

18 October 2019

Dear Shareholder,

2019 Annual General Meeting

On behalf of the Board of Directors of Nanosonics Limited (**Nanosonics** or the **Company**), I have pleasure in providing notice of the Company's Annual General Meeting (**AGM** or the **Meeting**) to be held at the Studio Rooms, Four Seasons Hotel, 199 George Street, The Rocks, NSW 2000 Australia on Monday, 18 November 2019, commencing at 11:00am (AEDT).

I encourage you to attend the Meeting. If you are able to attend, please bring with you the attached Proxy Form, as this will facilitate easy registration of shareholders. Registration commences at 10:30am (AEDT) on 18 November 2019. A person intending to vote on behalf of shares held in the name of a company must bring an authority from that company, signed by it in favour of the person attending.

If you are unable to attend the meeting, I invite you to appoint a proxy to attend and vote on your behalf, either online using the Share Registry's website at www.investorvote.com.au or using the enclosed proxy form (which may be returned in the envelope provided).

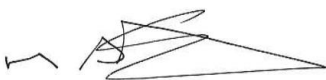
You are welcome to submit questions you may have for the Company and its Auditor in advance of the Meeting. A form for this purpose is enclosed and should be made available to the Company on or before Monday, 11 November 2019 at the address provided at the end of the form.

I look forward to seeing you at the Meeting and I invite you to join the Directors and Company Executives for refreshments at the conclusion of the Meeting.

The Nanosonics 2019 Annual Report and subsequent Company announcements are available from the Investor Centre on the Nanosonics website at www.nanosonics.com.au or may be requested from the Company Secretary. Shareholders who have elected to receive a printed copy of the Annual Report should have received it in the post. Shareholders who have elected to receive Share Registry communications electronically should have already received an emailed link to the Annual Report.

Yours sincerely,

Nanosonics Limited



Maurie Stang
Non-Executive Chairman

NOTICE OF THE 2019 ANNUAL GENERAL MEETING

The 2019 Annual General Meeting (**AGM** or the **Meeting**) of shareholders of Nanosonics Limited (**Nanosonics** or the **Company**) will be held:

- on Monday, 18 November 2019 commencing at 11:00am (AEDT)
- at the Studio Rooms, Four Seasons Hotel, 199 George Street, The Rocks, NSW 2000 Australia.

The business to be considered at the Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

2019 Reports

To receive and consider the Company's Reports of the Directors and Auditor, and the Financial Report for the year ended 30 June 2019.

Resolution 1 – Re-election of a Director – Mr Maurie Stang

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

That Mr Maurie Stang, who retires by rotation as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.

Resolution 2 – Re-election of a Director – Dr David Fisher

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

That Dr David Fisher, who retires by rotation as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.

Resolution 3 – Election of a Director – Mr Geoff Wilson

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

That Mr Geoff Wilson, who was appointed to fill a casual vacancy on the Board since the 2018 Annual General Meeting and retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and, being eligible, offers himself for election, be elected as a Director.

Resolution 4 – Remuneration Report

To consider and, if thought fit, to pass the following non-binding Resolution:

That the Remuneration Report for the financial year ended 30 June 2019 be adopted.

SPECIAL BUSINESS

Resolution 5 – Issue of 19,547 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Short Term Incentive (2019 STI)

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

That approval be given for all purposes under the Corporations Act 2001 (Cth) and the ASX Listing Rule 10.14 for the issue of 19,547 Performance Rights to Mr Michael Kavanagh under the Nanosonics Omnibus Equity Plan (**Omnibus Plan**) in respect of the 2019 STI, on the terms set out in the Explanatory Notes accompanying this Notice of Meeting and in accordance with the Rules of the Omnibus Plan (as amended from time-to-time).

Resolution 6 – Issue of 178,914 Options and 12,910 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Long-Term Incentive (2019 LTI)

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

That approval be given for all purposes under the Corporations Act 2001 (Cth) and the ASX Listing Rule 10.14 for the issue of 178,914 Options and 12,910 Performance Rights to Mr Michael Kavanagh under the Omnibus Plan in respect of the 2019 LTI, on the terms set out in the Explanatory Notes accompanying this Notice of Meeting and in accordance with the Rules of the Omnibus Plan (as amended from time-to-time).

Resolution 7 – Issue of securities under the Nanosonics Omnibus Equity Plan

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

That, for the purposes of ASX Listing Rule 7.2, Exception 9, and for all other purposes, approval be given for the issue of securities under the Omnibus Plan on the terms described in the Explanatory Notes accompanying this Notice of Meeting.

Resolution 8 – Adoption of the Nanosonics Global Employee Share Plan

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

That, for the purposes of ASX Listing Rule 7.2, Exception 9, and for all other purposes, approval be given for the Company to adopt the Nanosonics Global Employee Share Plan (**Global Plan**) and for the issue of securities under that Plan on the terms described in the Explanatory Notes accompanying this Notice of Meeting.

VOTING EXCLUSION STATEMENTS

In respect of **Resolution 4**, no vote may be cast (in any capacity) by or on behalf of a person who is a member of key management personnel (**KMP**) whose remuneration details are included in the Remuneration Report, or a closely related party of such a person, unless the vote is cast as proxy on behalf of a person entitled to vote and is either cast:

- in accordance with a direction on the proxy form; or
- by the person chairing the Meeting as proxy for a person who is entitled to vote and the proxy appointment expressly authorises the chair to exercise the proxy, even if the resolution is connected directly or indirectly with the remuneration of KMP.

KMP of the Company are the Directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The KMP during the financial year to 30 June 2019 are identified in the Remuneration Report contained in the Directors' Report for the year ended 30 June 2019.

Closely-related parties are defined in the Corporations Act 2001 (Cth), and include certain family members, dependants and companies the KMP control.

In respect of **Resolutions 5, 6, 7 and 8**, the Company will disregard any votes cast:

- in favour of the resolutions by or on behalf of Mr Michael Kavanagh (being the only Director eligible to participate in any employee incentive scheme of the Company), or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolutions 5, 6, 7 and 8:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation on the proxy form to vote as the proxy decides, even though the resolutions are connected with the remuneration of a member of the KMP.

QUORUM

The Company's Constitution provides that two Company shareholders present personally, or by representative, attorney or proxy, shall be a quorum for a general meeting of the Company.

GENERAL BUSINESS

Any other business brought forward in accordance with the Company's Constitution will be considered, as appropriate.

Further information in relation to each of these Resolutions is set out in the Explanatory Notes.

VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001 (Cth), the Company has determined that the holders of the Company's ordinary shares for the purpose of the 2019 AGM will be the holders registered as at 11:00 am (AEDT) on Saturday, 16 November 2019. Shareholders so registered are entitled to attend and vote at the AGM (and at any adjournment of the Meeting that takes place within 28 days).

PROXIES

Proxies must be deposited, transmitted or lodged electronically at least 48 hours prior to the Meeting (or adjourned meeting).

Electronic proxies must be registered by 11:00am (AEDT) on Saturday, 16 November 2019 using the website maintained by the Company's Share Registry at www.investorvote.com.au or, by Intermediary Online subscribers only, at www.intermediaryonline.com.

A completed Proxy Form, or a copy or facsimile that appears on its face to be an authentic copy of the Proxy Form (and the Power of Attorney or other authority under which the Proxy Form is signed), must be deposited at, or sent by facsimile transmission to, the Company's Share Registry:

By mail:	Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001 Australia
By facsimile:	1800 783 447 (within Australia) +61 (3) 9473 2555 (outside Australia)

To lodge a proxy online, the holder identification number (HIN) or security holder reference number (SRN) is required. The HIN or SRN appears at the top of the Proxy Form attached.

A shareholder entitled to attend and vote at the Company's AGM is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights that each proxy is entitled to exercise. If the proxy appoints two proxies and does not specify each proxy's voting rights, the rights are deemed to be 50% each. Fractions of votes are to be disregarded. Unless executed under a Power of Attorney, a Proxy Form by a corporation should be executed in accordance with section 127(1) of the Corporations Act 2001 (Cth).

RESOLUTIONS

In accordance with the Corporations Act 2001 (Cth) and the Company's Constitution, in order for each of Resolutions 1-8 to be effective, it must be passed as an ordinary Resolution (albeit Resolution 4 is non-binding). This means that each ordinary Resolution must be passed by more than 50% of the votes cast by shareholders who are entitled to vote on the Resolution.

Dated in Sydney this 18th day of October 2019

BY ORDER OF THE BOARD



McGregor Grant
Company Secretary

EXPLANATORY NOTES

These Explanatory Notes are an explanation of, and contain information about, the Resolutions to be considered at the Nanosonics Limited (**Nanosonics** or the **Company**) Annual General Meeting (**AGM** or the **Meeting**) to be held on Monday, 18 November 2019 and are to assist shareholders to determine how they wish to vote on the Resolutions. It forms part of the accompanying Notice of AGM and should be read in conjunction with it.

Item of Business – 2019 Reports

This item of business relates to the consideration of the Company's Financial Report, including the Directors' and Auditor's Reports, for the year ended 30 June 2019, and gives the shareholders the opportunity to ask questions or make comments concerning these Reports during the Meeting. A copy of the 2019 Annual Report is available on the Company's website at www.nanosonics.com.au in the Investor Centre section or may be requested from the Company Secretary. There is no requirement for a formal resolution on this item.

Resolution 1 – Re-election of a Director – Maurie Stang

Mr Maurie Stang was Executive Director and Chairman of Nanosonics from November 2000 to March 2007, and has been Non-Executive Director and Chairman since March 2007. He has more than two decades of experience building and managing companies in the healthcare and biotechnology industry in Australia and internationally. Mr Stang's strong business development, marketing skills and experience have resulted in the successful commercialisation of intellectual property across global markets. He co-founded and is a director of a number of leading healthcare distribution and biotechnology companies. Mr Stang has a track record of launching and commercialising a broad range of medical and dental devices worldwide, and his associated domain industry knowledge continues to make a significant and ongoing contribution to the Board and all aspects of the business and in particular its strategic growth agenda. The term of office currently served by Mr Stang is 19 years. The Board does not consider him to be an independent Director, as he is a founder of the Company, he held executive office in the Company until March 2007, he is a major shareholder of the Company and he is a director and/or shareholder of companies with which the Company had significant transactions and commercial associations on an arm's length basis (as previously disclosed at page 89 of the 2019 annual report). He is a Non-Executive Director of Vectus Biosystems Limited (ASX:VBS) and the Non-Executive Chairman of Aeris Environmental Ltd (ASX:AEI). Under the Company's Constitution, Mr Stang retires by rotation and, being eligible, wishes to stand for re-election.

Directors' Recommendation:

The Board, excluding Mr Stang, recommends that shareholders vote in favour of the Resolution.

Resolution 2 – Re-election of a Director – Dr David Fisher

Dr David Fisher is a Non-Executive Director of Nanosonics and was appointed as a Director on 30 July 2001. He is considered to be an Independent Director. He served as interim Executive Director for the period 14 December 2007 to 16 June 2008. For the period 9 May 2011 to 29 March 2013, Dr Fisher served as Managing Director of Aeris Environmental Ltd where Mr Maurie Stang is the Non-Executive Chairman and a substantial shareholder. However, the Board is of the opinion that neither this, nor the fact that Dr David Fisher has been a Director of the Company for 18 years, compromises his ability to bring an independent judgement to bear on issues before the Board. In forming this opinion, the Board has considered the factors relevant to assessing the independence of a director provided in Box 2.3 of ASX's Corporate Governance Principles and Recommendations and Dr Fisher's valuable contribution to the Board due to his broad healthcare industry experience and knowledge. Under the Company's Constitution, Dr Fisher retires by rotation and, being eligible, offers himself for re-election.

Directors' Recommendation:

The Board, excluding Dr Fisher, recommends that shareholders vote in favour of the Resolution.

Resolution 3 – Election of a Director – Mr Geoff Wilson

Mr Geoff Wilson was appointed as a Non-Executive Director of Nanosonics in July 2019. He is considered to be an Independent Director. Mr Wilson brings to Nanosonics a strong background in local and international executive leadership and director experience together spanning more than 37 years. He has a strong background in finance, audit and risk management, as well as in Asia Pacific markets. Mr Wilson is currently a director of TOLL Holdings Limited, HSBC Bank Australia Limited, Future Generation Global Investment Company Limited, iSCAPE Pty Limited and Sydney Symphony Limited. He is also an Ambassador for the Australian Indigenous Education Fund. Under the Company's Constitution and Australian Securities Exchange (ASX) Listing Rule 14.4, Mr Wilson, who was appointed since the 2018 AGM, will retire as a Director and, being eligible, offers himself for election.

Directors' Recommendation:

The Board, excluding Mr Wilson, recommends that shareholders vote in favour of the Resolution.

Resolution 4 – Remuneration Report

The Company's Remuneration Report is required to be considered for adoption in accordance with the Corporations Act 2001 (Cth). The Remuneration Report is contained in the Directors' Report of the Annual Report. The vote on this Resolution is advisory only and non-binding. The Resolution gives the shareholders the opportunity to ask questions or make comments concerning the Remuneration Report during the AGM. Under the Corporations Act 2001 (Cth), if 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) will have ceased to hold office immediately beforehand but may submit themselves for re-election. The Board encourages all shareholders to cast their votes in favour of this Resolution.

Directors' Recommendation:

The Board recommends that shareholders vote in favour of this Resolution. Voting exclusions apply.

Resolution 5 – Issue of 19,547 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Short Term Incentive (2019 STI)

Shareholder approval is sought for 19,547 Performance Rights to be issued to Mr Michael Kavanagh under the Nanosonics Omnibus Equity Plan (**Omnibus Plan**) under the terms of the 2019 STI. As explained below, the 2019 STI has already been earned by Mr Kavanagh and fifty percent of his 2019 STI has been paid in cash. The balance of Mr Kavanagh's 2019 STI will, subject to this resolution being passed, be awarded as Performance Rights, which will vest on 31 August 2020 at which time they will be automatically exercised into shares and held in a holding lock as restricted shares for a further 12 months until 31 August 2021. A Service Condition will apply until the Vesting Date.

Under ASX Listing Rule 10.14, an issue of securities to a director under an employee incentive scheme is required to be approved by shareholders. ASX Listing Rule 7.2 exception 14 further provides that if approval under ASX Listing Rule 10.14 is obtained, approval is not required under ASX Listing Rule 7.1. This means that the issue of securities to Mr Kavanagh will not be included in the Company's annual 15% limit under ASX Listing Rule 7.1.

In respect of the 2019 STI, the Board set four Company Performance Objectives that were financial and operational in nature designed to strengthen alignment between management and shareholder objectives. In addition to the Company Performance Objectives, the CEO was required to achieve Individual Performance Objectives that were set by the Board. The Board determined that the Company achieved 85% of the Company Performance Objectives, and Mr Kavanagh achieved 100% of the Individual Performance Objectives, resulting in an overall achievement of 85% of Mr Kavanagh's 2019 STI. Additional detail in respect of the 2019 STI outcomes is set out in section 4.3 of the 2019 Remuneration Report.

Mr Kavanagh is the only Director entitled to participate in the Omnibus Plan.

The last approval from shareholders under the STI was obtained at the 2018 AGM held on 9 November 2018 for the proposed issue of Performance Rights for nil cash consideration and with a nil exercise price to Mr Kavanagh. Since that last approval, 33,003 Performance Rights were issued to Mr Kavanagh. Of these, 16,502 Performance Rights have vested with a further 16,501 Performance Rights due to vest on 31 August 2020.

Details of Mr Kavanagh's other remuneration entitlements and his interests in the Company's securities can be found in the explanatory notes to Resolution 6 and on pages 42 to 45 of the 2019 Remuneration Report.

The Performance Rights will be granted under, and subject to, the Omnibus Plan, the key terms of which are provided below. The specific terms of the 2019 STI grant to Mr Kavanagh are also set out below.

2019 STI terms

Maximum number of securities	Each vested Performance Right, if any, will convert into one ordinary share on exercise. Accordingly, the maximum number of shares that may be acquired by Mr Kavanagh is 19,547 shares.
Issue price	As Mr Kavanagh's grant forms part of his STI remuneration, the Performance Rights will be granted to Mr Kavanagh for nil consideration.
Exercise price	The Performance Rights have a nil exercise price.
Vesting condition - Service	The Performance Rights will only vest if Mr Kavanagh remains in continuous employment with Nanosonics in his current or equivalent position from the date of grant to 31 August 2020 (Vesting Date).
Automatic Exercise	The Performance Rights that vest on the Vesting Date will be automatically exercised.
Expiry Date	Any Performance Rights that do not vest will lapse immediately.
Holding Lock	The shares will be held in a holding lock as restricted shares for a further 12 months until 31 August 2021.
Loan terms	There is no loan scheme in relation to the Performance Rights or the Omnibus Plan.
Issue date	If approved, the Performance Rights will be issued no later than 6 months after the date of this Meeting.

Other key terms of the Omnibus Plan

Dividends and voting

Performance Rights do not carry any dividend or voting rights prior to exercise.

Performance Rights not quoted

The Company will not apply to the ASX for official quotation of the Performance Rights granted under the Omnibus Plan. Shares issued pursuant to the vesting of Performance Rights will rank equally with shares then on issue.

Change of control

Where:

- (a) a takeover bid is made for the Company and the Board recommends acceptance of that bid by the Company's shareholders;
- (b) a Court orders that a meeting of shareholders of the Company be held to consider a scheme of arrangement between the Company and its shareholders; or
- (c) the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company,

the Board may, in its absolute discretion, determine that any Performance Rights that have not vested will vest on the date determined by the Board.

Performance Rights that vest following a change of control will not generally be subject to restrictions on dealing.

Termination of employment

If Mr Kavanagh ceases employment, for any reason other than as a result of a change of control, before the Performance Rights vest, unless the Board determines otherwise, the Performance Rights will automatically lapse.

No hedging

Mr Kavanagh is prohibited from hedging the share price exposure in respect of the Performance Rights during the vesting period applicable to those Performance Rights.

Further information about the terms of the Omnibus Plan is provided in the Explanatory Notes for Resolution 7 below.

Directors' recommendation

The Board, excluding Mr Kavanagh, recommends that shareholders vote in favour of the Resolution. Voting exclusions apply.

Resolution 6 – Issue of 178,914 Options and 12,910 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Long-Term Incentive (2019 LTI)

Shareholder approval is sought for the issue of 178,914 Options and 12,910 Performance Rights under the Omnibus Plan to Mr Michael Kavanagh under the terms of the 2019 LTI.

As noted above, under ASX Listing Rule 10.14, an issue of securities to a director under an employee incentive scheme is required to be approved by shareholders. ASX Listing Rule 7.2 exception 14 further provides that if approval under ASX Listing Rule 10.14 is obtained, approval is not required under ASX Listing Rule 7.1. This means that the issue of securities to Mr Kavanagh will not be included in the Company's annual 15% limit under ASX Listing Rule 7.1.

Background

For the 2018 Long Term Incentive (**2018 LTI**), the Company adopted an Absolute Compound Annual Growth Rate Total Shareholder Return (**Absolute CAGR TSR**) performance hurdle, with an accretive profit before tax gate (**PBT Gate**).

The performance measures used for the Company's LTI plan are reviewed annually by the Board. The structure of the 2019 LTI remains unchanged with an Absolute CAGR TSR and a PBT Gate. In setting the threshold and target for the 2019 LTI Absolute CAGR TSR, the Board has ensured that the target is consistent with historical top quartile market performance for ASX 50-150 companies over the last 3 years.

In adopting an Absolute CAGR TSR consistent with the top quartile of the above comparator group, the Board has also taken into consideration the recent significant growth in the Company's share price and the price/earnings ratio. A baseline volume weighted average price (**VWAP**) of \$6.51 has been used for the 2019 LTI. This exceeds the target for 100% vesting of the 2018 LTI being the equivalent of \$5.95 with a Vesting Date of 30 September 2021.

Mr Kavanagh's remuneration and shareholdings

The 2019 LTI grant of Options and Performance Rights represents 60% of Mr Kavanagh's base remuneration for the 2019-20 financial year.

Mr Kavanagh's other remuneration entitlements for the 2019-20 financial year are as follows:

- Total Fixed Remuneration: \$721,003 (base remuneration \$700,000 and superannuation \$21,003); and
- Short-Term Incentive: Up to \$350,000 at Target (100% of base STI opportunity) and \$525,000 at Maximum (150% of base STI opportunity).

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

Security	How held	Number
Shares	Direct	1,018,363
Performance Rights	Under the Nanosonics Employee Share Option Plan	206,882
Performance Rights	Under the Omnibus Plan	167,287
Options	Under the Omnibus Plan	838,615

Mr Kavanagh is the only Director entitled to participate in the Omnibus Plan.

The last approval from shareholders was sought and obtained at the 2018 AGM held on 9 November 2018 for the proposed issue of 286,885 Options and 20,900 Performance Rights to Mr Michael Kavanagh. These Options and Performance Rights were issued after approval at the 2018 AGM, pursuant to the Omnibus Plan for no cash consideration, are subject to performance and service vesting conditions, and have a vesting date of 30 September 2021. The Options have an exercise price of \$3.442 and the Performance Rights have no exercise price. All remain on issue at the date of this Notice of AGM. No further securities were issued to Mr Kavanagh since the date of the last approval.

The Options and Performance Rights will be granted under, and subject to, the Omnibus Plan, the key terms of which are set out above in relation to Resolution 5, with further information provided in the Explanatory Notes to Resolution 7. The specific terms of the 2019 LTI grant to Mr Kavanagh are set out below.

2019 LTI terms

<p>Maximum value and number of securities</p>	<p>For the 2019 LTI, Mr Kavanagh can elect to receive a combination of Performance Rights and Options, provided a minimum of 20% of the value of the award is received as Performance Rights and a minimum of 20% of the value of the award is received as Options. The value and number of Performance Rights and Options Mr Kavanagh has elected will form part of the 2019 LTI are summarised below:</p> <table border="1" data-bbox="443 499 1190 790"> <thead> <tr> <th>Instrument</th> <th>Value \$</th> <th>Proportion %</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Options</td> <td>336,000</td> <td>80%</td> <td>178,914</td> </tr> <tr> <td>Performance Rights</td> <td>84,000</td> <td>20%</td> <td>12,910</td> </tr> <tr> <td>Total</td> <td>420,000</td> <td>100%</td> <td>191,824</td> </tr> </tbody> </table> <p>Each vested Option and Performance Right, if any, will be converted to one ordinary share on exercise. Accordingly, the maximum number of shares that may be acquired by Mr Kavanagh 191,824 shares.</p>	Instrument	Value \$	Proportion %	Number	Options	336,000	80%	178,914	Performance Rights	84,000	20%	12,910	Total	420,000	100%	191,824
Instrument	Value \$	Proportion %	Number														
Options	336,000	80%	178,914														
Performance Rights	84,000	20%	12,910														
Total	420,000	100%	191,824														
<p>Issue price</p>	<p>The Options and Performance will be granted to Mr Kavanagh for nil consideration.</p>																
<p>Exercise price</p>	<p>The Options will have an exercise price of \$6.5067. The Performance Rights have a nil exercise price.</p>																
<p>Measurement Period</p>	<p>From the date of release of the 2019 financial results to the date of release of the 2022 financial results. The Absolute CAGR TSR will be calculated based on the VWAP of the shares in the Company a month from and including the date of the release of the Company's 30 June 2019 results compared to the VWAP of the shares in the Company in the month from (and including) the date of the announcement of the Company's 30 June 2022 financial results.</p>																
<p>Performance Conditions – PBT Gate and Absolute CAGR TSR target</p>	<p>The 2019 LTI is subject to a PBT Gate and an Absolute CAGR TSR Performance Condition as detailed below:</p> <p>PBT Gate</p> <p>The Board has set an accretive PBT Gate for the 2019 LTI. An assessment will be made at the end of the Measurement Period and if the average profit before tax (PBT) of the Company for each of the three financial years of the Measurement Period is greater than the PBT of the Company in the financial year ending 30 June 2019, the gate will open. If the PBT Gate does not open, the Performance Condition will be deemed to have not been met, regardless of the Company's performance against the Absolute CAGR TSR set out below.</p> <p>Absolute CAGR TSR</p> <p>The Board has determined that the 2019 LTI grant will be subject to an Absolute CAGR TSR hurdle with targets set by the Board.</p> <p>The proportion of Options and Performance Rights that will become exercisable will depend upon the Company's Absolute CAGR TSR at the end of the Measurement Period compared to the Board targets.</p> <p>The level of performance required for each level of vesting, and the percentage of Options and Performance Rights that vest at each level of performance, is set out in the table below. For the reasons set out above, the Board considers that the Absolute CAGR TSR target identified below is appropriately challenging.</p>																

	Vesting of Options and Performance Rights is in the proportions summarised below:								
	<table border="1"> <thead> <tr> <th>If the Absolute CAGR TSR of the Company</th> <th>Proportion of Options to Vest</th> </tr> </thead> <tbody> <tr> <td>Does not reach 8%</td> <td>0%</td> </tr> <tr> <td>Reaches 8% but does not reach 13%</td> <td>50% to 100% (on a straight line basis)</td> </tr> <tr> <td>Reaches or exceeds 13%</td> <td>100%</td> </tr> </tbody> </table>	If the Absolute CAGR TSR of the Company	Proportion of Options to Vest	Does not reach 8%	0%	Reaches 8% but does not reach 13%	50% to 100% (on a straight line basis)	Reaches or exceeds 13%	100%
	If the Absolute CAGR TSR of the Company	Proportion of Options to Vest							
	Does not reach 8%	0%							
Reaches 8% but does not reach 13%	50% to 100% (on a straight line basis)								
Reaches or exceeds 13%	100%								
The Options and Performance Rights lapse if the Absolute CAGR TSR Performance Condition is not met. There is no re-testing.									
<p>Board discretion</p> <p>The Board retains discretion to adjust the Performance Conditions including the PBT Gate in appropriate circumstances. This includes ensuring that Mr Kavanagh is neither advantaged nor disadvantaged by matters outside management’s reasonable control that materially affect the achievement of the Performance Conditions, and/or is not contemplated by the Board at the time the Performance Conditions including the PBT Gate were set. The Board also retains the discretion to vary the period during which the VWAP of shares is calculated or to disregard any trading that it regards as abnormal.</p>									
Service Condition	In addition to the Performance Conditions above, the Options and Performance Rights will only vest if Mr Kavanagh remains in continuous employment with Nanosonics in his current or equivalent position from the date of grant to the respective Vesting Date.								
Vesting Date	30 September 2022								
Expiry date	The Options and Performance Rights will automatically lapse, if not exercised before, three years after the Vesting Date								
Loan terms	There is no loan scheme in relation to the Performance Rights or the Omnibus Plan.								
Issue date	If approved, the Options and Performance Rights will be issued no later than 6 months after the date of this Meeting.								

Directors’ recommendation

The Board, excluding Mr Kavanagh, recommends that shareholders vote in favour of the Resolution. Voting exclusions apply.

Resolution 7 – Issue of securities under the Nanosonics Omnibus Equity Plan

Background

The Company adopted the Omnibus Plan in 2016. The Omnibus Plan allows the Board to issue a range of incentive awards with the purpose of providing competitive, performance-based remuneration in alignment with the interests of shareholders. The Omnibus Plan operates in accordance with the terms of the Nanosonics Employee Equity Trust Deed, under which the trustee may subscribe for, or acquire, deliver, allocate or hold, shares for the benefit of the participant. Participants will be able to access the relevant taxation concessions available under the *Income Tax Assessment Act 1997*.

ASX Listing Rules 7.1 and 7.2, exception 9(b)

Under ASX Listing 7.1, a company must not, subject to specified exceptions, issue or agree to issue more than 15% of its issued share capital in any 12-month period.

ASX Listing Rule 7.2, exception 9(b) provides an exception to ASX Listing Rule 7.1 for an issue under an employee incentive scheme where shareholders have approved the issue of securities under the scheme within three years before the issue as an exception to ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will continue to be able to issue Performance Rights and Options under the Omnibus Plan over a three-year period without impacting the Company's annual 15% limit under ASX Listing Rule 7.1.

Summary of the terms of the Omnibus Plan:

<p>Eligibility</p>	<p>Under the Omnibus Plan, eligible employees (including Executive Directors, casual employees and certain contractors) may be offered the following awards:</p> <ul style="list-style-type: none"> • Shares in Nanosonics (Share Awards); • Performance Share Awards; • Options; or • Performance Rights (Rights). <p>Participation in the Omnibus Plan is at the Board's discretion and no individual has a contractual right to participate in it or to receive any guaranteed benefits.</p>					
<p>Restriction on dealing</p>	<p>Rights, Options and Performance Share Awards are non-transferable. Share Awards are transferrable unless such Share Awards are subject to a Holding Lock or Salary Sacrifice commitments, as agreed in the Application Form, that have not been met.</p>					
<p>Vesting conditions</p>	<table border="1" style="width: 100%;"> <thead> <tr> <th style="background-color: #e0e0e0;">Rights and Options</th> <th style="background-color: #e0e0e0;">Performance Share Awards</th> </tr> </thead> <tbody> <tr> <td data-bbox="422 1081 906 1980"> <p>Rights and/or Options may only be exercised if:</p> <p>(a) the Rights and/or Options vest in accordance with the applicable Performance Hurdles and Service Conditions; and</p> <p>(b) the Exercise Conditions (if any) have been met.</p> <p>Any Right or Option that has not vested may not be exercised, unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company and the Group, to:</p> <p>(a) vary or waive the relevant Performance Hurdles, Service Conditions and/or Exercise Conditions, and declare the Rights and / or Options to have vested; or</p> <p>(b) bring forward the date on which Rights and/or Options may be exercised.</p> </td> <td data-bbox="914 1081 1410 1980"> <p>Performance Share Awards may only vest in accordance with the applicable Performance Hurdles and Service Conditions (if any), unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) vary or waive the relevant Performance Hurdles or Service Conditions, and declare the Performance Share Awards to have vested; or</p> <p>(b) bring forward the date upon which the Performance Share Awards may vest.</p> <p>If instructed to do so in writing by the Board, each Participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a Share.</p> </td> </tr> </tbody> </table>	Rights and Options	Performance Share Awards	<p>Rights and/or Options may only be exercised if:</p> <p>(a) the Rights and/or Options vest in accordance with the applicable Performance Hurdles and Service Conditions; and</p> <p>(b) the Exercise Conditions (if any) have been met.</p> <p>Any Right or Option that has not vested may not be exercised, unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company and the Group, to:</p> <p>(a) vary or waive the relevant Performance Hurdles, Service Conditions and/or Exercise Conditions, and declare the Rights and / or Options to have vested; or</p> <p>(b) bring forward the date on which Rights and/or Options may be exercised.</p>	<p>Performance Share Awards may only vest in accordance with the applicable Performance Hurdles and Service Conditions (if any), unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) vary or waive the relevant Performance Hurdles or Service Conditions, and declare the Performance Share Awards to have vested; or</p> <p>(b) bring forward the date upon which the Performance Share Awards may vest.</p> <p>If instructed to do so in writing by the Board, each Participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a Share.</p>	
Rights and Options	Performance Share Awards					
<p>Rights and/or Options may only be exercised if:</p> <p>(a) the Rights and/or Options vest in accordance with the applicable Performance Hurdles and Service Conditions; and</p> <p>(b) the Exercise Conditions (if any) have been met.</p> <p>Any Right or Option that has not vested may not be exercised, unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company and the Group, to:</p> <p>(a) vary or waive the relevant Performance Hurdles, Service Conditions and/or Exercise Conditions, and declare the Rights and / or Options to have vested; or</p> <p>(b) bring forward the date on which Rights and/or Options may be exercised.</p>	<p>Performance Share Awards may only vest in accordance with the applicable Performance Hurdles and Service Conditions (if any), unless (subject to Applicable Laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:</p> <p>(a) vary or waive the relevant Performance Hurdles or Service Conditions, and declare the Performance Share Awards to have vested; or</p> <p>(b) bring forward the date upon which the Performance Share Awards may vest.</p> <p>If instructed to do so in writing by the Board, each Participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a Share.</p>					

<p>Exercise of Rights and Options</p>	<p>A Right or an Option may only be exercised if at the time of exercise:</p> <ul style="list-style-type: none"> (a) the Right or Option has become vested under the Omnibus Plan; (b) the Right or Option has not lapsed or been forfeited under the Omnibus Plan; and (c) the Exercise Price (if any) has been paid to the Company in such manner approved by the Board.
<p>Change of control</p>	<p>Where:</p> <ul style="list-style-type: none"> (a) a takeover bid is made for the Company and the Board recommends acceptance of that bid by the Company's shareholders; (b) a Court orders that a meeting of shareholders of the Company be held to consider a scheme of arrangement between the Company and its shareholders; or (c) the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company, <p>the Board may, in its absolute discretion, determine that any Shares, Options or Performance Share Awards that have not vested will vest on the date determined by the Board.</p>
<p>Share Awards</p>	<p><i>Exempt Share Awards</i></p> <p>The Company may grant Share Awards for no consideration or at a purchase price that is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount that is exempted from tax under the relevant tax laws from time to time) of the total value or discount received by each Participant will be exempt from tax. The Company must offer the Share Awards on a non-discriminatory basis in accordance with Division 83A of the <i>Income Tax Assessment Act 1997 (Cth)</i> as amended from time-to-time.</p> <p><i>Salary Sacrifice Share Awards</i></p> <p>Share Awards may be offered under a Salary Sacrifice arrangement in accordance with the terms of the Invitation.</p>
<p>Holding Lock</p>	<p>Any Participant's Share may be subject to a Holding Lock of up to a maximum of 15 years from the Grant Date at the Board's absolute discretion. The Board may remove the Holding Lock applying to a Participant's Shares at their discretion.</p>

<p>Lapsing and forfeiture</p>	<p><i>Last Vesting Date</i> Rights and Options will lapse, and Performance Share Awards will be forfeited if those Awards have not vested (and have not otherwise been forfeited) by the Last Vesting Date.</p> <p><i>Qualifying Event</i> The Board may waive any Vesting Conditions where a Participant ceases to be employed by any Group Company as the result of a Qualifying Event. A Qualifying Event means:</p> <ul style="list-style-type: none"> (a) death; (b) serious injury or illness that prohibits continued employment; (c) retirement; (d) retrenchment; or (e) such other circumstances that result in a Participant leaving the employment of the relevant Group Company and that the Board determines (in its absolute discretion) is a Qualifying Event. <p><i>Forfeiture</i> Rights, Options and Performance Share Awards will be forfeited where:</p> <ul style="list-style-type: none"> (a) the Board determines in its absolute discretion that a Participant has acted fraudulently or dishonestly, or is in material breach of his or her obligations to any Group Company; or (b) a Participant ceases to be employed by any Group Company other than as a result of a Qualifying Event, <p>whether or not those Awards have vested.</p> <p><i>Last Exercise Date</i> Rights and Options that have vested and that have not been exercised will lapse on the Last Exercise Date unless those Awards have otherwise been forfeited.</p>
<p>Rights attaching to Shares</p>	<p><i>Ranking</i> Each Participant's Shares issued will rank equally in all respects with all existing Shares from the date of issue.</p> <p><i>Rights and Bonus Issues</i> A Participant has the right to participate in rights issues and bonus issues by the Company:</p> <ul style="list-style-type: none"> (a) in relation to a Participant's Shares that are registered in the Participant's name; or (b) in the case of Share Awards, that are registered in the name of a trustee, once those Share Awards are allocated. <p><i>Dividends</i> A Participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on Participant's Shares that, at the closing date for determining entitlement to those dividends, are standing to the account of the Participant.</p> <p><i>Voting rights</i> A Participant may exercise any voting rights attaching to a Participant's Shares registered in the Participant's name or, in the case of Share Awards registered in the name of a trustee, once those Share Awards are allocated to the Participant.</p>

Omnibus Plan limit	<p>No Invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation:</p> <p>(a) the number of Participant's Shares that may be issued, transferred or granted under this Omnibus Plan; and</p> <p>(b) the number of Shares that were, or may be, issued as a result of offers made at any time during the previous three year period:</p> <p>(i) under any other Group employee incentive scheme covered by the ASIC Class Order in relation to employee incentive schemes (Class Order); and</p> <p>(ii) any ASIC exempt arrangement of a similar kind to an employee incentive scheme as defined in the Class Order.</p>
Suspension or termination	<p>The Omnibus Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Omnibus Plan will not prejudice the accrued rights of Participants.</p>

Number of securities issued since the date of the last approval

Shareholders approved the Omnibus Plan on 4 November 2016. The following securities have been issued under the Omnibus Plan since its approval:

Security	Issued	Vested	Lapsed/forfeit
Performance Rights	1,842,386	901,768	384,484
Options	2,729,057	321,274	471,251

Directors' recommendation

The Board, excluding Mr Kavanagh, recommends that shareholders vote in favour of the Resolution. Voting exclusions apply.

Resolution 8 – Adoption of the Nanosonics Global Employee Share Plan

Background

In recognition of the Company's global operations, the Board has adopted the Nanosonics Global Employee Share Plan (the **Global Plan**). The Global Plan allows the Board to make offers to its employees, regardless of where they are located in the world, to encourage alignment between the Company's employees with the interests of shareholders. In particular, offers can be made to foreign employees in a manner that accommodates foreign legal and taxation requirements.

ASX Listing Rules 7.1 and 7.2, exception 9(b)

As noted above, under ASX Listing 7.1, a company must not, subject to specified exceptions, issue or agree to issue more than 15% of its issued share capital in any 12-month period.

ASX Listing Rule 7.2, exception 9(b) provides an exception to ASX Listing Rule 7.1 for an issue under an employee incentive scheme where shareholders have approved the issue of securities under the scheme within three years before the issue as an exception to ASX Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to issue Shares under the Global Plan over a three-year period without impacting the Company's annual 15% limit under ASX Listing Rule 7.1.

Summary of the terms of the Global Plan:

Eligibility	Under the Global Plan, eligible employees (full time or part time employees of a subsidiary of Nanosonics) may be offered the opportunity to acquire Shares. Global Plan participants may elect to discontinue their participation at any time. Participation will automatically cease if a Global Plan Participant ceases to be an employee of the Nanosonics Group or otherwise ceases to be an eligible employee.
Contribution and acquisition of Shares	Under the Global Plan, certain regular deductions are made from a Global Plan Participant's after-tax salary, which are then held on trust (Contributions). At present, each GESPP Participant's gross Contributions are limited to the lesser of 15% of the Global Participant's gross remuneration and A\$25,000 each year. Shortly after the end of each consecutive six month "Offering Period", the Contributions will be used to subscribe for new Shares for the Global Participant. The subscription price (Share Issue Price) is determined by the Board, but must not be less than 85% of the lower of the prevailing Share price at the beginning and the end of the relevant Offering Period.
Restriction on dealing	A Global Plan Participant's right to purchase Shares is personal and may not be transferred or assigned to any other person, other than to a Legal Personal Representative in the event of death. The Board may determine that Shares issued under the Global Plan are subject to restrictions on disposal.
Adjustment on significant events	If any of the following occur: (a) a variation of share capital, bonus issue or rights issue in relation to Nanosonics; or (b) a dividend in specie or demerger affecting a subsidiary, the Board may make such adjustments to the terms of offers as it considers appropriate.
Rights attaching to Shares	<i>Ranking</i> Each Global Plan Participant's Shares issued will rank equally in all respects with all existing Shares from the date of issue. <i>Dividends and voting rights</i> Subject to the term of any Offer, a Global Plan Participant is entitled to: (a) receive any dividend or other distribution or entitlement; and (b) exercise any voting rights, in respect of Shares held by that Global Plan Participant.
Global Plan Limit	The maximum aggregate number of Shares which may be issued under the Global Plan is 1% of the total number of shares on issue by the Company.
Suspension or termination	The Global Plan may be suspended or terminated at any time by resolution of the Board.


Directors' recommendation


The Board recommends that shareholders vote in favour of the Resolution. Voting exclusions apply.

NAN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Saturday 16 November 2019.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Nanosonics Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Nanosonics Limited to be held at the Studio Rooms, Four Seasons Hotel, 199 George Street, The Rocks, NSW 2000 Australia on Monday, 18 November 2019 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though Items 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4, 5, 6, 7 and 8 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Re-election of a Director - Mr Maurie Stang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of a Director - Dr David Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of a Director - Mr Geoff Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of 19,547 Performance Rights to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Short Term Incentive Scheme (2019 STI)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of 12,910 Performance Rights and 178,914 Options to the Chief Executive Officer and President, Mr Michael Kavanagh, under the 2019 Long-Term Incentive Scheme (2019 LTI)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of securities under the Nanosonics Omnibus Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Adoption of the Nanosonics Global Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

NAN

2 5 4 4 1 4 A



Computershare



