



NEXT SCIENCE'S 2019 AGM

Sydney, Australia, Friday, 23 August 2019: Next Science Limited (ASX:NXS) (**Next Science**), a global medical company with a unique platform of technologies to eliminate biofilms, advises that its 2019 Annual General Meeting will be held at 10.00am on Wednesday, 25 September 2019 at Level 5, 1 Margaret Street, Sydney.

The Notice of Meeting, Voting Form and Question Form have been sent to shareholders today. Copies of these documents follow this announcement. The Notice of Meeting is also available on Next Science's website.

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For further information, please contact:

Judith Mitchell, Managing Director

Phone: +61 2 9375 7989

Email: investorqueries@nextscience.com

Gillian Nairn, Company Secretary

Phone: +61 2 9375 7989

Email: investorqueries@nextscience.com

About Next Science

Next Science is a medical technology company headquartered in Sydney, Australia, with a research and development centre in Florida, USA. Established in 2012, the Company's primary focus is on the development and continued commercialisation of its proprietary Xbio technology to reduce the impact of biofilm based infections in human health. Xbio is a unique, non-toxic technology with proven efficacy in eradicating both biofilm based and free-floating bacteria. Next Science owns 100% of the patent protected intellectual property relating to its Xbio technology.

For further information visit: www.nextscience.com.

NEXT SCIENCE®

23 August 2019

Dear Shareholder,

On behalf of the Board of Directors of Next Science Limited (**Next Science**), I am pleased to invite you to Next Science's 2019 Annual General Meeting (**2019 AGM**).

The 2019 AGM will be held on **Wednesday, 25 September 2019** commencing at **10.00am** (Sydney time) at Level 5, 1 Margaret Street, Sydney, New South Wales, Australia.

Normally, Next Science's annual general meeting will be held in April or May each year following the release of our audited full year results to December 31 of the previous year. The reason for holding Next Science's 2019 AGM in September 2019 is due to 2019 being Next Science's first year as a public company. As the 2019 AGM will take place in advance of our December 31 year-end there will be no full year financial report presented to shareholders at the 2019 AGM. The FY19 audited financial report will be presented to shareholders at the 2020 AGM.

Enclosed is the Notice of Meeting setting out the business of the 2019 AGM. I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Voting Form.

There will be two formal items of business to consider at the 2019 AGM - the election of Mr Bruce Hancox, whose election is unanimously supported by the Board, and the appointment of Next Science's Auditor. I will give an address as Chairman and the Managing Director, Judith Mitchell, will provide a business update. A copy of the address and presentation will be released on the ASX prior to the commencement of the meeting.

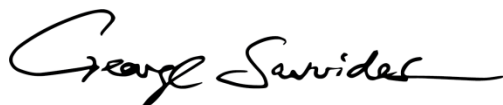
If you are unable to attend the 2019 AGM, I encourage you to complete and return the enclosed Voting Form no later than 10.00am (Sydney time) on Monday, 23 September 2019 in one of the ways specified in the Notice of Meeting and Voting Form. Shareholders may submit questions and comments ahead of the 2019 AGM using the Question Form provided and where appropriate and practicable, those questions will be answered at the meeting.

As at 1 August 2019, Next Science had over 4,500 shareholders. I am eager for Next Science to be able to communicate by email with as many shareholders as possible as postage is expensive and email is a much faster form of communication. With this in mind, I would be grateful if you would please elect to receive shareholder communications electronically by either:

- (i) Entering your email address on the enclosed 'Go Online and Go Green to Help the Environment' form and returning the form in the prepaid envelope provided; or
- (ii) Using the SRN or HIN shown on your Voting Form to login to Link's Investor Centre (via Link's website www.linkmarketservices.com.au) and selects 'Electronic Communications' under the 'Communications' tab.

Thank you for your support of Next Science.

Yours sincerely,



George Savvides
Chairman

**NEXT SCIENCE LIMITED
ACN 622 382 549**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting of the shareholders of Next Science Limited (**Next Science** or the **Company**) will be held on **Wednesday, 25 September 2019** at 10.00am (Sydney time) at Level 5, 1 Margaret Street, Sydney, New South Wales, Australia.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the 2019 AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Voting Form are part of this Notice of Meeting.

A. ITEMS FOR APPROVAL

Resolution 1 - Election of Bruce Hancox

The first item of business is to consider and, if thought fit, pass the following as an ordinary resolution of Next Science:

“That Bruce Hancox, who was appointed by the Board in accordance with clause 61.3 of the Company’s former Constitution which was replaced on 24 January 2019, pursuant to the shareholders’ approval given at the general meeting held on 14 December 2018, and being eligible for election, is elected as a Director of the Company.”

Resolution 2 – Appointment of Auditor

The second item of business is to consider and, if thought fit, pass the following as an ordinary resolution of Next Science:

“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Next Science Limited.”

B. QUESTIONS AND COMMENTS

The Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

By Order of the Board



Gillian Nairn
Company Secretary
23 August 2019

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of Next Science as at 7:00 pm (Sydney time) on **Monday, 23 September 2019** will be entitled to attend and vote at the 2019 AGM as a shareholder.

If more than one joint holder of shares is present at the 2019 AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

The ways in which you can vote are outlined below.

Direct Voting

Enclosed with this Notice of Meeting is a Voting Form. The Voting Form allows Shareholders who are not attending the 2019 AGM to either lodge their vote directly, or appoint a proxy or nominee to vote on their behalf.

By completing Section A of the Voting Form, you are voting your shares directly and are not appointing a third party, such as a proxy, to act on your behalf. Shareholders should complete their voting directions by selecting 'for' or 'against' for each item on the Voting Form. Do not complete the 'abstain' box if you are voting directly as it will result in an invalid vote. If no direction is given on an item or if Section A and Section B are both completed on the Voting Form, your vote may be passed to the Chairman of the meeting as your proxy.

Proxies

If you are a Shareholder entitled to attend and vote, you may attend the 2019 AGM in person or you may appoint a proxy or proxies to attend and act on your behalf at the 2019 AGM. A proxy need not be a Shareholder and can be an individual or a body corporate.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act* to exercise its powers as proxy at the 2019 AGM

An appointment of proxy must be made by written notice to the Company that:

1. complies with section 250A(1) of the Corporations Act; or
2. is in a form and mode, and is signed or otherwise authenticated by the Shareholder in a manner, satisfactory to the Board.

If a Shareholder is entitled to cast two or more votes at the 2019 AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 17.1 of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Undirected proxies

If the Chairman of the meeting is appointed or taken to be appointed as a proxy and you do not specify in the Voting Form the manner in which you wish the Chairman to vote on the resolution to be considered at the meeting, then by submitting your Voting Form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution. The Chairman intends to exercise all available votes in favour of the resolution.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the 2019 AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Next Science no later than 10.00am (Sydney time) on **Monday, 23 September 2019**, being 48 hours before the 2019 AGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the 2019 AGM. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the 2019 AGM a properly executed letter or other document confirming its authority to act as the company's representative.

Lodgement

The Company encourages you to register your voting instructions in one of the ways below:

- attending and voting at the 2019 AGM;
- voting your shares directly by completing Section A of the attached Voting Form and returning the Voting Form to the Company in accordance with the instructions on the Voting Form; or
- appointing a proxy to attend and act on your behalf at the 2019 AGM by completing your Voting Form in accordance with the instructions on the Voting Form and returning it to the Company.

To be effective, your Voting Form must be received by Next Science no later than 10.00am (Sydney time) on **Monday, 23 September 2019** by one of the following methods:

ONLINE

www.linkmarketservices.com.au

BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138
Australia

ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a proxy form must be received by Next Science in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form not received in this manner.

Questions from shareholders

Shareholders are invited to submit written questions relating to the management of the Company or any item of business at the 2019 AGM by using the form attached to this Notice of Meeting.

Questions must be received no later than 5.00pm on Wednesday, 18 September 2019.

We may not be able to respond to each question individually. We will however endeavour to respond to as many as possible of the most frequently raised shareholder questions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in relation to the business to be conducted at Next Science's 2019 AGM to be held at 10.00am on **Wednesday, 25 September 2019**.

The purpose of this Explanatory Memorandum is to provide shareholders of Next Science (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the 2019 AGM.

The Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chairman of the 2019 AGM intends to vote all available undirected proxies in favour of each resolution.

All of the resolutions to be voted on are ordinary resolutions which require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Resolution 1 Election of Bruce Hancox

Rule 20.7 of the Company's Constitution and ASX Listing Rule 14.5 require that the Company hold an election of Directors at each annual general meeting and that at least one director stand for election or re-election at the annual general meeting.

As none of the Directors will have been in office for more than three annual general meetings or three years since Next Science's admission to ASX, no Director is required to retire and offer themselves for election at the 2019 AGM. Mr Bruce Hancox volunteered to put himself forward for election at the 2019 AGM.

Mr Bruce Hancox has been involved in Next Science since March 2012 and was appointed a Non-Executive Director of Next Science in October 2017.

Mr Hancox has over 35 years of corporate experience across a broad spectrum of commerce, including 16 years with Brierley Investments Limited in New Zealand. He held a number of senior roles at Brierley Investments Limited as general manager and chairman, and served on the board of a number of their subsidiaries in New Zealand, Australia and the US.

Mr Hancox has been a financial advisor to interests of Lang Walker since 2008. He serves as a director of investments and wealth management at Walker Corporation Pty Ltd and works with the Walker group of companies to pursue investment opportunities outside the property market.

Mr Hancox is a director of Walker Group Holdings Pty Ltd. As a nominee of Next Science's largest shareholder, the Board has not characterised Mr Hancox as independent as his association with Walker Group Holdings Pty Ltd may be perceived to influence his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of Next Science and its security holders generally.

Mr Hancox is the Chair of Next Science's Audit and Risk Committee (**ARC**). The Board considers that Mr Hancox is the most appropriate member of the ARC to perform the role of Chair of the ARC notwithstanding that he is not an independent director due to his detailed knowledge of Next Science's operations and historical and current financial records, his extensive corporate experience and his experience on the boards of other listed entities.

Mr Hancox holds a Bachelor of Commerce from Canterbury University, New Zealand.

The Directors, with Mr Bruce Hancox abstaining, unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Appointment of KPMG as Auditor

KPMG has held the office of auditor of Next Science since 30 November 2017.

Section 327B(1)(b) of the Corporations Act sets out that KPMG will hold office until the Company's first annual general meeting and requires Next Science to appoint an auditor at its 2019 AGM. KPMG has given, and has not withdrawn, its consent to act as external auditor of Next Science.

In accordance with section 328B(1) of the Act, notice in writing nominating KPMG as auditor has been given to the Company by a shareholder. A copy of this notice is Attachment A to this Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

NOTICE OF NOMINATION OF AUDITOR TO NEXT SCIENCE LIMITED

1 August 2019

The Company Secretary
Next Science Limited
Level 19, Tower A, The Zenith Building
821 Pacific Highway
Chatswood NSW 2067

Dear Sir / Madam

NOMINATION OF KPMG AS AUDITOR OF NEXT SCIENCE LIMITED

I, Judith Mitchell, being a shareholder of Next Science Limited, hereby nominate KPMG of Level 38, Tower Three, International Towers, 300 Barangaroo Avenue, Barangaroo, New South Wales for appointment as auditor of Next Science Limited at its 2019 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an Annexure to the Notice of Meeting and Explanatory Memorandum for the 2019 Annual General Meeting of Next Science Limited as required by section 328B(3) of the Corporations Act.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Judith Mitchell', is written over a light blue rectangular background.

Judith Mitchell

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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VOTING FORM

I/We being a member(s) of Next Science Limited (the "Company") and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 25 September 2019**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 25 September 2019 at Level 5, 1 Margaret Street, Sydney, New South Wales, Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

1 Election of Bruce Hancox

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Monday, 23 September 2019**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

Next Science Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



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Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
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ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



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Please use this form to submit any questions about Next Science Limited ("the Company") that you would like us to respond to at the Company's 2019 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEST) Wednesday, 18 September 2019**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

A resolution being put to the AGM

☐

General suggestion or feedback

☐

Other

QUESTION

SAMPLE

QUESTION

☐

A resolution being put to the AGM

☐

General suggestion

☐

Other

QUESTION

SAMPLE

QUESTION