the Company will be dependent upon the prevailing market conditions at the time of any proposed issue of securities under this capacity. The identity of any allottees will be determined on a case-by-case basis having regard to various factors including without limitation:
 - the alternate methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the securities on the control of the Company;
 - the financial situation of the Company; and
 - advice from corporate, financial and broker advisers (as may be applicable from time to time).



- (vi) As at the date of this Notice, the Company has not identified any allottees proposed to be offered securities under this placement capacity but may include new or existing investors who are not Related Parties or Associates of Related Parties of the Company.
- (vii) In the 12 months preceding the date of this Meeting, the Company has issued no Shares under its Listing Rule 7.1A capacity.
- (viii) A voting exclusion statement applies to this Resolution; however the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 at this time.

Directors Recommendations

The Directors make the following recommendations regarding the Resolutions.

Resolution	Recommendation
Resolution 1	The Directors recommend shareholders vote in favour of this resolution to appoint Dr Mariano as a director of the Company. Dr Mariano brings to the Company significant experience and expertise in biotechnology and academic research within life science. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 2	The Directors recommend shareholders vote in favour of this resolution to appoint Mr O'Connell as a director of the Company. Mr O'Connell brings to the Company significant expertise and experience as a small-cap biotech specialist fund manager, and company director. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 3	The Directors recommend shareholders vote in favour of this resolution to appoint Mr Pestell as a director of the Company. Mr Pestell brings to the Company significant expertise and experience as a corporate lawyer with strong commercialisation and governance capabilities. The Chairman will vote all undirected proxies in favour of this resolution.
Resolution 4	The Directors recommend shareholders vote in favour of this resolution, providing additional placement capacity to the Company for future share issuances. There is no present intention to conduct any placements given the recent \$8 million IPO raising, however the approval is being sought to provide future flexibility. The Chairman will vote all undirected proxies in favour of this resolution.

Further Information

For further information, please contact the Company by email at NXN@reignadvisory.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.



Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on Wednesday, 19 November 2025.

Voting in person: To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 1.00pm (Sydney time) on Wednesday, 19 November 2025.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 1.00pm (Sydney time) on Wednesday, 19 November 2025.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

Key Management Personnel: The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
 - that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.



Nexsen Limited
ACN 655 182 497

Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or NXN	Nexsen Limited (ACN 655 182 497)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Listing Rules or ASX Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the Official List, as amended from time to time
Meeting or Annual General Meeting or AGM	The Annual General Meeting of the Company to be held at 1:00pm (AEDT) on Friday, 21 November 2025 at Building 1 RMIT University, 124 La Trobe Street, Melbourne VIC 3000.
Notice of Meeting or Notice	The notice of Annual General Meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed

For personal use only

Your proxy voting instruction must be received by **1:00pm (AEDT) on Wednesday, 19 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

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STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Nexsen Limited, to be held at **1:00pm (AEDT) on Friday, 21 November 2025 at Building 1, RMIT University, 124 La Trobe Street, Melbourne VIC 3000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Ordinary Resolution to elect Martina Mariano as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ordinary Resolution to elect Reece O'Connell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ordinary Resolution to elect Grant Pestell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Special Resolution to Approve Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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