



Retail Entitlement Offer

Nova Eye Medical Limited

ACN 007 702 927

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Details of a fully underwritten 1 for 8 pro-rata accelerated non-renounceable entitlement offer of new ordinary shares in Nova Eye Medical Limited at an offer price of A\$0.210 per New Share to raise up to approximately A\$5 million.

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The Retail Entitlement Offer opens on Monday, 19 February 2024 and closes at 5.00pm (Sydney time) on Friday, 8 March 2024 (unless extended).

This Retail Offer Booklet is an important document and requires your immediate attention. It should be read in its entirety before you decide whether to participate in the Retail Entitlement Offer. If you have any questions about any part of the Retail Offer Booklet you should consult your professional adviser.

This Retail Offer Booklet is dated 19 February 2024.

This Retail Offer Booklet must not be released to US wire services or distributed in the United States or any other country outside Australia or New Zealand.

Retail Offer Booklet

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Important information

Defined terms used in these important notices have the meaning given in this Retail Offer Booklet – please refer to the Glossary on page 25.

NOT FOR RELEASE TO UNITED STATES WIRE SERVICES OR DISTRIBUTION IN THE UNITED STATES

This Retail Offer Booklet has been issued by Nova Eye Medical Limited ACN 007 702 927 (**EYE or Company**).

The information in this Retail Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC.

International offer restrictions

This Retail Offer Booklet must not be released to US wire services or distributed in the United States. This Retail Offer Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer, invitation or recommendation to subscribe for or purchase any security or financial product to a Shareholder in the United States and neither this document nor anything attached to this document shall form the basis of any contract or commitment to a Shareholder in the United States.

This Retail Offer Booklet is not to be distributed in, and no offer of New Shares may be made, in countries other than Australia and New Zealand and to certain existing shareholders who are institutional or sophisticated investors in other jurisdictions as determined by EYE, including Hong Kong and Singapore (**Approved Foreign Jurisdictions**). No action has been taken to register or qualify the Retail Entitlement Offer or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia. The distribution of this Retail Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. If you come into possession of the information in this Retail Offer Booklet, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

In particular, this Retail Offer Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or any other jurisdiction in which, or to any person to whom, such an offer would be illegal.

The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable United States state securities laws.

Future and past performance

This Retail Offer Booklet may contain certain forward-looking statements. The words *anticipate, believe, expect, project, forecast, estimate, likely, intend, should, could, may, target, plan, consider, foresee, aim, will* and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Such forward-looking statements are not guarantees of future performance of the New Shares or any return on any investment made under this Retail Offer Booklet. An investment in New Shares involves known and unknown risks, uncertainties and other factors, many of which are outside the control of EYE. These factors may include the initiation, timing, progress and results of EYE's clinical studies, and Nova's research and development programs; EYE's ability to advance product candidates into, enrol and successfully complete, clinical studies, including multi-national clinical trials; EYE's ability to advance its manufacturing capabilities; the timing or likelihood of regulatory filings and approvals, changes in the collaboration arrangements with third parties for the development and commercialisation of EYE products, risks associated with the manufacturing of EYE products, the successful commercialisation of EYE products, protection of EYE intellectual property, fluctuations in the value of the Australian dollar, damage to EYE's relationships with its customers, suppliers and service providers, increased competition, loss of key personnel, litigation and disputes, interest rate risk, market price fluctuations, general geo-political and economic conditions, taxation, regulatory issues and changes in law and accounting policies.

You should read this Retail Offer Booklet together with the “Key Risks” section in the Investor Presentation which was announced on 12 February 2024 and forms part of this Retail Offer Booklet. There can be no assurance that actual outcomes will not differ materially from these statements.

This Retail Offer Booklet is not financial product or investment advice nor a recommendation to acquire New Shares or Additional New Shares and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances.

EYE is not licensed to provide financial product advice in respect of New Shares or any other financial products. No cooling off regime applies to Applications under the Retail Entitlement Offer.

An investment in New Shares or Additional New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of EYE, including possible loss of income and principal invested and some of these risks are detailed in the Investor Presentation. These risks could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by any forward-looking statements in this Retail Offer Booklet. EYE does not guarantee any particular rate of return or the performance of EYE, nor does it guarantee the repayment of capital from EYE or any particular tax treatment. In considering an investment in New Shares, investors should have regard to (among other things) the risks and disclaimers outlined in this Retail Offer Booklet.

Past performance information given in this Retail Offer Booklet is provided for illustrative purposes only and should not be relied on as (and is not) an indication of future performance. The historical information in this Retail Offer Booklet is, or is based on, information that has been released to the market. For further information, please see past announcements released to ASX.

Key dates

This Retail Offer Booklet is dated 19 February 2024.

The following are key indicative dates relating to the Entitlement Offer.

Activity	Date (2024)
Announcement of the completion of the Placement and Entitlement Offer	Wednesday, 14 February
Shares recommence trading on the ASX	Wednesday, 14 February
Retail Entitlement Offer Record Date (7.00pm Sydney time)	Wednesday, 14 February
Retail Entitlement Offer opens	Monday, 19 February
Retail Offer Booklet and Entitlement and Acceptance Forms made available to Eligible Retail Shareholders	Monday, 19 February
Settlement of Shares issued under the Placement and Institutional Entitlement Offer	Wednesday, 21 February
Allotment and commencement of trading of Shares issued under the Placement and Institutional Entitlement Offer	Thursday, 22 February
Retail Entitlement Offer closes (5.00pm Sydney time)	Friday, 8 March*
Settlement of New Shares issued under the Retail Entitlement Offer	Thursday, 14 March*
Allotment of New Shares issued under the Retail Entitlement Offer	Friday, 15 March*
Commencement of normal trading of New Shares issued under the Retail Entitlement Offer	Monday, 18 March*
Dispatch of holding statements in respect of New Shares issued under the Retail Entitlement Offer	Monday, 18 March*

Dates and times after the opening of the Retail Entitlement Offer are indicative only and are subject to change. Any material changes will be notified to ASX. All dates and times are references to Sydney, Australia time.

In respect of the dates marked above with an asterisk (*), EYE reserves the right to amend any or all of these dates and times, the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws and regulations. In particular, EYE reserves the right to extend the closing date for the Retail Entitlement Offer (**Closing Date**) and/or accept late applications under the Entitlement Offer without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms (if paying by EFT) or pay for their New Shares by BPay® as soon as possible after the Retail Entitlement Offer opens.

Directors' letter to Eligible Shareholders

1 for 8 pro-rata accelerated non-renounceable entitlement offer of New EYE Shares at A\$0.210 per New Share

Dear shareholders,

On behalf of the Board of Nova Eye Medical Limited ACN 007 702 927 (**EYE** or **Company**), the Directors are pleased to invite you to participate in our recently announced 1 for 8 pro-rata accelerated non-renounceable entitlement offer of new EYE shares (**New Shares**) at an issue price of A\$0.210 per New Share, which together with a placement to institutional investors, aims to raise up to approximately A\$8 million (**Entitlement Offer**) comprising an accelerated institutional entitlement offer (**Institutional Entitlement Offer**) and a retail entitlement offer (**Retail Entitlement Offer**).

The Entitlement Offer is fully underwritten by E&P Corporate Advisory Pty Ltd ACN 137 980 520 (**E&P**), MST Financial Services Pty Ltd ACN 617 475 180 and Taylor Collison Limited ACN 008 172 450, who are also acting as joint lead managers of the Capital Raising (**JLMs** or **Joint Lead Managers**). E&P were the sole bookrunners of the Capital Raising.

As announced to the ASX on 14 February 2024, the Company has successfully completed:

- the institutional placement of approximately 14.3 million new fully paid ordinary shares in EYE to new and existing institutional investors at an offer price of A\$0.210 per New Share (**Placement**) to raise approximately \$3 million; and
- the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) to raise \$2.1 million.

The Institutional Entitlement Offer and Placement raised approximately A\$5.1 million.

This Offer Booklet relates to the Retail Entitlement Offer.

Under the Retail Entitlement Offer, EYE is offering Eligible Retail Shareholders 1 New Share for every 8 Existing Shares held by that Eligible Retail Shareholder on the Record Date of 7:00pm (Sydney time) on 14 February 2024 (**Entitlement**).

New Shares offered under the Entitlement Offer will be issued at a price of A\$0.210 per New Share (**Issue Price**), which represents a discount of:

- 23.6% discount to the last close price on Friday, 9 February 2024 of A\$0.275;
- 24.2% to the 10-day volume-weighted average price of \$0.277; and
- 20.5% to the TERP of \$0.264.

The Issue Price is the same price as the shares offered under the Institutional Entitlement Offer and the Placement.

If you take up your Entitlement in full, you may also apply for additional New Shares under the Top-Up Facility (**Additional New Shares**) (refer to Section 1.3 of this Retail Offer Booklet for more information). Eligible Shareholders with fewer than 10,000 Shares may apply for additional New Shares up to a maximum of 23,809 shares for \$4,999.89 (excluding their Entitlement) and all other Eligible Shareholders with more than 10,000 Shares may only apply for Additional Shares equal to up to 50% of their Entitlement.

Additional New Shares will only be available to the extent that there are Entitlements that are not taken up by Eligible Retail Shareholders. Allocations under the Top-Up Facility will be determined by EYE in its sole and absolute discretion, including by applying a scale-back mechanism and any allotment of Additional New Shares is not guaranteed.

A maximum of approximately A\$2.9 million is able to be raised under the Retail Entitlement Offer. Should there be any shortfall of New Shares under the Entitlement Offer and Top-Up Facility, the Directors

reserve the right to issue the shortfall of New Shares available for a period of up to three months following the Closing Date at a price no less than offered under the Entitlement Offer.

The proceeds from the Placement and Entitlement Offer and existing cash reserves will be used as follows:

Glaucoma Surgical Devices: \$7 million	
\$3.7 million	USA sales growth – USA sales representative expansion, marketing and clinical data program enhancement
\$1.6 million	Outside USA sales growth – expand commercial infrastructure to leverage investment in market access
\$1.7 million	Broaden product portfolio and regulatory approvals to de-risk reimbursement changes
Other Costs \$0.5 million	
\$0.5 million	Medical Device Regulation compliance and working capital
Offer Costs: \$0.5 million	
\$0.5 million	Costs of the Offer

The closing date for the receipt of your Entitlement and Acceptance Form (if paying by EFT or Bpay) and Application Monies for the Retail Entitlement Offer is 5.00pm (Sydney time) on Friday, 8 March 2024.

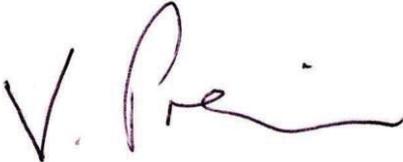
If you decide to take this opportunity to increase your investment in EYE please ensure that, before this time, your completed Entitlement and Acceptance Form and Application Monies are received by the Share Registry, Computershare, or you have paid your Application Monies through BPAY® in accordance with the instructions set out in the Entitlement and Acceptance Form and 'Required Actions' Section of this Retail Offer Booklet.

We encourage you to read the entirety of this Retail Offer Booklet carefully before you decide to participate in the Retail Entitlement Offer. Shareholders who are in any doubt as to how they should respond to this Retail Entitlement Offer should consult their stockbroker, accountant, solicitor or other independent professional adviser.

If you require further assistance in relation to the details of the Retail Entitlement Offer, please do not hesitate to contact EYE’s Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.00pm (Sydney time), Monday to Friday, during the Offer Period or visit the EYE Entitlement Offer website at www.computersharecas.com.au/novaeyeoffer.

We look forward to your consideration of this Retail Entitlement Offer and your continued support.

Yours faithfully



Victor Previn

Executive Chairman

Summary of options available to you

If you are an Eligible Retail Shareholder, you may take one of the following actions:

- take up all of your Entitlement and, if you wish, also apply for Additional New Shares under the Top-Up Facility;
- take up part of your Entitlement and allow the balance to lapse; or
- do nothing, in which case your Entitlement will lapse and you will receive no value for that lapsed Entitlement.

The Retail Entitlement Offer closes at 5.00pm (Sydney time) on Friday, 8 March 2024.

Ineligible Retail Shareholders are not entitled to participate in the Retail Entitlement Offer.

Options available to you	Key considerations
1. Take up all of your Entitlement	<ul style="list-style-type: none"> • You may elect to apply for New Shares at the Issue Price (see Section 2 for instructions on how to take up your Entitlement). • The New Shares will rank equally in all respects with Existing Shares. • If you take up all of your Entitlement, you may also apply for Additional New Shares under the Top-Up Facility (see Section 2 for instructions on how to apply for Additional New Shares). There is no guarantee that you will be allocated any Additional New Shares under the Top-Up Facility.
2. Take up part of your Entitlement	<ul style="list-style-type: none"> • If you do not take up your Entitlement in full, those Entitlements not taken up will lapse and you will not receive any payment or value for them. • You will not be entitled to apply for Additional New Shares under the Top-Up Facility. • If you do not take up your Entitlement in full, your proportionate equity interest in EYE will be diluted as a result of the Entitlement Offer.
3. Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements	<ul style="list-style-type: none"> • If you do not take up your Entitlement, you will not be allocated New Shares and your Entitlements will lapse. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable, which means your Entitlements are non-transferrable and cannot be sold, traded on the ASX or any other exchange, nor can they be privately transferred. • If you do not take up your Entitlement your proportionate equity interest in EYE will be diluted as a result of the Entitlement Offer.

Entitlement Offer overview

1. Details of the Entitlement Offer

1.1 The Entitlement Offer

EYE is conducting a capital raising comprising a placement to new and existing institutional investors and a fully underwritten 1 for 8 pro-rata accelerated non-renounceable entitlement offer to institutional and retail Shareholders as at the Record Date in Australia or New Zealand and to certain Approved Foreign Shareholders. The capital raising is being conducted at the same Issue Price of A\$0.210 per New Share.

Institutional Entitlement Offer

On 14 February 2024, EYE announced that it had successfully completed the Placement and the Institutional Entitlement Offer raising approximately A\$5.1 million. Settlement of the Institutional Entitlement Offer is expected to occur on 21 February 2024. Shares to be issued under the Institutional Entitlement Offer are expected to be allotted and commence trading on 22 February 2024.

Retail Entitlement Offer

Each Eligible Retail Shareholder is entitled to subscribe for 1 New Share for every 8 Existing Shares held by that Eligible Retail Shareholder on the Record Date. The Retail Entitlement Offer is non-renounceable. This means that Shareholders who do not take up their Entitlements by 5.00pm (Sydney time) on the Closing Date of 8 March 2024, will not receive any payment or value for those Entitlements, and their proportionate equity interest in EYE will be diluted.

The Entitlement Offer is being made under section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) (as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) which allows rights issues to be made without a prospectus, provided certain conditions are satisfied. As a result, it is important for Eligible Retail Shareholders to read and understand the information on EYE and the Entitlement Offer made publicly available, prior to accepting all or part of their Entitlement or applying for Additional New Shares. In particular, please refer to this Retail Offer Booklet and EYE's other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au, using the code, 'EYE'.

The Entitlement Offer is fully underwritten by the Joint Lead Managers, subject to the terms and conditions of the underwriting agreement between EYE and the Joint Lead Managers dated 14 February 2024 (**Underwriting Agreement**).

The number of new Shares for which you are entitled to apply is shown on the EYE Entitlement Offer website or Entitlement and Acceptance Form. If you have more than one registered holding of Shares, you will have more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

Fractional entitlements to New Shares will be rounded up to the nearest whole number of New Shares.

New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with Existing Shares then on issue, including in respect of entitlement to any dividends. If you take no action you will not be allocated any New Shares and your Entitlement will lapse.

To qualify for the Retail Entitlement Offer, you must:

- (a) be registered as a Shareholder at 7.00pm (Sydney time) on the Record Date;
- (b) have an address in Australia or New Zealand as recorded on EYE's share register as at the Record Date;
- (c) not be in the United States and not be acting for the account or benefit of a person in the United States (to the extent such person holds EYE shares for the account or benefit of such person in the United States);

- (d) not have received an offer (other than as nominee) under the Institutional Entitlement Offer (and not have been treated as an ineligible institutional Shareholder under the Institutional Entitlement Offer); and
- (e) be eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or other formal offer document to be lodged or registered,

(Eligible Retail Shareholder).

Retail Shareholders who are not Eligible Retail Shareholders are '**Ineligible Retail Shareholders**'. EYE reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By returning a completed personalised Entitlement and Acceptance Form or making a payment by BPAY® or EFT, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to obtain independent professional advice as to how to proceed. For further information regarding nominees, trustees or custodians refer to section 1.11.

By receiving this Retail Offer Booklet, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the institutional or retail offer components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of EYE, and each of EYE affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

1.2 Purpose of the Placement and Entitlement Offer

The proceeds of the Placement and the Entitlement Offer and existing cash reserves will be used as follows:

Glaucoma Surgical Devices: \$7 million	
\$3.7 million	USA sales growth – USA sales representative expansion, marketing and clinical data program enhancement
\$1.6 million	Outside USA sales growth – expand commercial infrastructure to leverage investment in market access
\$1.7 million	Broaden product portfolio and regulatory approvals to de-risk reimbursement changes
Other Costs \$0.5 million	
\$0.5 million	Medical Device Regulation compliance and working capital
Offer Costs: \$0.5 million	
\$0.5 million	Costs of the Offer

Further details regarding the use of funds are set out on in the Investor Presentation attached to this Retail Offer Booklet.

1.3 Top-Up Facility

Eligible Retail Shareholders who take up their Entitlements in full may also apply for Additional New Shares in excess of their Entitlement at the Issue Price in a 'top-up' facility (**Top-Up Facility**). Please note that New Shares in excess of Entitlements will only be allocated to Eligible

Retail Shareholders if there are sufficient New Shares available and to the extent that EYE determines in its absolute discretion based on the Allocation Policy outlined below.

Any New Shares in excess of Entitlements will be limited by the Allocation Policy and also to the extent that there are sufficient New Shares from Eligible Retail Shareholders who do not take up their full Entitlements.

Allocation Policy

Eligible Retail Shareholders should be aware that:

- (a) the Top-Up Facility is capped as follows:
 - (i) Eligible Shareholders with up to 10,000 Shares as at the Record Date may apply for additional New Shares up to a maximum of \$4,999.89 (excluding their Entitlement); and
 - (ii) all other Eligible Shareholders with more than 10,000 Shares as at the Record Date may only apply for Additional Shares equal to up to 50% of their Entitlement;
- (b) no Eligible Shareholder may receive any New Shares which would result in the relevant Shareholder having voting power in EYE in excess of 20% of the total issued share capital of EYE;
- (c) there is no guarantee that any application in the Top-Up Facility will be successful in receiving the amount of Additional New Shares applied for and, subject to the Underwriting Agreement, EYE reserves the right to satisfy applications in the Top-Up Facility at its sole and complete discretion, including by applying any scale back mechanism;
- (d) in applying its sole and complete discretion, EYE will have regard to all relevant circumstances, including (but not limited to) the current shareholding (as at the Record Date) of any Eligible Shareholders to ensure that any issue of Additional New Shares is done in a manner proportionate (as determined by EYE) to the current shareholding of any Eligible Shareholder (as at the Record Date);
- (e) the Top-Up Facility has the same closing date as the Retail Entitlement Offer (being Friday, 8 March 2024);
- (f) the issue price of Additional New Shares under the Top-Up Facility is the same as the Issue Price, being \$0.210 per Additional New Share;
- (g) EYE will not issue Additional New Shares under the Top-Up Facility where to do so would result in a breach of its constitution, the Corporations Act or the ASX Listing Rules; and
- (h) in the event of a scale-back, the difference between the Application Monies received, and the number of Additional New Shares allocated to you multiplied by the Issue Price will be refunded following allotment. No interest will be paid on any Application Monies received and returned.

1.4 Shortfall

No material impact on control is expected to arise as a result of any Shareholder taking up its entitlements under the Entitlement Offer or participating in the Top-Up Facility.

The Directors reserve the right to place any shortfall to Institutional Investors in and outside Australia within 3 months after the Closing Date at a price per Share no less than the Issue Price in accordance with the ASX Listing Rules. The basis of allocation of any other shortfall will be determined by the Directors of EYE at their discretion, taking into account whether investors are existing shareholders, EYE's share register and any potential control impacts. The shortfall may not be placed to Listing Rule 10.11 parties in relation to EYE.

1.5 Underwriting and sub-underwriting

The Entitlement Offer is fully underwritten by the Joint Lead Managers, subject to the terms and conditions of the Underwriting Agreement.

It is important to note that the Joint Lead Managers, in their capacity as Joint Lead Managers and Underwriters, will be acting for, and providing services to, EYE in relation to the Entitlement Offer and will not be acting for or providing services to Shareholders. The Joint Lead Managers have

been engaged solely as independent contractors and are acting solely in a contractual basis on an arm's length basis with EYE. The engagement of the Joint Lead Managers by EYE is not intended to create any agency or other relationship between the Joint Lead Managers and Shareholders. For further details in relation to the Underwriting Agreement refer to clause 8 in the Additional Information section of this Retail Offer Booklet.

1.6 Issue of New Shares

New Shares under the Retail Entitlement Offer are expected to be issued on or about 15 March 2024, with trading commencing on ASX on or about 18 March 2024 (subject to variation at the discretion of EYE). Fractional entitlements to New Shares will be rounded up to the nearest whole number of New Shares.

EYE reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if their claims prove to be overstated or otherwise incorrect or if they fail to provide information to substantiate their claims.

1.7 ASX quotation

EYE will apply for official quotation of New Shares and any Additional New Shares issued under the Retail Entitlement Offer. If permission for quotation is not granted by ASX, the New Shares and any Additional New Shares will not be issued and Application Monies will be refunded (without interest) as soon as practicable.

1.8 Application Monies

Until New Shares and Additional New Shares are issued, EYE will hold the Application Monies in one or more bank accounts in Australia. The account(s) will be established and kept solely for the purpose of depositing Application Monies and retaining those funds for as long as required.

Any interest accrued on Application Monies will not be paid to the relevant Eligible Retail Shareholder, including if the Retail Entitlement Offer is cancelled or withdrawn. Subject to applicable law, EYE reserves the right to withdraw the Entitlement Offer at any time before the issue of New Shares and Additional New Shares.

1.9 Market prices for Shares on ASX

The Issue Price of A\$0.210 per New Share under the Entitlement Offer represents a 23.6% discount to EYE's last close price of A\$0.275 per Share on Friday, 9 February 2024.

1.10 Foreign Shareholders

The New Shares being offered under this Retail Offer Booklet are being offered to Retail Shareholders with registered addresses as at the Record Date in Australia or New Zealand and to certain Approved Foreign Shareholders.

The Retail Entitlement Offer will not be offered to Ineligible Retail Shareholders. EYE has determined that it is not economically viable to make offers to Ineligible Retail Shareholders due to the cost of meeting compliance requirements with securities laws in each applicable jurisdiction in which Ineligible Retail Shareholders reside. EYE reserves the right in its absolute discretion to make the Retail Entitlement Offer to a Shareholder with an address in EYE's share register outside Australia or New Zealand if EYE is satisfied that it is not precluded from lawfully issuing New Shares to that Shareholder either unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable.

This Retail Offer Booklet does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia or New Zealand.

The distribution of this Retail Offer Booklet outside Australia or New Zealand may be restricted by law. In particular, this document or any copy of it must not be distributed or released in the United States. If you come into possession of this Retail Offer Booklet, you must observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

Please refer to Section 4 of this Retail Offer Booklet for further information in relation to the foreign jurisdictions in which this Retail Entitlement Offer may be made.

1.11 Nominees and custodians

Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participated under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Due to legal restrictions, nominees and custodians may not send copies of this Retail Offer Booklet or accept the Retail Entitlement Offer on behalf of any person in the United States, or any other jurisdiction outside Australia or New Zealand. EYE is not required to determine whether or not any registered shareholder is acting as a nominee or the identity or residence of any beneficial owners of Existing Shares.

Nominees with registered addresses in Australia or New Zealand will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold Shares who would not satisfy the criteria for an Eligible Retail Shareholder; or
- (b) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

1.12 Taxation implications

The Board do not consider that it is appropriate to provide Eligible Retail Shareholders with advice regarding the taxation consequences of accepting the Retail Entitlement Offer under this Retail Offer Booklet. The Company, its advisors and officers, do not accept any responsibility or liability for any taxation consequences to investors or Eligible Shareholders in respect of any issue.

1.13 Risks

There are a number of risks associated with an investment in EYE which may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share price. You should consider the key risk factors which are set out in the Risk Factors section of the Investor Presentation included in this Retail Offer Booklet. This list is not exhaustive.

1.14 Regular reporting and disclosure

EYE is a 'disclosing entity' for the purposes of the Corporations Act and accordingly is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. These obligations require EYE to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the market. In particular, EYE has an obligation (subject to a limited exception) to notify ASX once it is, or becomes, aware of information concerning EYE which a reasonable person would expect to have a material effect on the price or value of EYE's securities. All announcements made by EYE to ASX are available from ASX's website (www.asx.com.au) and from EYE's website (<https://nova-eye.com/>).

Additionally, EYE is required to prepare and lodge with ASX yearly and half yearly financial statements accompanied by a directors' statement and report, and an audit or review report. These reports are released to ASX and published on EYE and ASX websites. You should also have regard to any further announcements which may be made by EYE to ASX after the date of this Retail Offer Booklet.

1.15 Rights and liabilities attaching to New Shares

New Shares and any Additional New Shares issued under this Retail Offer Booklet will be fully paid ordinary shares in the capital of EYE and will rank equally with all Existing Shares then on issue.

The rights and liabilities attaching to Shares are set out in EYE's constitution and are regulated by the Corporations Act, the general law, the ASX Listing Rules and the ASX Settlement Rules. EYE's constitution may only be varied by a special resolution passed in a general meeting by 75%

of the votes cast by Shareholders present in person or by proxy (and entitled to vote) at the meeting.

1.16 Disclaimer

No person is authorised to give any information or make any representation in connection with the Retail Entitlement Offer described in this Retail Offer Booklet, which is not contained in this Retail Offer Booklet. Any information or representation not contained in this Retail Offer Booklet may not be relied on as having been authorised by EYE in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of EYE, or any other person, warrants or guarantees the future performance of EYE or any return on any investment made pursuant to this Retail Offer Booklet.

1.17 Financial amounts

Money as expressed in this Retail Offer Booklet is in Australian dollars unless otherwise indicated. Any discrepancies between totals in tables and sums of components in tables in this Retail Offer Booklet and between those figures and figures referred to in other parts of this document may be due to rounding.

1.18 Privacy

Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of your Shares) to be included in the public register of members of EYE. Information is collected to administer your Shares. Your personal information may be disclosed to EYE. You can obtain access to your personal information by contacting the Share Registry at the address or telephone number listed in the corporate directory. The Share Registry's privacy policy is available on its website, with a link accessible here:

<https://www.computershare.com/au/privacy-policies>

1.19 Governing Law

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the laws applicable in South Australia. Each Applicant for New Shares (including any Additional New Shares) submits to the non-exclusive jurisdiction of the courts of South Australia.

2. Required Actions

2.1 Eligible Retail Shareholders

If you are an Eligible Retail Shareholder, you may:

- (a) take up all of your Entitlement and, if you wish, also apply for Additional New Shares under the Top-Up Facility;
- (b) take up part of your Entitlement and allow the balance to lapse; or
- (c) decline to exercise your Entitlement, in which case your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

If you are an Eligible Retail Shareholder and wish to take up all or part of your Entitlement, or you wish to also apply for Additional New Shares you should:

- (a) read this Retail Offer Booklet in full;
- (b) consider the risks associated with the Entitlement Offer, as summarised in the Key Risks section of the Investor Presentation included in this Retail Offer Booklet, in light of your personal circumstances;
- (c) decide whether to participate in the Retail Entitlement Offer; and
- (d) make payment and apply for New Shares by either:

BPAY®

Make payment through BPAY® in accordance with the payment instructions on the Entitlement and Acceptance Form, available on the EYE Entitlement Offer website at www.computersharecas.com.au/novaeyeeoffer.

You do not need to return the Entitlement and Acceptance Form.

We strongly urge you to apply by paying through BPAY® if possible. EFT payment is only available for New Zealand, Singapore and Hong Kong based Shareholders. If you are unable to make payment through BPAY please contact the Offer Information Line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.30pm (Sydney time).

EFT – for New Zealand based Shareholders and Approved Foreign Shareholders only.

Make payment via EFT in accordance with the instructions set out on the Entitlement and Acceptance Form.

You do not need to return the Entitlement and Acceptance Form.

2.2 Payment

The Issue Price of A\$0.210 per New Share is payable on taking up your Entitlement. For all Australian and New Zealand Eligible Retail Shareholders payments must be received by 5.00pm (Sydney time) on 8 March 2024 (or such other date as may be determined by EYE).

Shareholders should be aware of the time required to process payments by BPAY® or EFT in choosing the appropriate application and payment method. **Any late payment of Application Monies may not be accepted and monies will be refunded to the Shareholder without interest.**

Payment will only be accepted in Australian currency and must be:

- (a) through the BPAY® facility according to the instructions set out on the Entitlement and Acceptance Form; or
- (b) for Shareholders with a registered address in New Zealand, Singapore or Hong Kong without an Australian bank account, by EFT according to the instructions set out on the Entitlement and Acceptance Form. You can contact the information line on 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.30pm (Sydney time) for alternate electronic payment instructions.

Cash and cheques will not be accepted. Receipts for payment will not be issued. If you provide insufficient funds to meet the Application Monies due to take up all or part of your Entitlement, you may be taken by EYE to have applied for such lower number of New Shares as your cleared Application Monies will pay, or your Application may be rejected and monies refunded to the Shareholder without interest.

If you pay for more than your full Entitlement, you are deemed to have applied for as many Additional New Shares as your excess amount will pay for in full (subject to the Allocation Policy and any scale-back determined by EYE in its sole and absolute discretion).

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded to you as soon as practicable (but only where the amount is A\$5.00 or greater). You are not entitled to any interest that accrues on any Application Monies received or returned (wholly or partially).

Your BPAY® or EFT acceptance, once received by the Share Registry, cannot be withdrawn.

2.3 Declining all or part of your Entitlement

If you decide not to take up all or part of your Entitlement, the Entitlement which is unexercised will lapse and may be taken up by Eligible Retail Shareholders under the Top-Up Facility or allocated to Institutional Investors. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and cannot be traded on the ASX nor any other financial markets, nor can it be privately transferred.

If you decide not to participate in the Retail Entitlement Offer, you do not need to fill out or return the accompanying Entitlement and Acceptance Form. By allowing your Entitlement to lapse, you

will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement and you will not receive any value for your Entitlement. Your proportionate interest in EYE will also be diluted to the extent that New Shares are issued under the Entitlement Offer.

2.4 Ineligible Retail Shareholders

If you are an Ineligible Retail Shareholder, you may not take up any of, or do anything in relation to, your Entitlement under the Retail Entitlement Offer.

2.5 Warranties made on acceptance of Retail Entitlement Offer

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® or EFT, you will be deemed to have acknowledged, represented and warranted that you, and each person on whose account you are acting, are an Eligible Retail Shareholder or otherwise eligible to participate.

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY® or EFT, you will also be deemed to have acknowledged, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Retail Shareholder;
- (b) you are not in the United States and you are not acting for the account or benefit of any person in the United States in connection with the purchase of New Shares (including any Additional New Shares) in the Retail Entitlement Offer and you are not otherwise a person to whom it would be illegal to make an offer of or issue of New Shares (including any Additional New Shares) under the Retail Entitlement Offer and under any applicable laws and regulations;
- (c) you understand that the New Shares (including any Additional New Shares) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and the New Shares (including any Additional New Shares) may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
- (d) you and each person on whose account you are acting have not and will not send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- (e) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is:
 - (i) resident in Australia or New Zealand, and
 - (ii) is not in the United States or elsewhere outside Australia or New Zealand,
- (f) you are acquiring New Shares (including any Additional New Shares) outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act;
- (g) you and each person on whose account you are acting have not sent and will not send any materials, or copies thereof, relating to the Retail Entitlement Offer to any person in the United States or any other country outside Australia and New Zealand;
- (h) you acknowledge that you have read and understand this Retail Offer Booklet and your Entitlement and Acceptance Form in their entirety;
- (i) you agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Offer Booklet, and EYE's constitution;
- (j) you authorise EYE to register you as the holder(s) of New Shares (including any Additional New Shares) allotted to you;
- (k) you declare that all details and statements in your Entitlement and Acceptance Form are complete and accurate;

- (l) if you are a natural person, you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under your Entitlement and Acceptance Form;
- (m) you acknowledge that after EYE receives your Entitlement and Acceptance Form or any payment of Application Monies through BPAY® or EFT, you may not withdraw your Application or funds provided except as allowed by law;
- (n) you agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies through BPAY® or EFT, at the Issue Price;
- (o) you authorise EYE, the Joint Lead Managers, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (including any Additional New Shares) to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in your Entitlement and Acceptance Form;
- (p) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on your Entitlement and Acceptance Form as being held by you on the Record Date;
- (q) you acknowledge that the information contained in this Retail Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (r) you acknowledge that this Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in EYE and is given in the context of EYE's past and ongoing continuous disclosure announcements to ASX;
- (s) you acknowledge the statement of risks in the Key Risks section of EYE's Investor Presentation included in this Retail Offer Booklet and that investments in EYE are subject to risk;
- (t) you acknowledge that none of EYE, the Joint Lead Managers, nor their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of EYE, nor do they guarantee the repayment of capital;
- (u) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (v) you authorise EYE to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- (w) you represent and warrant (for the benefit of EYE, the Joint Lead Managers and their respective related bodies corporate and affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, are an Eligible Retail Shareholder and are otherwise eligible to participate in the Retail Entitlement Offer;
- (x) you acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and the Retail Entitlement Offer was made by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of EYE, and EYE and its respective related bodies corporate and affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise of that discretion to the maximum extent permitted by law;
- (y) you represent and warrant that the law of any place does not prohibit you from being given this Retail Offer Booklet and your Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares (including any Additional New Shares) and that you are otherwise eligible to participate in the Retail Entitlement Offer; and
- (z) if in the future you decide to sell or otherwise transfer the New Shares (and/or any Additional New Shares), you will only do so in the regular way transactions on the ASX are conducted or otherwise where neither you nor any person acting on your behalf know,

or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States.

If you take up and pay for all or part of your Entitlement before the Closing Date, you will be issued your New Shares on or about 15 March 2024, but they will only commence trading on ASX on a normal basis on or about 18 March 2024. If you apply for Additional New Shares under the Top-Up Facility then, to the extent your application for Additional New Shares is accepted (in whole or part), you will be issued the Additional New Shares on the same day. EYE's decision on the number (if any) of Additional New Shares to be allocated to you will be final and binding.

Subject to the Listing Rules, the Directors reserve the right to change the Closing Date in their absolute discretion and without notice.

2.6 Refunds

Any Application Monies received for more than your final allocation of New Shares and any Additional New Shares will be refunded as soon as practicable after the Closing Date (except where the amount is less than A\$5.00). No interest will be paid to Applicants on any Application Monies received or refunded.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the share register as at the Closing Date. If you wish to advise or change your banking instructions with the Share Registry you may do so by contacting the Share Registry at 1300 556 161 (within Australia) or +61 3 9415 4000 (outside Australia) at any time between 8:30am and 5:00pm (Sydney time) Monday to Friday.

2.7 Withdrawals

You cannot, in most circumstances, withdraw your Application once it has been accepted. Cooling-off rights do not apply to an investment in New Shares or any Additional New Shares.

2.8 Confirmation of your Application and managing your holding

You may access information on your holding, including your Record Date balance and the issue of New Shares and any Additional New Shares from this Retail Entitlement Offer, and manage the standing instructions the Share Registry records on your holding on the Share Registry website, www.investorcentre.com/au. To access the Investor Centre section of this website you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and you will need to pass the security challenge on the site.

Additional information

This Retail Offer Booklet (including the ASX announcements and Investor Presentation in relation to the Retail Entitlement Offer reproduced in it) has been prepared by EYE.

This Retail Offer Booklet should be read in conjunction with EYE's other periodic and continuous disclosure announcements to the ASX available at www.asx.com.au.

No party other than EYE has authorised or caused the issue of the information in this Retail Offer Booklet, nor takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet.

3. Capital structure

3.1 Effect of the Entitlement Offer on capital structure

The approximate capital structure of EYE will be as follows:

Shares	Number
Shares on issue as at 12 February 2024	190,640,893
Shares issued under the Placement and Institutional Entitlement Offer	24,381,269
Maximum number of New Shares offered under the Retail Entitlement Offer	13,734,556
Total New Shares to be issued under the Entitlement Offer (assuming full take up) and Placement	38,115,825
Total number of Shares on issue on close of the Entitlement Offer (assuming full take up) and Placement	228,756,718

Note: The exact number of Shares issued under the Entitlement Offer will also depend on a reconciliation process and fractional Entitlements on the Record Date.

3.2 Impact on control

The potential effect the Entitlement Offer will have on the control of EYE is as follows:

- (a) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of EYE;
- (b) if some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders will be diluted; and
- (c) the proportional interests of Shareholders who are not Eligible Shareholders will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer, having regard to:
 - (i) the composition of EYE's share register; and
 - (ii) the terms of the Entitlement Offer,

on the basis that their notional entitlements are allocated to eligible institutional investors or to eligible retail shareholders participating in the Top-Up Facility.

EYE does not believe that any person will increase their voting power in EYE pursuant to the Entitlement Offer in a way that will have any material impact on the control of EYE. In particular, no person presently has a relevant interest in more than 20% of Shares, and no person is expected to have a more than 20% relevant interest in Shares immediately following the Entitlement Offer.

3.3 CEO/Director commitment

Board members Victor Previn, Thomas Spurling and Rahmon Coupe have committed to take up their full entitlements, totalling approximately 1,476,887 New Shares (A\$310,146.27). In compliance with the ASX Listing Rules, participating Directors will not be applying for any Additional New Shares under the Top-Up Facility.

Managing Director, Tom Spurling, Executive Chairman Victor Previn and Director Rahmon Coupe have committed to taking up their Entitlements in the Institutional Entitlement Offer.

4. New Zealand Shareholders

New Zealand Shareholders should also consider the taxation and currency risks associated with investing in New Shares.

5. Not a prospectus

The Retail Entitlement Offer to which the information in this Retail Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*. The information in this Retail Offer Booklet is not a prospectus, product disclosure statement, disclosure document or other offering document under the Corporations Act (or any other law) and has not been lodged with ASIC

The information in this Retail Offer Booklet does not purport to contain all the information that you may require to evaluate a possible Application for New Shares or Additional New Shares, nor does it contain all the information which would be required in a prospectus or product disclosure statement prepared in accordance with the requirements of the Corporations Act. It should be read in conjunction with EYE's other periodic statements and continuous disclosure announcements lodged with the ASX, which are available at www.asx.com.au. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial objectives and having regard to the merits or risks involved. You should conduct your own independent review, investigation and analysis of the Shares, the subject of the Retail Entitlement Offer.

If, after reading this Retail Offer Booklet, you have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant, solicitor, tax adviser or other independent professional adviser. You should obtain any professional advice you require to evaluate the merits and risks of an investment in EYE before making any investment decision based on your investment objectives.

6. Foreign jurisdictions

The information in this Retail Offer Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction outside of Australia except to the extent permitted below. Return of the personalised Entitlement and Acceptance Form or your BPAY® payment will be taken by EYE to constitute a representation by you that there has been no breach of any such laws.

The distribution of this Retail Offer Booklet outside Australia may be restricted by law. In particular, this Retail Offer Booklet or any copy of it must not be taken into or distributed or released to any person in the United States or any other jurisdiction outside Australia or New Zealand. If you come into possession of this Retail Offer Booklet, you must observe such restrictions.

United States

This Offer Booklet, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States.

The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. The New Shares in the Retail Entitlement Offer are being offered and sold outside the United States in 'offshore transactions' as defined and in reliance on Regulation S under the US Securities Act.

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Hong Kong

This Offer Booklet has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "**SFO**"). No action has been taken in Hong Kong to authorise or register this Offer Booklet or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Retail Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This Offer Booklet has not, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document in connection with the offer or sale, or invitation for subscription or purchase, of New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**") or as otherwise pursuant to, and in accordance with, the conditions of any other applicable provisions of the SFA.

This document has been provided to you on the basis that you are (i) an existing holder of EYE's shares, (ii) an 'institutional investor' (as defined in the SFA) or (iii) a 'relevant person' (as defined in section 275(2) of the SFA). In the event you are not such a shareholder, institutional investor or relevant person, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to the resale restrictions in Singapore and comply accordingly.

7. Information availability

Eligible Retail Shareholders in Australia or New Zealand can obtain a copy of this information during the period of the Retail Entitlement Offer by calling the Share Registry on 1300 556 161 (within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am to 5.30pm (Sydney time), Monday to Friday during the Offer Period or visit the EYE Entitlement Offer website at www.computersharecas.com.au/novaeyeoffer. A replacement Entitlement and Acceptance Form can be downloaded from the EYE Entitlement Offer website or requested by calling the Share Registry.

8. Underwriting Agreement

EYE and the Joint Lead Managers entered into the Underwriting Agreement in connection with the Joint Lead Managers underwriting the Entitlement Offer. The Underwriting Agreement is subject to certain terms and conditions which are customary for an underwriting agreement of this type, including conditions precedent, representations, warranties and indemnities (in favour of the Joint Lead Managers) and termination rights.

Certain termination events are unqualified, permitting the Joint Lead Managers to terminate the Underwriting Agreement and include, but are not limited to:

- (a) (**Offer Documents**) a statement contained in the Offer Booklet or publicly released information is or becomes misleading or deceptive or likely to mislead or deceive (including by omission) or a matter required by the Corporations Act is omitted from the Offer Booklet or the issue of the Offer Documents becomes misleading or deceptive or likely to mislead or deceive;
- (b) (**New circumstance**) a new circumstance arises which would have been required by the Corporations Act to be included in the Offer Documents had the new circumstance arisen before the Offer Documents were given to ASX;
- (c) (**material adverse change**) any material or adverse change occurs in the assets, liabilities, the equity of the EYE shareholders, financial position or performance, profits, losses or prospects of EYE; (**Clinical hold**) any of EYE's clinical trials or products being placed on clinical hold by the US FDA or other applicable Government Agency;
- (d) (**Listing**) EYE ceases to be admitted to the official list of ASX or the Shares cease trading or are suspended from quotation on ASX other than in connection with the Offer; and
- (e) (**market fall**) ASX 300 Index falls to a level that is 10% or more below its level at market close on the Business Day immediately preceding the Announcement Date and is at or below that level at the close of trading for 2 consecutive Business Days during any time after the date of this document until the Retail Settlement Date or the day immediately prior to the Placement and Institutional Settlement Date or Retail Settlement Date.

Certain termination events subject to materiality, meaning they require the Joint Lead Managers to reasonably believe the event may give rise to a liability that a Joint Lead Manager could contravene any applicable law, or have a materially adverse impact on the Retail Entitlement Offer. These qualified termination events include, but are not limited to:

- (f) (**Information**) the information supplied by or on behalf of EYE to the Joint Lead Managers for the purposes of the due diligence investigations, the offer materials or the offer, is misleading and deceptive;
- (g) (**Contravention of constitution or applicable law**) a contravention by EYE of any provision of its constitution, the Corporations Act, the Listing Rules or any other material applicable legislation or any policy or requirement of ASIC or ASX or the Medical Device Regulations of the European Union;
- (h) (**Representations and warranties**) an obligation, undertaking, representation or warranty made or given by EYE under the Underwriting Agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;

- (i) **(Regulatory action)** any regulatory body commences any enquiry or public action against EYE or any of its subsidiaries or any person is appointed under any legislation in respect of EYE to investigate the affairs of it or its subsidiaries;
- (j) **(default)** a default by EYE in the performance of any of its obligations under the Underwriting Agreement occurs; and
- (k) **(TGA Warnings)** the Company receives a written warning notice from the TGA in connection with the Company's products, including (without limitation) in relation to allegations of mislabelling products.

Glossary

Term	Definition
Additional New Shares	New Shares offered to an Applicant in excess of their Entitlement under the terms of the Top-Up Facility
Allocation Policy	As defined in Section 1.3
Applicant	An Eligible Retail Shareholder who applies for New Shares under this Retail Offer Booklet
Application	An application for a specified number of New Shares or Additional New Shares by an Applicant under this Retail Offer Booklet
Application Monies	Funds accompanying a completed Entitlement and Acceptance Form paid by EFT, or funds paid by BPAY® as consideration for New Shares and any Additional New Shares.
Approved Foreign Shareholders	Means institutional or sophisticated Shareholders who reside in Hong Kong or Singapore.
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, a financial market operated by it, as the context requires
ASX Listing Rules	The listing rules of ASX
ASX Settlement Rules	The Settlement Operating Rules made by ASX Settlement Pty Limited ACN 008 504 532
Board	The Directors acting as a board of EYE
CGT	Capital Gains Tax
Closing Date	The date on which the Retail Entitlement Offer closes, expected to be 5.00pm (Sydney time) on, 8 March 2024
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	The directors of EYE
Eligible Retail Shareholder	As defined in Section 1.1
Entitlement	The number of New Shares each Eligible Retail Shareholder is offered under the Entitlement Offer
Entitlement and Acceptance Form	The personalised form for participation in the Retail Entitlement Offer
Entitlement Offer	The pro-rata accelerated non-renounceable entitlement offer of 1 New Share for every 8 Existing Shares at the Issue Price per New Share
Existing Shares	Shares on issue at the Record Date
Group	EYE and its subsidiaries and any body corporate, trust or other entity which is controlled by EYE whether in a fiduciary capacity or otherwise, directly or indirectly and any other person, that person and each Related Corporation of that person.

Term	Definition
GST	Goods and Services Tax
Ineligible Retail Shareholder	As defined in Section 1.1
Institutional Entitlement Offer	The institutional component of the Entitlement Offer which was completed and announced to the ASX on 14 February 2024
Institutional Investor	A sophisticated (high-net worth), institutional or professional investor in a Permitted Jurisdiction.
Investor Presentation	The investor presentation released to ASX on 14 February 2024 and included and forming part of this Retail Offer Booklet
Issue Price	The price payable for one New Share under the Entitlement Offer or A\$0.[210]
Joint Lead Managers	E&P Corporate Advisory Pty Ltd ACN 137 980 520, MST Financial Services Pty Ltd ACN 617 475 180 and Taylor Collison Limited ACN 008 172 450
EYE or Company	Nova Eye Medical Limited ACN 007 702 927
New Share	A Share offered and issued under the Placement or the Entitlement Offer
Offer Period	19 February 2024 to 8 March 2024 or any other dates or period as may be determined by EYE
Permitted Jurisdictions	Australia and New Zealand
Placement	Placement means the placement of New Shares described in the Investor Presentation
Record Date	7.00pm (Sydney time) on 14 February 2024
Retail Entitlement Offer	The retail component of the Entitlement Offer being the offer of 1 New Share for each 8 Existing Shares on the terms set out in this Retail Offer Booklet to Eligible Retail Shareholders
Retail Offer Booklet	This document
Section	A section of this Retail Offer Booklet
Share	A fully paid ordinary share in the capital of EYE
Share Registry	Computershare Investor Services Pty Limited ABN 48 078 279 277
Shareholder	A holder of at least one Share as recorded on EYE's share register
Sydney Time	The legal time in Sydney, Australia.
Top-Up Facility	As defined in Section 1.3
Underwriters	E&P Corporate Advisory Pty Ltd ACN 137 980 520 (AFSL 338885), MST Financial Services Pty Ltd ACN 617 475 180 (AFSL 500557) and Taylor Collison Limited ACN 008 172 450 (AFSL 247083)
US Securities Act	US Securities Act of 1933, as amended

Corporate Directory

Directors

Victor Previn (Executive Chairman)
Thomas Spurling (Managing Director)
Daniel Webb
Michael Southard
Rahmon Coupe

Simon Gray (Company Secretary)

Australian legal advisers to the Offer

MinterEllison
Level 10, 25 Grenfell Street
Adelaide, SA, 5000

Joint Lead Managers and Underwriters

E&P Corporate Advisory Pty Ltd
Mayfair Building, 171 Collins Street
Melbourne, VIC, 3000

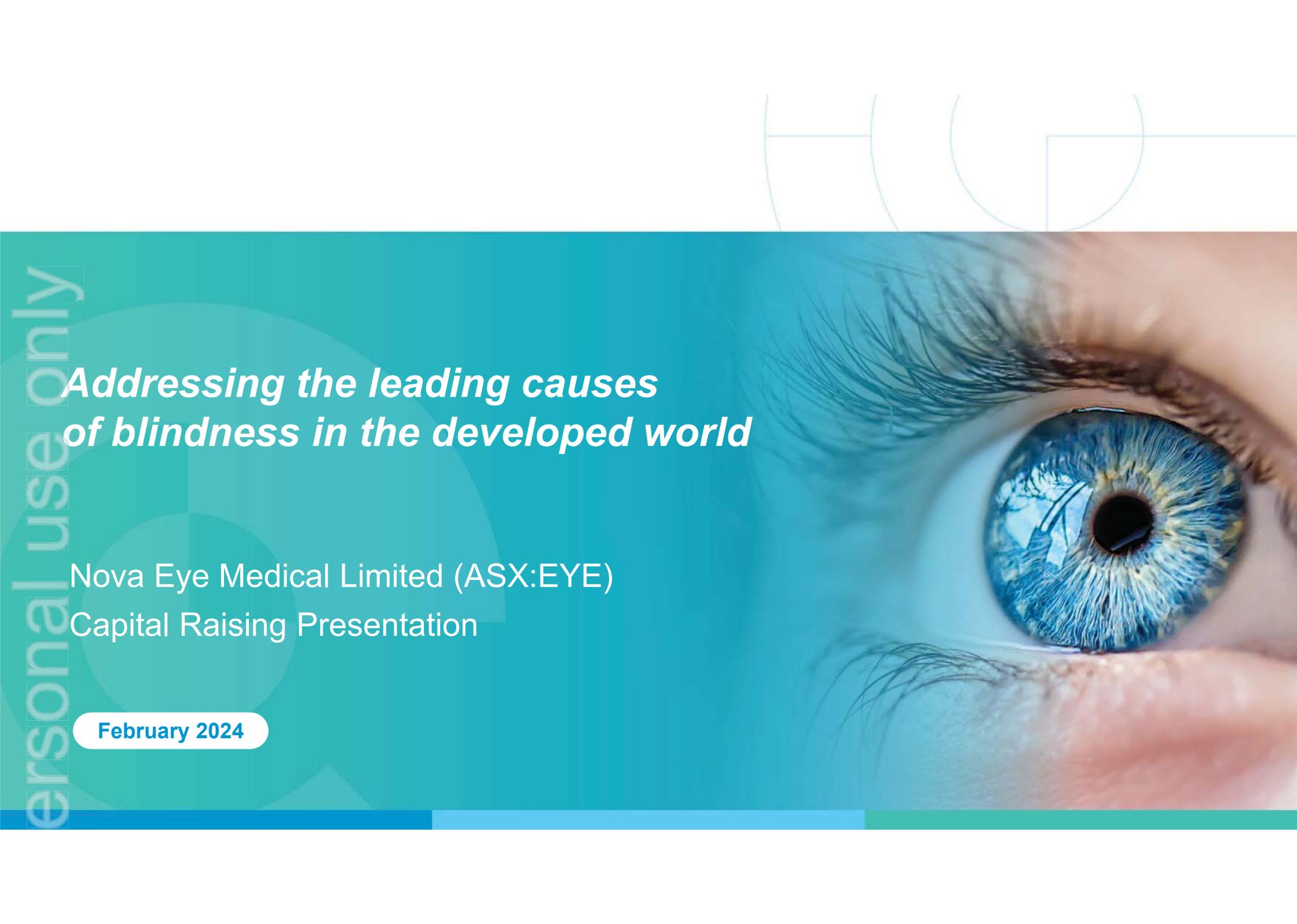
Taylor Collison Limited
Level 16, 211 Victoria Square
Adelaide, SA, 5000

MST Financial Services Pty Ltd
Level 2, 183-185 Flinders Lane
Melbourne, VIC, 3000

Share Registry

Computershare
Level 5, 115 Grenfell Street
Adelaide SA 5001

Attachment - Investor Presentation



*Addressing the leading causes
of blindness in the developed world*

Nova Eye Medical Limited (ASX:EYE)
Capital Raising Presentation

February 2024

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Not an offer

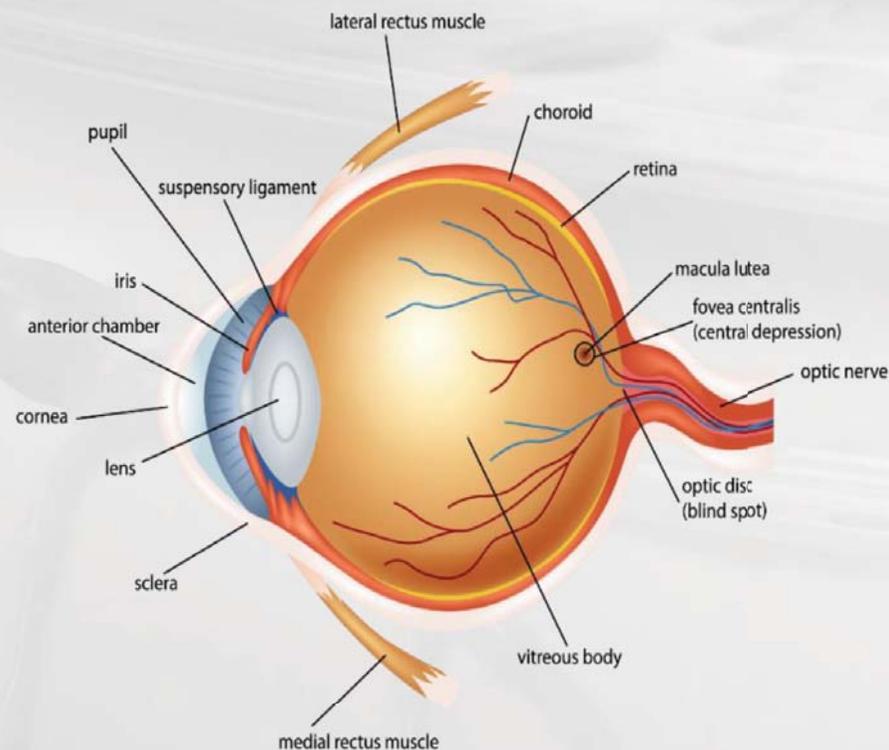
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Executive Summary



01 Following FDA clearance on March 30, 2023, and subsequent USA launch of the iTrack™ Advance in May 2023, Nova Eye Medical Limited (Nova Eye) has driven USA glaucoma sales revenue to US\$5.1m for 1H FY24, up 65% on pcp, selling through its own sales team direct to US eye surgeons

02 Glaucoma products sales growth in the first half of FY24 was achieved despite market uncertainty during November and December arising from proposed changes to reimbursement tabled by Medicare Administrative Contractors (MACs) to restrict reimbursement coverage. The proposed changes were withdrawn on 29 December 2023 enabling future sales growth

03 Nova Eye sees significant near and medium-term opportunities to expand our glaucoma geographic sales footprint across the USA, alongside strategic international markets. Focused product development and clinical evidence collation across the Glaucoma portfolio will de-risk the Company from reimbursement changes

04 Announcement of capital raising of \$8.0 million to capitalise on identified near-term growth opportunities in Glaucoma



Nova Eye Medical

Company Overview

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Large Unmet Need



Glaucoma Opportunity

- 126 million⁽¹⁾ people with glaucoma worldwide with US\$5.6 billion⁽¹⁾ annual expenditure of which 78%⁽¹⁾ is spent on medications and devices. Market for surgical devices is US\$743 million⁽²⁾ and forecast to reach US\$1,341⁽²⁾ million by 2028
- Significant medication drawbacks drive demand for surgical device alternatives
- Consumable surgical devices market projected market at 15% CAGR⁽²⁾

(1) Marketscope 2023 Glaucoma Surgical Device Market Report and Marketscope 2022 Glaucoma Surgical Device Market Report

(2) Marketscope 2023 Glaucoma Surgical Device Market Report, 2024 estimate and 2028 estimate incorporating stents, canal surgery and glaucoma drainage devices, growth through to 2028

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Business Segment Overview



Nova Eye Medical, Glaucoma

Strategy	Develop, market and sell comprehensive portfolio of glaucoma consumable surgical devices
Key products	iTrack™ Advance, iTrack™, Moltano3,
Total Addressable Market	US\$743m ⁽¹⁾ with the glaucoma surgical devices market growing at 15% CAGR over 2022-28 ⁽¹⁾ displacing medication
Sales	Established infrastructure; direct sales in USA, Germany, Australia; distributors in key markets
Manufacturing	California, USA and Dunedin, New Zealand
IP Status	Patents issued and pending in major markets
Regulatory	Europe and Mutual Recognition Jurisdiction and USA (FDA)
Reimbursement	Reimbursed by USA Medicare

AlphaRET, AMD

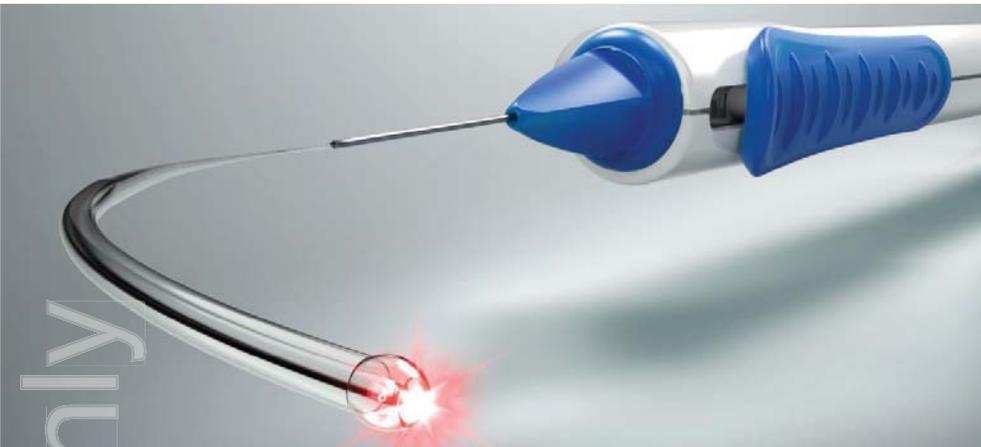
Strategy	Commercialise unique and proprietary technology that addresses AMD with funding from a partner
Key products	2RT®
Total Addressable Market	62 million ⁽²⁾ people worldwide with Intermediate Age-related Macular Degeneration treatment (iAMD) – market not addressed.
Sales	Sales program to coincide with funding
Manufacturing	Adelaide, Australia based contract manufacturing
IP Status	Patents issued and pending in major markets
Regulatory	CE Mark (iAMD) and diabetic eye disease) in Europe, Australia, NZ. FDA USA clearance for diabetic eye disease
Structure	AlphaRET is a wholly-owned subsidiary of Nova Eye Medical Limited.

(1) Marketscope 2023 Glaucoma Surgical Device Market Report, 2024 estimate incorporating stents, canal surgery and glaucoma drainage devices, growth through to 2028

(2) Estimate made by Nova Eye based on the results of clinical studies and Marketscope 2022 Ophthalmic Lasers Market Report, 2024 estimate

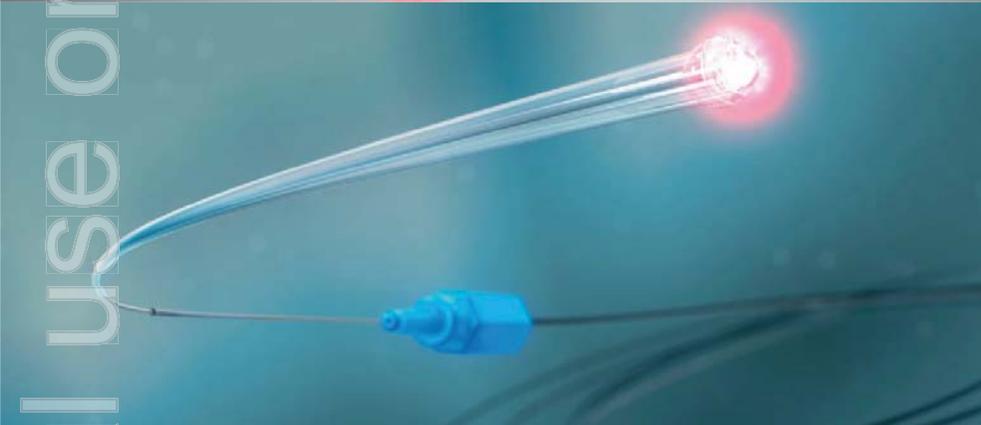
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Addressing disease progression

iTrack™
Advance
(mild to moderate)



iTrack™
(mid stage)



Molteno3
(Severe and Complex)



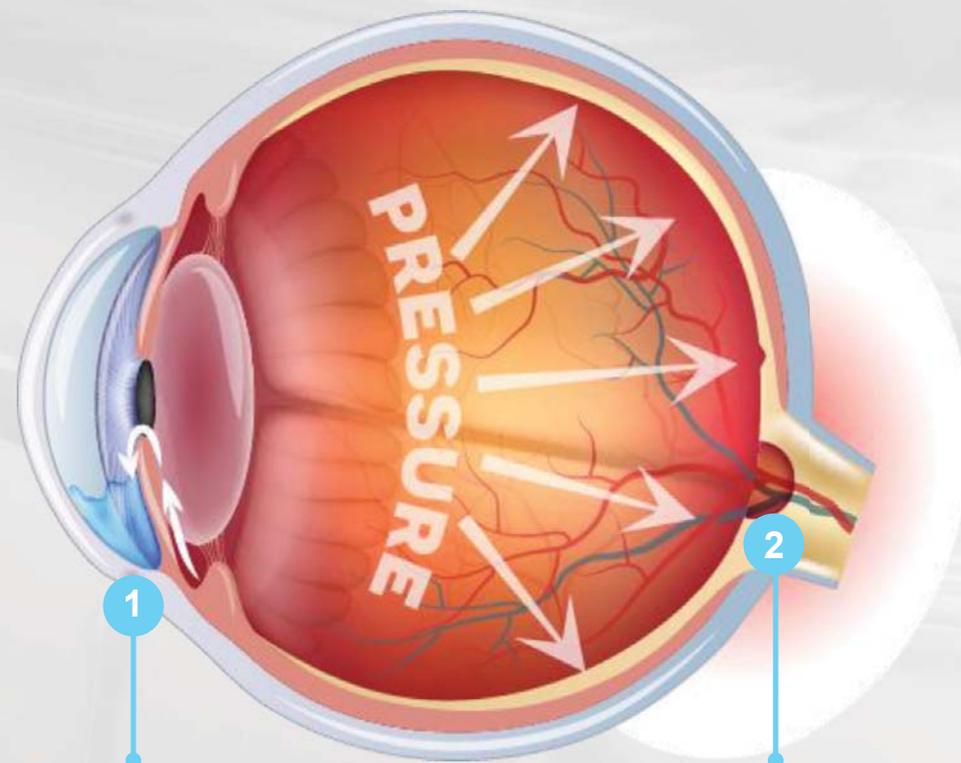
Glaucoma

Nova Eye Current
Product Portfolio

Glaucoma Disease Overview



- Glaucoma is the second leading cause of blindness in the developed world (behind cataracts)⁽¹⁾
- Progressive, irreversible eye disease that causes vision loss due to optic nerve damage from elevated intraocular pressure (IOP).
- There is no cure for glaucoma.
- Topical medications are standard of care but nonadherence is ubiquitous
- Nova Eye's products reduce IOP via surgical procedures



1. Drainage canal becomes blocked; too much fluid stays in the eye and IOP rises.

2. High IOP damages optic nerve, leading to blindness

(1) Marketscope 2023 Glaucoma Surgical Device Market Report



Glaucoma Treatment Overview

- Traditional medication treatment paradigm is chronic medication use causes eye damage limiting future treatment options.
- Patients and surgeons are transitioning⁽¹⁾ from medications in favour of minimally invasive glaucoma surgery (MIGS) earlier in the disease state.
- MIGS are a solution to nonadherence and can offer improved safety profile and better certainty of outcome⁽¹⁾.
- Advancements in diagnostic technologies support earlier intervention.
- **Nova Eye is a key player in the global MIGS market with its canaloplasty device, *iTrack™ Advance*.**



Patient adherence to glaucoma medications is poor

Approx 50% of patients are non-compliant with their medications

Approx 50% purposely discontinue their medication(s) within 6 months

Nordstrom BL, Friedman DS, Mozaffari E, Quigley H, Walker AM. Persistence and adherence with topical glaucoma therapy. Am J Ophthalmol. 2005;140(4): 598-606

.....

Glaucoma surgical devices are increasingly recognised as a viable alternative to medications – and this is the highest area of focus and return for the patient, the physician and the supplier.

.....

(1) Marketscope 2023 Glaucoma Surgical Device Market Report and Marketscope 2022 Glaucoma Surgical Device Market Report

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iTrack™

ADVANCE

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- **iTrack™ Advance** consumable MIGS device is redefining the treatment of glaucoma in its early stages.
- Canaloplasty offers a stent-free, tissue-preserving surgical treatment for glaucoma using an injector technology
- Injector technology has enhanced our original iTrack™ which has been used in approx. 130,000⁽¹⁾ procedures globally.
- Approved by the FDA on 30 March 2023 and launched in the USA May 2023

(1) Based on Nova Eye's sales records

Clinically Significant Features iTrack™ Advance vs Other MIGS

Designed to reduce the elevated IOP associated with glaucoma by improving trabecular flow through the natural outflow pathway.

Device	Company	Procedure	Patient Population	Natural Outflow Pathway			Implant-free	Preserves Tissue
				Trabecular Meshwork	Schlemm's canal	Collector Channels		
iTrack™ Advance	Nova Eye Medical	Canaloplasty	Mild-moderate glaucoma	✓	✓	✓	✓	✓
KDB⁽¹⁾	New World Medical	Goniotomy i.e. cutting of tissue	Mild-moderate glaucoma	✓	✗	✗	✓	✗
OMNI⁽¹⁾	Sight Sciences	Canaloplasty followed by goniotomy i.e. cutting of tissue	Mild-moderate glaucoma	✓	✓	✓	✓	✗
iStent⁽¹⁾	Glaukos	Micro-trabecular bypass stent	Mild-moderate glaucoma	✓	✗	✗	✗	✓
Hydrus⁽¹⁾	Alcon	Micro-trabecular bypass stent	Mild-moderate glaucoma	✓	✓	✗	✗	✓

(1) Based on collation of information in Marketscope 2023 Glaucoma Surgical Device Market Report and company information on websites

USA Sales Growth Opportunity, iTrack™ Advance

- Nova Eye's direct-to-surgeon sales channel is driving growth of iTrack™ Advance, Nova Eye's flagship product.
- Recruitment of additional sales representatives drives new account acquisition through improved geographical coverage
- Additional marketing and clinical support drives surgeon re-order rates and enhances product introduction

A Active Accounts, Glaucoma | approx. 200 accounts

Successfully transitioned existing iTrack™ customer accounts to iTrack™ Advance during May-June 2023.

B Inactive Accounts, Glaucoma | approx. 300 accounts

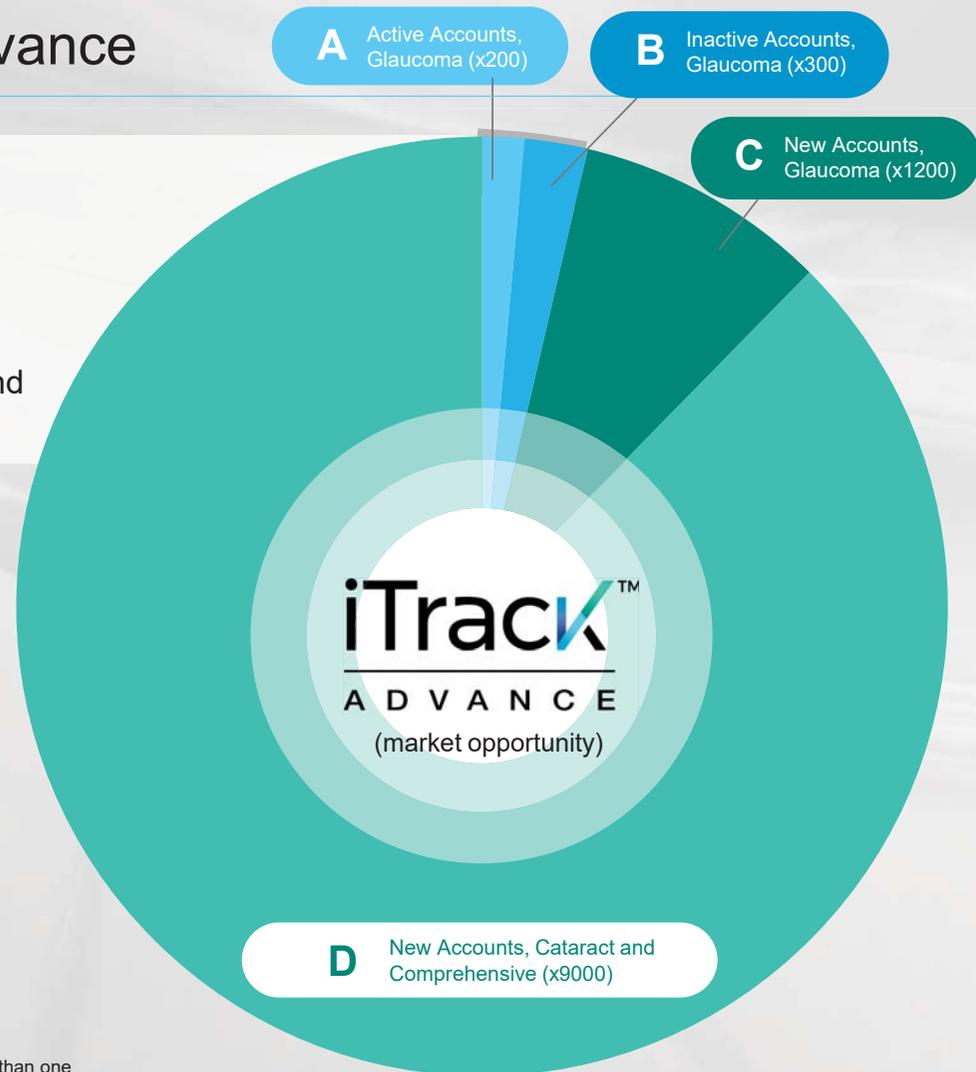
Reactivation of inactive customer accounts commenced in July 2023 is continuing through FY24.

C New Accounts, Glaucoma

Potentially 1200⁽¹⁾ accounts available for sales growth via new glaucoma surgeon accounts

D New Accounts, Cataract and Comprehensive

Potentially 9000⁽²⁾ accounts available for sales growth via new cataract and comprehensive surgeon accounts



1) 2,364 glaucoma specialists per Marketscope 2023 Glaucoma Surgical Device Market Report. An account can have more than one glaucoma surgeon. Management estimates that this equates to between 900 and 2000 accounts. An estimate of 1200 has been made based on a ratio of two per account

2) 11,238 cataract surgeons per Marketscope 2023 Glaucoma Surgical Device Market Report. An account can have more than one cataract surgeon. Management estimates that this equates to between 6000 and 11000 accounts. An estimate of 9000 has been made.

Glaucoma Device Sales in USA and outlook



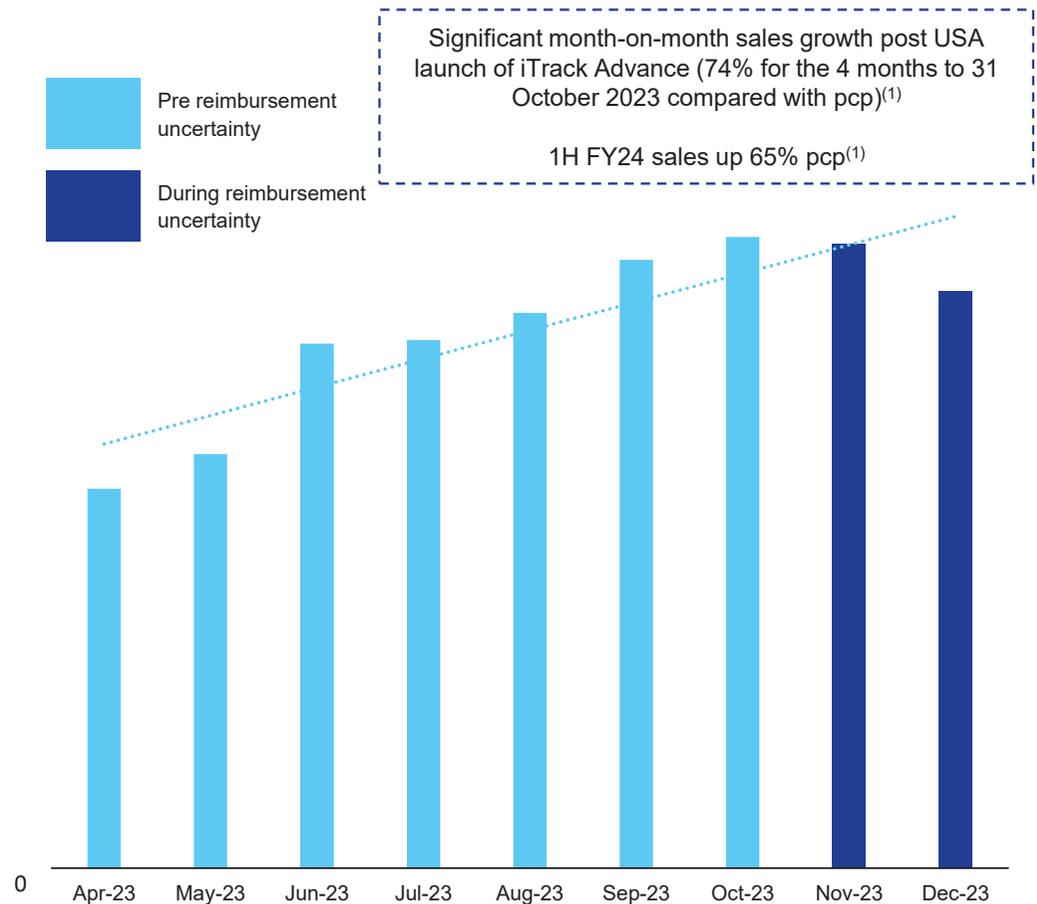
- US\$5.1m⁽¹⁾ sales for the 6 months to 31 December 2023 (65% growth) despite sales in November and December 2023 negatively impacted by the uncertainty of proposed reimbursement changes that were announced on 31 October 2023. Uncertainty resolved on 29 December 2023 restoring surgeon purchasing confidence.

- Since its USA launch in May 2023 the *iTrack™ Advance* has demonstrated a steady increase in demand from ophthalmologist customers.

- With reimbursement uncertainty resolved, Nova Eye expects USA sales growth to accelerate.

- January 2024 sales are up approximately 54% against January 2023 and in line with December 2023 as customers are educated on the resolution of the proposed reimbursement changes and Christmas and New Year holidays impact purchasing cycles.

USA sales since launch of iTrack™ Advance



(1) Unaudited sales based on Company financial records
 (2) Refer to details in Appendix A

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Key USA growth metrics



USA Field sales	Field team at December 2023	Annualised revenue per rep in April 2023 in US\$m	Annualised revenue per rep in December 2023 in US\$m	Growth in revenue per rep since iTrack Advance Launch	Field team planned
Sales representatives	6	0.75	1.55	107%	11
Clinical trainers	2				3
Manager	1				1

- A sales representative on average generated revenue in December 2023 that equated to 4.7 times their direct cost (which includes base salary + commission + Health Care + superannuation + payroll taxes + travel)
- Individual sales representative revenue generation performance can show a range of 3 times to 7 times direct cost
- Recruitment of new sales representatives is currently managed at a rate of one additional sales representative every one to two months to allow for search, selection and training
- Clinical trainers reinforce surgeon training, as required, to maintain and increase surgeon usage and reorder rates
- The direct cost of a clinical trainer is approx. 60% of the direct cost of a sales representative
- Peer to peer surgeon engagement, clinical data, podium presence by key opinion leaders, tradeshow, and marketing communications drive lead generation for sales representatives

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Growth Opportunities Outside of the USA



- During H1FY24 Nova Eye has invested in market access in key territories outside the USA. New investment in sales infrastructure offers growth opportunities.
- Western Europe and Canada markets with product registrations, reimbursement and sales channel in place: Germany (via hybrid direct and distributor channel), UK (iTrack™ Advance NHS and NICE approved), Spain, Italy, Poland, Switzerland, UAE and Canada (via hybrid direct and distributor channel)
- China – approvals in place, approval iTrack™ Advance pending. Established distributor with early market penetration temporarily disrupted in 2023 by medical industry-wide government review of marketing methods.
- South Korea – sales channel in place and registration for iTrack™ Advance pending.
- Singapore – Hybrid direct and distributor sales channel. Singapore is an important reference market in driving procedural adoption throughout South-East Asia.



Growth Market

The glaucoma surgical device market in Western Europe is expected to grow at a CAGR of 16% to 2028 and is currently valued at US\$114m per annum⁽¹⁾.

(1) Marketscope 2023 Glaucoma Surgical Device Market Report, 2024 estimate and 2028 estimate incorporating stents, canal surgery and glaucoma drainage devices, growth through to 2028

H1 FY24 Global Sales



	H1 FY23 (Audited)	H2 FY23	FY23 (Audited)	H1 FY24 (unaudited)	Growth on PCP
US Dollars '000's					
USA	3,060	3,587	6,647	5,050	65%
Western Europe	1,331	1,252	2,583	1,255	-6%
Western Europe OEM sale of equipment ⁽¹⁾	256	-	256	-	N/A
China	1,050	736	1,786	315	-70%
Total	5,697	5,575	11,272	6,620	16%

Focus of sales and marketing investment in USA following launch of iTrack™ Advance in May 2023 with demonstrated growth results. Investments in marketing outside the USA have been limited.

Western European iTrack™ sales have fallen 6% in 1H FY24 compared to the PCP reflecting the limited sales and marketing investment in this region (focus on USA).

Sales to China temporarily disrupted in 2023 by medical industry-wide government review of marketing methods. PCP was impacted by a delivery of previous order scheduled for 30 June 2022 delivery delayed export documentation until 5 July 2022.

(1) Sales in Germany and Europe in the PCP included a OEM sale of a package of iLumin light sources

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Glaucoma Product Portfolio and Disease State



Portfolio of glaucoma technologies addressing different stages of the disease

PROGRAM STATUS	STAGE OF GLAUCOMA			
	MILD GLAUCOMA	MODERATE GLAUCOMA	SEVERE GLAUCOMA	COMPLEX GLAUCOMA
COMMERCIAL	<p>iTrack™ ADVANCE</p> <p>Canaloplasty device injector deployed by comprehensive ophthalmologist in conjunction with cataract surgery.</p>	<p>iTrack™ ADVANCE</p> <p>Canaloplasty device injector deployed by glaucoma specialist as standalone procedure - restores trabecular flow.</p>	<p>iTrack™</p> <p>Canaloplasty manually deployed by glaucoma specialist with scleral surgery and/or suture - restores trabecular flow.</p>	<p>Molteno3®</p> <p>Glaucoma drainage device deployed by glaucoma specialist - drainage device bypassing trabecular flow.</p>
Product development opportunities	<ul style="list-style-type: none"> Severe and complex glaucoma is an underserved segment. 			
	<ul style="list-style-type: none"> Product range to cater to the preferences of eye surgeons treating broader range of patients with expansion of reimbursement codes. 			

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Glaucoma Device Product development



Expanding product portfolio leveraging existing IP to expand range of device surgeries covered by reimbursement codes

Extend product range to cater to the preferences of eye surgeons treating broader range of patients.

- iTrack™ Advance product enhancements for “Next Gen” trabeculotomy product.
- Low risk regulatory pathway in USA determined
- Stable need for trabeculotomy with well-established reimbursement code.

Severe and complex glaucoma is an underserved segment.

- Molteno3® product enhancements for Molteno “Next Gen” glaucoma drainage device (GDD) segment.
- Low risk regulatory pathway in USA determined
- Stable need for GDD’s with well-established reimbursement code
(Progress on Molteno “Next Gen” is subject to cash generated from sales growth)

Glaucoma surgical devices segment	Global market size 2024 (US\$m) ⁽¹⁾	Nova Eye Product
Canal surgery devices and stents	\$634m	iTrack™ product suite
GDD segment (aka “Tube Shunts”) ⁽¹⁾	\$108m	Molteno® product suite
Total	\$742m	

(1) Marketscope 2023 Glaucoma Surgical Device Market Report

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Strong Existing Clinical Data Set Underpins Surgeon Adoption



Recent Peer Review Data

Publication	Authors	Journal	Data Overview
Consistency in Standalone Canaloplasty Outcomes Using the iTrack Microcatheter	Khaimi, M (USA), Gallardo M (USA) and Korber N (Germany).	Clinical Ophthalmology, 2024.	<ul style="list-style-type: none"> Multicenter, multi-surgeon, retrospective review of a consecutive case series At 12 months, IOP (mmHg) was reduced in 57 of the 58 (98%) remaining eyes; one eye had the same IOP with a reduced number of medications.
Clinical outcomes of canaloplasty via an ab-interno surgical technique using the iTrack device: a narrative review	Koerber N (Germany), Ondrejka S (Germany).	International Ophthalmology, 2023.	<ul style="list-style-type: none"> Nine studies which totalled 365 eyes. At 12 and 24 months, IOP (mmHg) decreased from 20.0±2.5 preoperatively to 13.8±0.6 and 14.0±0.9.
6-Year Efficacy and Safety of iTrack Ab-interno Canaloplasty as a Standalone Procedure and Combined with Cataract Surgery in Primary Open-Angle and Pseudoexfoliative Glaucoma	Koerber N (Germany), Ondrejka S (Germany).	Journal of Ophthalmology, 2023.	<ul style="list-style-type: none"> Single-center retrospective case series of patients (n=27 eyes) followed for up to 6 years. The mean IOP was reduced significantly from 19.9±5.2 mmHg (n=27) at baseline (no washout) to 14.6±3.3 mmHg at the 6-year follow-up (n=18; p<0.001).
Long-Term Clinical and Safety Outcomes of Canaloplasty Performed across All Grades of Glaucoma Severity	Patel S (USA), Reiss G (USA).	Journal of Ophthalmology, 2023.	<ul style="list-style-type: none"> Single-center, retrospective case series study of glaucoma eyes (n=72) with mild-moderate glaucoma as compared to severe glaucoma. The mean preoperative IOP for the 72 eyes was 18.6±5.8 mmHg, which showed a 25% reduction to 13.5±4.7 mmHg at 36 months (p<0.001).
Surgical Management of Intraocular Pressure With Ab-interno Canaloplasty in Postkeratoplasty Patients: 12-Month Results	Riaz KM et al (USA).	Cornea, 2023.	<ul style="list-style-type: none"> Single-center, retrospective case series of postkeratoplasty eyes(n=17) undergoing ab-interno canaloplasty (ABiC). ABiC effectively reduced IOP and maintained graft survivability in postkeratoplasty eyes for at least 12 months.

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Program of Data Collection Continuing



Clinical Study Program – additional data collation de-risks exposure to future reimbursement changes

Study Name	Study Type	Study Sites	Study Details	Study Synopsis
iTrack™ Global Data Registry WCG IRB (approval number) 20200728	Prospective, multicenter, real-world registry study	20+ sites in the USA, UK, Canada, Australia, Singapore and Germany.	<ul style="list-style-type: none"> 350+ patient data entries completed since mid 2022 All glaucoma severities i.e., mild, moderate and severe 	<ul style="list-style-type: none"> Independent cloud-based platform that collates efficacy and safety data for the canaloplasty procedure (iTrack™ and iTrack™ Advance) Hosted in collaboration with the International Glaucoma Surgery Registry (IGSR), the official registry partner of the European Glaucoma Society (EGS).
CATALYST Study NCT05564091	Prospective, multicenter randomised control trial.	5+ sites in Germany, the Netherlands and Australia	<ul style="list-style-type: none"> 140 patients in total (recruitment ongoing) Mild-moderate glaucoma Canaloplasty performed in combination with cataract surgery 	<ul style="list-style-type: none"> “Cataract Surgery in Conjunction with Canaloplasty via an Ab-Interno Approach in Patients with Mild to Moderate Primary Open-Angle Glaucoma” Comparison of iTrack™ Advance performed in combination with cataract surgery, compared to cataract surgery alone.
MAGIC Study (Europe) NCT05786196	Prospective, multicenter randomised control trial.	5+ sites in the UK, Italy, Spain and Germany.	<ul style="list-style-type: none"> 78 patients in total (recruitment ongoing) Mild-moderate glaucoma Canaloplasty performed as a standalone procedure 	<ul style="list-style-type: none"> Multicenter Glaucoma Study Investigating Standalone Canaloplasty Comparison of the iTrack™ Advance as compared to the OMNI® Surgical System (Sight Sciences).

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Offer Details



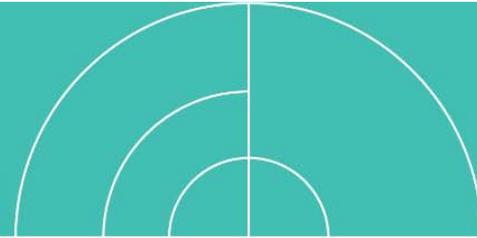
Offer Summary



Offer structure and size	<p>Nova Eye is seeking to raise approximately A\$[8.0] million via the issue of approximately [38.1] million new fully paid ordinary shares (“New Shares”)</p> <ul style="list-style-type: none"> • An institutional Placement to raise up to approximately A\$[3.0] million (“Placement”) • A 1 for [8.0] pro-rata accelerated non-renounceable entitlement offer (“ANREO”) to raise approximately A\$[5.0] million (“Entitlement Offer”) (together, the “Equity Raising” or “Offer”)
Offer Price	<p>The Equity Raising will be conducted at A\$[0.210] per New Share representing a:</p> <ul style="list-style-type: none"> • [23.6]% discount to the last traded price of \$[0.275] on [09 February 2024] • [24.2]% discount to the 10-day VWAP price of \$[0.277] • [20.5]% discount to TERP of \$[0.264]
Use of Proceeds	<p>Proceeds from the Equity Raising will be used to advance near-term growth opportunities across Nova Eye’s Glaucoma business, including expanding the geographical presence of iTrack™ Advance sales in the US and Europe, and to broaden the product portfolio in Glaucoma surgical devices.</p>
Placement and Institutional Entitlement Offer	<p>The Placement and the Institutional component of the Entitlement Offer (Institutional Entitlement Offer) will be conducted by way of a bookbuild process from [9am] [Monday, 12 February 2024] to [12pm] [Tuesday, 13 February 2024]. Entitlements under the Institutional Entitlement Offer that are not taken-up, entitlements of ineligible institutional shareholders and ineligible retail shareholders under the Entitlement Offer will also be sold in the bookbuild process.</p>
Retail Entitlement Offer	<p>The Record date for the Retail component of the Entitlement Offer (“Retail Entitlement Offer”) is 7.00pm [Wednesday, 14 February 2024].</p> <p>The Retail Entitlement Offer will open on [Monday, 19 February 2024] and close on [Friday, 08 March 2024]</p>
Ranking	<p>Each New Share issued under the Equity Raising will rank equally with existing fully paid ordinary shares on issue</p>
Bookrunner	<p>E&P Corporate Advisory</p>
Joint Lead Managers	<p>E&P Corporate Advisory, MST Financial, Taylor Collison</p>

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Use of Proceeds



Glaucoma Surgical Devices: \$7.0m

\$3.7m USA sales growth - USA sales representative expansion, marketing and clinical data program enhancement

\$1.6m Outside USA sales growth - Expand commercial infrastructure in prospective markets to leverage investment in market access

\$1.7m Broaden product portfolio and regulatory approvals to de-risk reimbursement changes⁽¹⁾

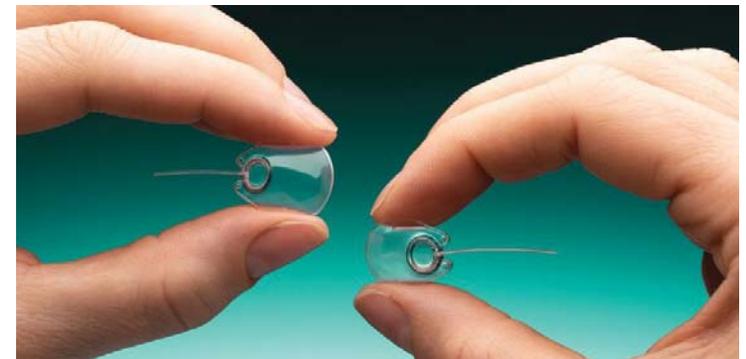
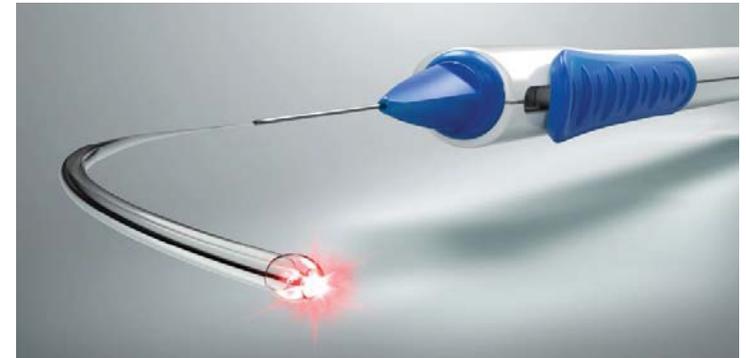
Other Costs: \$0.5m

\$0.5m MDR⁽²⁾ compliance and working capital

Offer Costs: \$0.5m

\$0.5m Costs of the Offer

Total: \$8.0m



1) iTrack Next Gen only. Molteno Next Gen investment subject to cash generated from operations
2) Medical Device Regulation in Europe

Indicative Offer Timetable



Item	Date
Trading Halt and announcement of the Equity Raising, lodgement of Offer Documents	[Monday, 12 February 2024]
Institutional Placement and Institutional Entitlement Offer opens	[9am, Monday, 12 February 2024]
Institutional Placement and Institutional Entitlement Offer closes	[12pm, Tuesday, 13 February 2024]
Announcement of completion of the Institutional Entitlement offer, trading halt lifted, existing securities recommence trading	[Wednesday, 14 February 2024]
Record Date for Retail Entitlement Offer (7pm)	[Wednesday, 14 February 2024]
Retail Entitlement Offer opens	[Monday, 19 February 2024]
Allotment of New Shares issued under the Institutional Entitlement Offer and Placement	[Thursday, 22 February 2024]
Retail Entitlement Offer closes	[Friday, 08 March 2024]
Announcement of results of the Retail Entitlement Offer and notification of any shortfall	[Friday, 15 March 2024]
Allotment and issue of New Shares under the Retail Entitlement Offer	[Friday, 15 March 2024]
Trading commences on a normal basis for New Shares issued under the Retail Entitlement Offer	[Monday, 18 March 2024]

Operating Results for H1FY24



Group	FY23 (Audited)			H1 FY24 (unaudited)				
	Australian dollars ('000'S)							
Group	Glaucoma	AlphaRET	Corporate	Group	Glaucoma	AlphaRET	Corporate	Group
Revenue	16,661	364		17,025	10,062	77		10,139
GM	11,392	323		11,715	6,900	40		6,940
	68%				69%			
Operating expenditure	(17,676)	(1,364)	(2,225)	(21,265)	(9,433)	(473)	(1,213)	(11,119)
EBITDA (loss)	(6,284)	(1,041)	(2,225)	(9,550)	(2,533)	(433)	(1,213)	(4,179)

Commentary on H1FY24 compared with FY23

- Improved gross margin
- Improved ratio of operating expenditure to revenue shows leverage

Glaucoma only	FY23 (Audited)	H1 FY24 (unaudited)
	USA dollars ('000's)	
Revenue	11,273	6,619
GM	7,548	4,539
	67%	69%
Operating expenditure	(11,548)	(6,128)
EBITDA	(4,000)	(1,589)

Balance Sheet at 31 December 2023



	31 December 2023 (unaudited) \$'000's	30 June 2023 (audited) \$'000's
Current assets		
Cash and cash equivalents	2,612	7,419
Trade and other receivables	2,204	2,221
Income tax refund receivable	0	884
Inventories	4,131	3,806
Prepayments	284	270
Total current assets	9,231	14,600
Non-current assets		
Trade and other receivables	70	71
Property, plant and equipment	932	965
Lease right-of-use asset	1,097	1,397
Intangible assets	7,986	8,454
Capitalised development expenditure	4,558	4,870
Total non-current assets	14,642	15,757
Total assets	23,873	30,357

	31 December 2023 (unaudited) \$'000's	30 June 2023 (audited) \$'000's
Current liabilities		
Trade and other payables	4,149	4,311
Borrowings and lease obligations	714	639
Provisions	1,458	1,324
Total current liabilities	6,328	6,274
Non-current liabilities		
Borrowings and lease obligations	500	892
Deferred tax liability		-
Total non-current liabilities	500	892
Total liabilities	6,821	7,166
Net assets	17,052	23,191
Equity		
Issued capital	45,294	45,175
Reserves	(215)	(87)
Accumulated (losses) / profits	(28,028)	(21,897)
Total equity	17,052	23,191

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Nova Eye
is addressing large
unmet needs and
has a plan in place
to grow
the glaucoma business



Glaucoma Segment

- USA sales growth acceleration
- Sales growth in markets outside the USA
- Targeting cash flow break even by FY25
- New product introduction



Appendix A

Additional materials

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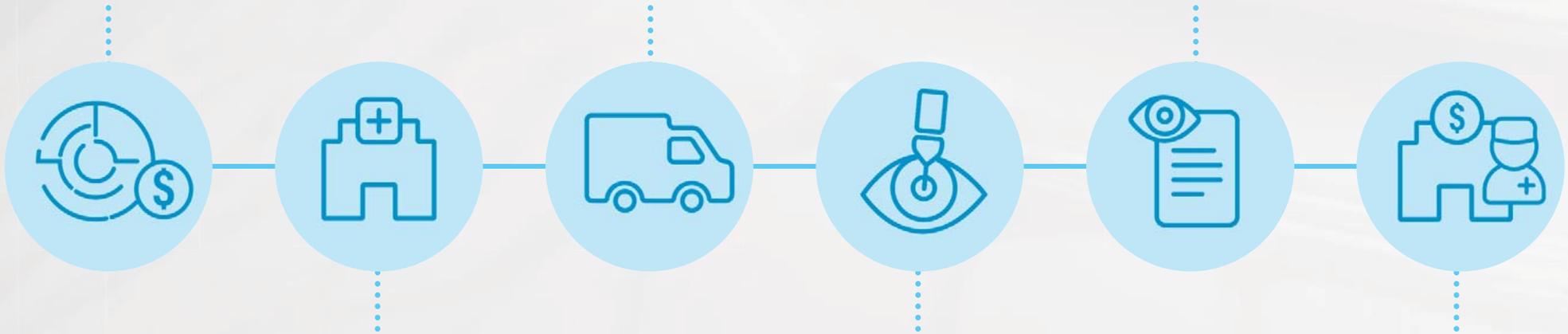
Nova Eye Glaucoma Surgical Device Reimbursement Transaction in USA



Eye surgeon selects
Nova Eye product

Nova Eye delivers the
product to the Facility and
invoices the Facility.

The operating notes are submitted to
Medicare Administrative Contractor
(MAC) responsible for that
geographic area ⁽¹⁾



Eye surgeon operates in a facility
which is either a Hospital (HOPD) or
an Ambulatory Surgery Centre
(ASC) and advises purchasing
department to issue an order to
Nova Eye for the product

Eye surgeon conducts the
surgery. CMS⁽²⁾ reimbursement
code specified in surgery
operating notes.

The MAC will pay the claim on
behalf of CMS in two parts; a
payment to the Facility (fee to
either HOPD or ASC) and a
payment to the eye surgeon
(Physician Fee)

(1) Medicare for patients older than 65-years, certain private payors for other patients
(2) Center for Medicare and Medicaid Services

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Reimbursement for Nova Eye Products in the USA



Product	Facility Fee for applicable surgery for 2024 (US\$)		Physician Fee for applicable surgery for 2024 (US\$)
	HOPD	ASC	
iTrack Advance for canaloplasty surgery	\$3,877	\$2,045	\$607
Molteno3 Glaucoma Drainage device	\$2,222	\$1,183	\$828

- Fees set and reviewed annually by CMS
- Differential product pricing to HOPD and ASC
- Nova Eye invoices the Facility and the product price is paid from the Facility fee
- Payments against a particular CMS code by MACs can change from time to time with the issue of a new “Local Coverage Determination (LCD)”

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Recent Developments in USA Reimbursement



Five MACs table draft local coverage determinations¹ (LCD) proposing changes to reimbursement for minimally invasive glaucoma surgeries (MIGS).

On 31 October 2023 WPS issued a “final” LCD and on 9 November the other 4 MACs did the same. They are required to give 45 days’ notice, making the effective date 23 December 2023.

On 8 December 2023 the effective date of the LCDs was shifted to 29 January 2024.

July 2023

Aug 2023

Sep 2023

Oct 2023

Nov 2023

Dec 2023

Jan 2024

An LCD is a determination made on coverage made that applies to the region for which the MAC is responsible.

Among other changes, the final LCDs designated canaloplasty as “investigational” and would not be reimbursed.

Nova Eye immediately activated near-term initiatives designed to overcome the challenges imposed by the proposed LCD changes to reduce the expected impact on sales revenue and provided support to doctors and professional bodies to lobby against the changes.

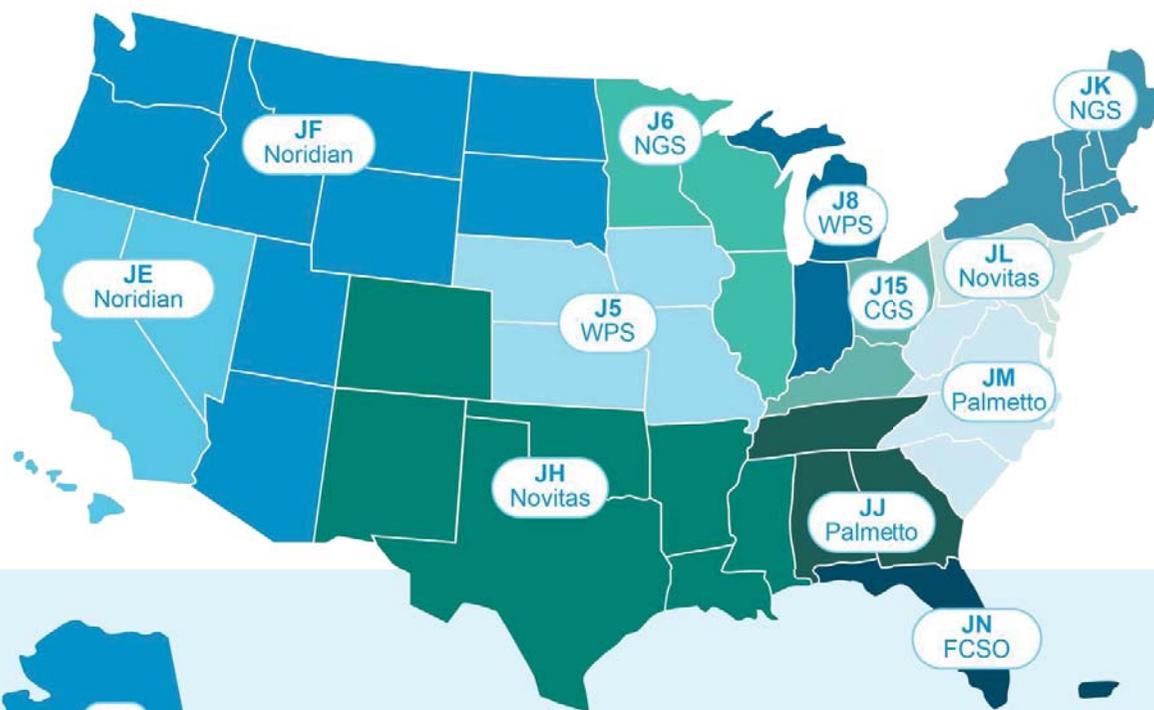
On 29 December 2023, the LCDs were withdrawn and reimbursement for canaloplasty to continue unchanged.

1. In 2020, by Palmetto, issued a draft LCD and it was eventually withdrawn without making it the “final”.

Who are the Medicare Administrative Contractors?



- The MACs are private insurance contractors granted responsibility by the US Government Center for Medicare and Medicaid Services (CMS) to administer the health care funding allocated by Congress
- MACs administer claims, review doctors' operating notes, consider whether the surgery was medically necessary and pay the claims based on allowances (codes) provided by CMS



MACs that proposed changes to Local Coverage Determinations (LCDs):

- National Government Services (NGS)
- WPS Government Health Administrators (WPS)
- Palmetto GBA (Palmetto)
- Celerian Group Company (CGS)
- Noridian Healthcare Solutions (Noridian)

MACs that DID NOT propose changes to LCDs:

- First Coast Service Options (FCSO)
- Novitas Solutions (Novitas)



Appendix B

Key Risks

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Key Risks – Specific



As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and general nature. Some risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

Section 1 identifies and highlights some of the specific risks that potential investors should consider prior to acquiring shares in the Company. However, the following is not, and does not purport to be, a comprehensive statement of all relevant risks and is not listed in order of importance. Potential investors should seek their own financial or other professional advice in relation to the risks and must make their own assessment regarding an investment in the Company.

1 Specific Risks

Business Strategy Execution	<p>Nova Eye's success will depend on its ability to successfully execute its business strategy. Nova Eye's future growth, profitability and cash flows depend on the ability of the Company's management to successfully execute its business strategy, which is dependent on a number of factors, including but not limited to its ability to:</p> <ul style="list-style-type: none">– develop its portfolio through new product development and market execution;– innovate and develop new products that address consumer needs;– build and maintain sufficient supply to maintain service demand;– continue to expand its distribution channels to increase market presence, brand recognition and sales;– successfully expand into targeted international markets;– expand margins through sales growth and supply chain integration and efficiency initiatives; and– maintain disciplined capital management and working capital to improve the generation of cash flow. <p>There is no guarantee that Nova Eye can successfully achieve any or all of the above initiatives or anticipated time frames. The failure of Nova Eye to execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.</p>
Competition Risk	<p>The innovative medical devices market is highly competitive. If Nova Eye can not compete effectively and competitors begin to produce comparable products and patient outcomes the Company's results could be negatively affected. Nova Eye competes on an international scale with companies around the world. Some competitors may have greater resources in comparison with Nova Eye and thus have the ability to respond more effectively to shifting business and economic conditions. Competition in the innovative medical devices market is based on functionality compared with existing treatments, pricing of products, quality of products and packaging, perceived value and quality of brands, innovation, promotional activities, advertising, editorials, and other activities. The actions of Nova Eye's competitors can not be predicted across the aforementioned areas or whether new competitors will emerge in the medical devices market, including competitors who offer comparable products at more attractive prices. In addition, further technological breakthroughs, new product offerings by competitors, and the strength and success of competitors' marketing programs may impede Nova Eye's growth and the implementation of its business strategy. In addition Nova Eye is dependent on the following factors to compete in its market:</p> <ul style="list-style-type: none">– the continued strength of its products and brands;– ongoing growth and innovation in Nova Eye's market segments;– the success of Nova Eye's branding, execution and integration strategies;– the successful management of new products;– successfully entering new markets and increasing penetration in existing geographies; and– its ability to protect the Company's intellectual property and utilise it to create value and support its business strategy.

Key Risks – Specific



Specific Risks (cont.)

Product Safety and Liability

Product safety or quality failures, actual or perceived, or allegations of product contamination, even when false or unfounded, may negatively impact Nova Eye's brands and could cause consumers to choose competing products. Allegations or adverse commentary on product safety or suitability for use by a particular consumer, even if untrue, may require Nova Eye to recall a product from all of the markets in which the affected product was distributed. Such issues or recalls could negatively affect Nova Eye's reputation and growth. If Nova Eye's products are perceived to be defective or unsafe, or if they otherwise fail to meet customer or regulators' expectations, the Company's relationships with customers could suffer, the appeal of one or more of its brands could be diminished, and the Company could lose sales or become subject to liability claims. In addition, safety or other defects in Nova Eye's competitors' products could reduce consumer demand for Nova Eye's products if consumers view them to be similar. Any of these outcomes could result in a material adverse effect on Nova Eye's business, financial condition and results of operations.

Counterparty Risk

Nova Eye is reliant on its main customers and suppliers. Inputs for Nova Eye's products consist of raw materials and packaging components and are purchased from various third party suppliers. The loss of multiple suppliers or a significant disruption or interruption in the supply chain could have a material adverse effect on Nova Eye's products. Increases in the costs of raw materials or other commodities may adversely affect the Company's profit margins if higher costs cannot be offset by price increases or lowering distribution costs. Nova Eye's third party suppliers pose risks to the Company if they do not comply with ethical, social, product, labour and environmental laws, regulations or standards, or their engage in politically or socially controversial conduct, such as animal testing, could negatively impact their reputations. Any of these failures or behaviours could lead to various adverse consequences, including damage to Nova Eye's reputation, decreased sales and consumer boycotts.

Reliance on Key Customers

There is a general risk that Nova Eye may fail to retain customers for a number of reasons, including pricing, competition or a failure to meet consumer expectations of its products.

Reputational Risk

Nova Eye's failure to protect its reputation, or the failure of the Company's partners to protect their reputations, could have a material adverse effect on the image of Nova Eye's brands. Nova Eye's ability to maintain its reputation is critical to the image and consumer perception of its various products. Nova Eye's reputation could be jeopardised if it fails to maintain high standards for product quality and integrity or if the Company, or the third parties with whom it does business, do not comply with regulations or accepted practices. Any consequential negative publicity may reduce demand for Nova Eye's products. Failure to comply with local laws and regulations, to maintain an effective system of internal controls or to provide accurate and timely financial information could damage Nova Eye's reputation. Nova Eye depends on the reputations of its third party clients, which can be affected by matters outside of the Company's control. Damage to Nova Eye's reputation or the reputations of its third-party clients could have a material adverse effect on Nova Eye's results of operations, financial condition and cash flows, as well as require additional resources to rebuild the Company's reputation.

Key Risks – Specific



Specific Risks (cont.)

Business Disruption	Nova Eye is engaged in developing, manufacturing and distributing innovative medical device devices for medical applications, utilising patented technology. As a result, Nova Eye is subject to the risks inherent in such activities, including industrial accidents, environmental events, strikes and other labour disputes, disruptions in supply chain or information systems, securing or maintaining adequate coverage or reimbursement by government or third-party payors for procedures using the iTrack®, the iTrack® Advance, Molteno 3®, loss or impairment Nova Eye's product quality control, safety, licensing requirements and other regulatory issues, as well as natural disasters, pandemics, border disputes, acts of terrorism, and other external factors over which is out of Nova Eye's control.
Growth Risk	Should the Company's growth accelerate at a higher rate than anticipated, the Company may, through lack of availability of materials or packaging, inability to scale production in a timely manner, lack of manufacturing capacity, lack of suitable labour or other unforeseen circumstances, be unable to supply its products in a timely manner to meet the demand of its customers. Should this occur, the Company may risk the loss of either third party manufacturing clients or suffer a reduction in the customer base for its own products. Such events could have an adverse effect on both the reputation of the Company as well as its financial results.
Reliance on Key Management	Nova Eye, and each of its businesses, depend substantially on its key management, the loss of whose services might significantly delay or prevent the achievement of its business strategy. Nova Eye's ability to retain and attract qualified individuals is critical to its success. Nova Eye may not be able to attract, retain or replace suitable individuals currently or in the future on acceptable terms, or at all, and the failure to do so may adversely affect the Company.
Access to Equity and Debt Funding	Volatility in the financial markets could negatively affect Nova Eye's ability to raise capital through debt and equity raisings. Nova Eye's ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and share markets generally. The Directors can give no assurance that Nova Eye can raise funds in the future on favourable terms, if at all.
Impairment of Intangibles	Nova Eye has intangible assets on its balance sheet relating intangible assets. Under the relevant accounting standards Nova Eye is required to annually test for impairment all indefinite life intangible assets. If this annual testing revealed that some or all of Nova Eye's intangible assets are impaired to a level below their carrying value, Nova Eye would be required to write down the value of those intangible assets. Such write downs could have a material adverse effect on Nova Eye's financial position.

Key Risks – Specific



Specific Risks (cont.)

Health Insurance Reimbursement risk

The Company derives revenue from sales of our products to physicians and surgery facilities, which typically bill all or a portion of the costs and fees associated with our products to various third-party payors, including Medicare and Medicaid in the USA, private commercial insurance companies, health maintenance organisations, and other healthcare-related organisations. Medical reimbursement systems vary significantly from country to country, with some countries limiting medical centres' spending through fixed budgets, regardless of levels of patient treatment, and other countries requiring application for, and approval of, government or third-party reimbursement. As a result, access to adequate coverage and reimbursement for procedures in which our products are used by third-party payors is essential to their acceptance and adoption by patients, facilities and physicians. These third-party payors continually review new and existing technologies for possible coverage and can deny or reverse coverage for new or existing products and procedures, and there can be no assurance that third-party payor policies provide coverage, or will continue to provide coverage, for procedures in which the Company's products are used.

Regulatory and Legislative Risk

Nova Eye's business is subject to numerous laws and regulations in Australia and overseas. Changes in these laws and regulations, including their interpretation or enforcement, that affect, or will affect, the Company's business or products, including changes in accounting standards, tax laws and regulations, environmental or climate change laws, restrictions or requirements related to product content, labelling and packaging, regulations or accords, trade rules and customs regulations, could adversely affect Nova Eye's financial results. Failure to adhere to various regulatory requirements and any regulatory action or enforcement may adversely affect Nova Eye's financial position. Obtaining and maintaining approvals from regulatory bodies or other third parties can involve significant time and expense, and delays in obtaining approvals or adapting to changes to laws and regulations may adversely impact Nova Eye's operations.

Intellectual Property Infringement

Nova Eye's commercial success depends at least in part on its ability to operate without infringing, misappropriating or otherwise violating the trade marks, patents, copyrights and other proprietary rights of others. Nova Eye cannot be certain that the conduct of its business does not and will not infringe, misappropriate or otherwise violate such rights. As Nova Eye gains greater visibility and market exposure as a public company, third parties may allege that Nova Eye's products, services or activities infringe, misappropriate or otherwise violate their trade mark, patent, copyright or other proprietary rights in an attempt to gain a competitive advantage. Defending against allegations and litigation could be expensive, take significant time and divert management's attention. Nova Eye may also be required to pay substantial damages or be subject to court orders prohibiting the Company and its customers from selling certain products or engaging in certain activities.

If Nova Eye operates its business in a way which infringes, misappropriates or otherwise violates the trade marks, patents, copyrights and proprietary rights of others, this could have a material adverse impact on the Company's business, financial condition and results of operations.

Nova Eye's intellectual property is important to its success and any unauthorised use of any of the Company's intellectual property may result in the Company needing to commence litigation to protect those intellectual property rights which may incur significant costs. In addition, a failure to properly protect intellectual property rights may adversely affect the Company's business and reputation. There can be no assurances that the Company will be able to register or protect new intellectual property it develops in the future or prevent the unauthorised use of its intellectual property.

Key Risks – Specific



Specific Risks (cont.)

Insurance Coverage

Nova Eye has adequate levels of insurance to protect Nova Eye from potential losses and liabilities. There is a possibility that events may arise which are not adequately covered by existing insurance policies. In this case the Company may suffer adverse effects to its financial results as well as to the value of its brands. The Company cannot guarantee that its existing insurance will be available or offered in the future. An inability of the Company to secure such cover in the future could restrict the ability of the Company to conduct its business, and this could have a negative impact on the financial results of the Company.

Unforeseen Expenditure Risk

Nova Eye's future growth requires access to capital to fund its business strategy. Nova Eye expects that the proceeds from this Capital Raising will provide sufficient capital resources to enable Nova Eye to achieve its stated business strategy. In the event Nova Eye requires additional funding, there is no assurance that additional funding will be available on acceptable terms, if at all.

Increased Input Costs

Cost blow outs including but not limited to, labour, raw materials, freight, energy and key consumables could have a material impact on Nova Eye's operation and financial performance if these costs cannot offset.

Foreign Exchange Rate Fluctuations

Fluctuations in currency exchange rates may positively or negatively impact Nova Eye's financial position and operating results. Exchange rate fluctuations may affect Nova Eye's the input costs. The main currencies to which Nova Eye is exposed are the US Dollar, the Euro and the Australian Dollar. The exchange rates between these currencies in recent years have fluctuated significantly and may continue to do so in the future. A declining Australian Dollar will negatively affect Nova Eye's ongoing and future capital expenditure programs and may increase the costs of input materials. An appreciating Australian dollar may lead to a lower Australian dollar value for sales denominated in foreign currencies.

Key Risks – General



Section 2 identifies and highlights some of the general risks that potential investors should consider prior to acquiring shares in the Company. However, the following is not, and does not purport to be, a comprehensive statement of all relevant risks and is not listed in order of importance. Potential investors should seek their own financial or other professional advice in relation to the risks and must make their own assessment regarding an investment in the Company

General Risks

Market and an Investment in Shares	The market price of Nova Eye's shares will fluctuate due to various factors, many of which are non-specific to the Company, including the number of potential buyers or sellers of Nova Eye's shares on the ASX at any given time, recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, changes in government, fiscal, monetary and regulatory policies, changes in law, fire, flooding, extreme weather events, natural disasters, global geo-political events and hostilities, acts of terrorism, state of emergency declarations, outbreaks of pandemics, outbreaks of war, and investor perceptions. These factors may cause Nova Eye shares to trade at a lower price than the Issue Price under the Placement.
General Economic Conditions	The trading price of Nova Eye shares may be adversely impacted by various factors, including new or changed governmental measures, business closures, lockdowns, quarantines, travel and other restrictions and resultant impacts on economies and financial markets. The historic share price performance of Nova Eye provides no guidance as to its future share price performance. Any deterioration in the domestic and global economy may have a material adverse effect on the performance of Nova Eye's business and Nova Eye's share price. It is possible that new risks might emerge as a result of Australian or global markets experiencing extreme stress, or existing risks, may manifest themselves in ways that are not currently foreseeable. The equity markets have in the past and may in the future be subject to significant volatility.
Liquidity risk	Nova Eye is an ASX listed entity. Therefore the ability to sell Nova Eye shares will be dictated trading volumes of the Nova Eye shares at the time of sale. Trading volume itself is a function of the size of Nova Eye and the cumulative investment intentions of all current and possible investors in Nova Eye at any one point in time.
Risk of Dilution	Current shareholders in Nova Eye who do not participate in the Offer will have their percentage shareholding in Nova Eye diluted. Investors may also have their investment diluted by future capital raisings or issues of new equity securities by Nova Eye. Nova Eye may issue new equity securities in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of a shareholder's interest in Nova Eye.
Operational Risk	Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems (including information security systems), or from external events. Nova Eye is exposed to a variety of risks including those arising from process error, fraud, technology failure, security and physical protection, staff skills, workplace safety, compliance, business continuity and crisis management.



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