



# Nuheara Limited

ABN 29 125 167 133

## **NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

**Date of Meeting**

22 August 2022

**Time of Meeting**

11:30am (AWST)

**Place of Meeting**

Gilbert + Tobin, Level 16, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, Western Australia

**A Proxy Form is enclosed or has otherwise been provided to you**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

# Nuheara Limited

## ABN 29 125 167 133

### NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Nuheara Limited ABN 29 125 167 133 will be held on 22 August 2022 at the offices of Gilbert + Tobin, Level 16, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, Western Australia at 11:30am (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Company and the Board are aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. The Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with State and Federal Government restrictions for physical gatherings.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the General Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.nuheara.com/>.

### AGENDA

#### 1 Resolution 1 – Ratification of issue of Placement Shares to sophisticated and professional investors under the Placement using Listing Rule 7.1 capacity

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,916,665 Placement Shares (at an issue price of \$0.12 each) on 30 June 2022 to sophisticated and professional investors under the Placement on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### 2 Resolution 2 – Ratification of issue of Placement Shares to Realtek using Listing Rule 7.1 capacity

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,365,746 Placement Shares (at an issue price of \$0.12 each) on 14 July 2022 to Realtek on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Realtek; or
- (b) an Associate of Realtek.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **3 Resolution 3 – Ratification of issue of Placement Shares to Realtek using Listing Rule 7.1A capacity**

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,800,921 Placement Shares (at an issue price of \$0.12 each) on 14 July 2022 to Realtek under the Placement on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Realtek; or
- (b) an Associate of Realtek.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **4 Resolution 4 – Ratification of issue of April Subscription Shares to Healthcare 2030 or its nominee(s)**

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,272,727 April Subscription Shares (at a deemed pre-consolidation issue price of \$0.011 each) on 26 April 2022 to Healthcare 2030 or its nominee(s) on the terms and conditions set out in the Explanatory Memorandum.”*

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Healthcare 2030 which holds through BNP Paribas Noms Pty Ltd; or
- (b) an Associate of Healthcare 2030.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5 Resolution 5 – Ratification of agreement to issue Subscription Shares to Healthcare 2030 or its nominee(s)

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

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the agreement to issue Subscription Shares to Healthcare 2030 or its nominee(s) on the terms and conditions set out in the Explanatory Memorandum.”*

- Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:
- (a) Healthcare 2030 which holds through BNP Paribas Noms Pty Ltd; or
  - (b) an Associate of Healthcare 2030.
- However, this does not apply to a vote cast in favour of the Resolution by:
- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
  - (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
  - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
    - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## OTHER BUSINESS

**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**



**Susan Park**  
Company Secretary  
Dated: 21 July 2022

## How to vote

Shareholders can vote by either:

- attending the General Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the General Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the General Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

### Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on

the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 11:30am (AWST) on 20 August 2022. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:

<b>Online</b>	At <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>
<b>By mail</b>	Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001 Australia
<b>By fax</b>	1800 783 447 within Australia or +61 3 9473 2555 outside Australia
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11:30am (AWST) on 20 August 2022. If facsimile transmission is used, the Power of Attorney must be certified.

### Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 11:30am (AWST time) on 20 August 2022.

# Nuheara Limited

## ABN 29 125 167 133

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### 1 Background – Placement

As announced on 1 July 2022, the Company has secured a strategic partnership and cornerstone investment from Realtek, a Taiwan-based entity, pursuant to a Subscription Agreement between the Company and Realtek (**Realtek Agreement**). In connection with that partnership, the Company has undertaken a placement to sophisticated and professional investors, including Realtek, by issuing 17,083,332 Shares at an issue price of \$0.12 per Share (**Placement Shares**) to raise \$2.05 million (**Placement**).

Under the Realtek Agreement, Realtek subscribed for 14,166,667 Placement Shares (\$1.7 million) and the remaining 2,916,665 Placement Shares (\$350,000) were issued to other sophisticated and professional investors.

The Company issued those Placement Shares to Realtek on 14 July 2022 and to the other sophisticated and professional investors on 30 June 2022. Funds raised from the issue of the Placement Shares will be used for product research and development, medical device / hearing aid market and regulatory development and working capital.

7,282,411 Placement Shares were issued using the Company's Listing Rule 7.1 capacity (and these are the subject of Resolutions 1 and 2) and the remaining 9,800,921 Placement Shares were issued using the Company's Listing Rule 7.1A capacity (and these are the subject of Resolution 3).

Further, under the Realtek Agreement, for so long as Realtek's voting power in the Company does not fall below 10% for more than 5 trading days, the Company must give Realtek 15 business days notice of an issue of Equity Securities and discuss in good faith an opportunity to participate. This obligation does not apply to the issue of Equity Securities:

- (a) as consideration for the acquisition of an asset by the Company;
- (b) offered by way of a pro rata issue;
- (c) offer by way of a share purchase plan;
- (d) in connection with any dividend plan;
- (e) on conversion of any convertible securities, including on the exercise of an option over a Share;
- (f) in connection with a takeover bid or merger;
- (g) pursuant to an employee incentive plan; or
- (h) pursuant to the Share Placement Agreement between the Company and Healthcare 2030 dated 23 December 2021.

If the terms of Realtek's participation in any such future offers require shareholder approval, then the issue of such Equity Securities to Realtek will be conditional upon receipt of that shareholder approval and the Company will seek that shareholder approval as soon as reasonably possible after the time of such agreement.

## **2 Resolutions 1 and 2 – Ratification of issue of Placement Shares to sophisticated and professional investors and Realtek using Listing Rule 7.1 capacity**

As set out above, the Company issued 7,282,411 Placement Shares using its available Listing Rule 7.1 capacity.

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

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued the Placement Shares.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 or Listing Rule 7.1A (as applicable) and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If these Resolutions are passed, the Placement Shares the subject of Resolutions 1 and 2 will be excluded in calculating the Company's 15% limit in Listing Rules 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued the relevant Placement Shares.

If these Resolutions are not passed, the relevant Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 for the period noted above.

The following information in relation to the relevant Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Placement Shares were issued to sophisticated and professional investors and other investors qualifying under s 708 of the Corporations Act, including Realtek, all of which are unrelated parties of the Company. Realtek is a strategic partner under the Company's announced non-binding MOU and the other placees were selected by the Board following advice from Intuitive Pty Ltd. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) 7,282,411 Placement Shares were issued under the Company's available Listing Rule 7.1 capacity;
- (c) the Placement Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;

- (d) 2,916,665 of the Placement Shares were issued to sophisticated and professional places on 30 June 2022 (the subject of Resolution 1) and 4,365,746 of the Placement Shares were issued to Realtek under Listing Rule 7.1 on 14 July 2022 (the subject of Resolution 2); ;
- (e) the Placement Shares were issued at an issue price of \$0.12 each;
- (f) the Placement Shares were issued for product research and development, medical device / hearing aid market and regulatory development and working capital; and
- (g) a voting exclusion applies in respect of these Resolutions as set out in the Notice of Meeting.

### **3 Resolution 3 - Ratification of issue of Placement Shares to Realtek using Listing Rule 7.1A capacity**

As set out in section 1 above, 9,800,921 Placement Shares were issued using the Company's Listing Rule 7.1A capacity.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Additionally, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Shareholders approved this additional capacity at the Company's last annual general meeting.

The Placement does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the period ending on the earliest of:

- the date that is 12 months after the last annual general meeting at which the Listing Rule 7.1A Mandate was approved;
- the time and date of the next annual general meeting; and
- the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),

#### **(Listing Rule 7.1A Mandate Expiry Date).**

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1A and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A therefore seeks Shareholder approval to ratify the issue of the relevant Placement Shares under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the relevant Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1A for the period ending on the Listing 7.1A Mandate Expiry Date.

If this Resolution is not passed, the relevant Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the



Company can issue without Shareholder approval under Listing Rule 7.1A for the periods noted immediately above.

The following information in relation to the relevant Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the relevant Placement Shares were issued under Listing Rule 7.1A to Realtek, which is a strategic partner under the Company's announced non-binding MOU. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;
- (b) 9,800,921 Placement Shares were issued under the Company's available Listing Rule 7.1A capacity;
- (c) those Placement Shares were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) those Placement Shares were issued to Realtek on 14 July 2022;
- (e) the Placement Shares were issued at an issue price of \$0.12 each;
- (f) the Placement Shares were issued for product research and development, medical device / hearing aid market and regulatory development and working capital; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

#### **4 Resolution 4 – Ratification of issue of April Subscription Shares to Healthcare 2030 or its nominee(s)**

##### **Background – Share Placement Agreement**

As announced on 23 December 2021, the Company entered into a share placement agreement with Healthcare 2030 under which Healthcare 2030 agreed to invest \$3 million for \$3.18 million worth of Shares (**Subscription Shares**) (**Share Placement Agreement**). Details were also set out in the Notice of Meeting dated 24 March 2022.

The Company issued the following Shares under the Share Placement Agreement as at the date of this Notice:

- on 29 December 2021, the Company issued 9,375,000 fee shares (**Fee Shares**) with a deemed issue price of \$0.016 per Fee Share in satisfaction of a \$150,000 non-refundable fee payable to Healthcare 2030 under the Share Placement Agreement;
- on 29 December 2021, the Company issued 9,800,000 initial subscription shares (**Initial Subscription Shares**) with a deemed issue price of \$0.017 per Initial Subscription Share which may or may not be included towards the ultimate number of Subscription Shares to be issued;
- on 9 February 2022, the Company issued 46,153,846 Subscription Shares with a deemed issue price of \$0.013 per Subscription Share (**February Subscription Shares**) towards the ultimate number of Subscription Shares to be issued under the Share Placement Agreement, satisfying \$600,000 of the \$3,180,000 worth of Subscription Shares which Healthcare 2030 is entitled to be issued;
- on 26 April 2022, the Company issued 45,454,545 Subscription Shares with a deemed pre-consolidation issue price of \$0.011 per Subscription Share (**April Subscription Shares**) towards the ultimate number of Subscription Shares to be issued under the Share Placement

Agreement, satisfying \$500,000 of the \$3,180,000 worth of Subscription Shares which Healthcare 2030 is entitled to be issued. The April Subscription Shares were issued prior to the Company's consolidation on a 20:1 basis approved by Shareholders at the Company's extraordinary general meeting held on 27 April 2022 (**Consolidation**). The equivalent number of April Subscription Shares post-Consolidation is 2,272,727 Shares; and

- on 14 July 2022, the Company issued a further 1,904,762 Subscription Shares with a deemed issue price of \$0.105 per Subscription Share (**July Subscription Shares**) towards the ultimate number of Subscription Shares to be issued under the Share Placement Agreement, satisfying \$200,000 of the Subscription Shares which Healthcare 2030 is entitled to be issued.

The remaining value of Subscription Shares the Company has agreed to issue pursuant to the Share Placement Agreement is up to \$1,880,000.

The table below demonstrates the potential dilution of existing Shareholders in three differing scenarios based on the remaining value of \$1,880,000 worth of Subscription Shares.

		Dilution
		\$0.105 Issue Price at 95% of the average of the five lowest VWAP as at 14 July 2022
A quarter of the remaining value requested to be issued by Healthcare 2030	Shares issued	4,476,190
	Value	\$470,000
	Dilution	3.61%
Half of the remaining value requested to be issued by Healthcare 2030	Shares issued	8,952,381
	Value	\$940,000
	Dilution	6.96%
All of the remaining value requested to be issued by Healthcare 2030	Shares issued	17,904,762
	Value	\$1,880,000
	Dilution	13.02%

**Note:** This table assumes:

- the dilution is on an undiluted basis;
- no other Shares or convertible securities are issued; and
- no options are exercised.

## **Ratification of issue of April Subscription Shares to Healthcare 2030 or its nominee(s)**

As noted above, on 26 April 2022, the Company issued 45,454,545 April Subscription Shares towards the ultimate number of Subscription Shares to be issued under the Share Placement Agreement, satisfying \$500,000 of the \$3,180,000 worth of Subscription Shares which Healthcare 2030 is entitled to be issued. The April Subscription Shares were issued prior to the Company's consolidation on a 20:1 basis approved by Shareholders at the Company's extraordinary general meeting held on 27 April 2022 (**Consolidation**). The equivalent number of April Subscription Shares post-Consolidation is 2,272,727 Shares, which is the number for which the approval in Resolution 4 is being sought.

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

The April Subscription Shares issued pursuant to the Share Placement Agreement do not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company agreed to issue the April Subscription Shares pursuant to the Share Placement Agreement.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of April Subscription Shares pursuant to the Share Placement Agreement under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the April Subscription Shares pursuant to the Share Placement Agreement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue the April Subscription Shares pursuant to the Share Placement Agreement. In addition, the April Subscription Shares pursuant to the Share Placement Agreement will not be included in calculating the Company's 10% capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under that rule.

If this Resolution is not passed, the April Subscription Shares pursuant to the Share Placement Agreement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue the April Subscription Shares pursuant to the Share Placement Agreement. In addition, the April Subscription Shares pursuant to the Share Placement Agreement will be included in calculating the Company's additional 10% capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under that rule.

The following information in relation to the April Subscription Shares the subject of the Share Placement Agreement is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the April Subscription Shares were issued to Healthcare 2030, who is an unrelated party of the Company and holds its Shares through BNP Paribas Noms Pty Ltd;
- (b) 45,454,545 April Subscription Shares were issued pre-Consolidation, which is equivalent to 2,272,727 Shares post-Consolidation;

- (c) the April Subscription Shares issued were fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- (d) the April Subscription Shares were issued on 26 April 2022;
- (e) the April Subscription Shares were issued at a deemed pre-consolidation issue price of \$0.011 each;
- (f) the April Subscription Shares were issued for the following purposes:
  - (i) necessary activities and approvals to support 510(k) submission to the US Food and Drug Administration for approval of a Class II, self-fitting air conduction, wireless hearing aid;
  - (ii) transition of customers to payment terms arising from resurgent traditional retail sales growth through the Company's retail partners, particularly in the US;
  - (iii) newly developed range of hearing aid products to underpin the Company's planned expansion into clinically tested and regulatory approved medical devices, particularly in the US; and
  - (iv) costs of the capital raising and working capital;
- (g) a summary of the material terms of the Share Placement Agreement is set out above, with further details in the Notice of Meeting dated 24 March 2022; and
- (h) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

## **5 Resolution 5 – Ratification of the agreement to issue Subscription Shares to Healthcare 2030**

As noted above, on 23 December 2021, the Company entered into the Share Placement Agreement with Healthcare 2030 under which the Company agreed to issue a number of Subscription Shares at the request of Healthcare 2030, including the Fee Shares, Initial Subscription Shares, February Subscription Shares, the April Subscription Shares and the July Subscription Shares.

The Share Placement Agreement took up capacity based on the calculations done at the time of execution, being the Fee Shares, the Initial Subscription Shares and the balance of the Subscription Shares of which the February Subscription Shares, the April Subscription Shares and the July Subscription Shares have been issued, leaving 2,867,760 Subscription Shares taking up capacity assuming Resolution 4 has been passed.

The balance of Subscription Shares not yet issued will not take up capacity where the Company obtains Listing Rule 7.4 approval and issues the relevant Subscription Shares within 3 months of that approval. The Company sought such an approval at its extraordinary general meeting held on 27 April 2022; that approval is due to expire on 27 July 2022 and is now being sought again, with the effect that the 2,867,760 Subscription Shares not yet issued by the Company between the date of this Notice and 27 July 2022 will not take up capacity to the extent they are issued within 3 months of this Meeting.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. In particular, Exception 16 under Listing Rule 7.2 excludes from the restrictions in Listing Rule 7.1 an issue under an agreement to issue securities, provided that the agreement was entered into in compliance with the Listing Rules.

Listing Rule 7.4 allows the shareholders of a company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule to the extent the securities are actually issued.

The agreement to issue Subscription Shares pursuant to the Share Placement Agreement to the extent of the 2,867,760 remaining Subscription Shares taking up capacity does not fit within any of these exceptions and, to the extent it is issued after 27 July 2022 and therefore has not yet been approved by Shareholders, effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company agreed to issue the Subscription Shares pursuant to the Share Placement Agreement. The Company's 15% limit in Listing Rule 7.1 is to be calculated on the date the Company agreed to issue Subscription Shares pursuant to the Share Placement Agreement, being 23 December 2021.

Based on the calculation of the Purchase Price of Subscription Shares as at 23 December 2021 set out above, the maximum number of Subscription Shares that may be issued by the Company under the Share Placement Agreement as calculated at execution was 187,058,824 (pre-Consolidation) at a Purchase Price of \$0.017 per Subscription Share (based on 95% of the average of the five lowest VWAPs during a specified period immediately prior to the date of the Share Placement Agreement, rounded down to the nearest one tenth of a cent). If, as a result of changes to the Purchase Price, the Company is required to issue a total of more than 187,058,824 (pre-Consolidation) Subscription Shares (or the equivalent number post-Consolidation, being 9,352,941 Subscription Shares) under the Share Placement Agreement to satisfy \$3,180,000 worth of Subscription Shares that Healthcare 2030 is entitled to, such excess Subscription Shares do not take up capacity.

Accordingly, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the agreement to issue Subscription Shares pursuant to the Share Placement Agreement under and for the purposes of Listing Rule 7.4.

If this Resolution is passed, the 2,867,760 Subscription Shares which take up capacity to the extent they are not issued by 27 July 2022, will after their issue, provided it occurs within the relevant 3-month period after this Meeting, still be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue the Subscription Shares pursuant to the Share Placement Agreement. The Subscription Shares issued within the relevant 3-month period pursuant to the Share Placement Agreement will be included in calculating the Company's 10% capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval under that rule.

If this Resolution is not passed, the 2,867,760 Subscription Shares, to the extent they are not issued by 27 July 2022, will again take up capacity and be included in calculating the Company's 15% limit in Listing Rule 7.1 before and after their issue, effectively limiting the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company agreed to issue the Subscription Shares pursuant to the Share Placement Agreement.

The following information in relation to the up to 2,867,760 Subscription Shares which may take up capacity from 27 July 2022 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Company has agreed to issue Subscription Shares to Healthcare 2030, LLC, who is an unrelated party of the Company and holds its Shares through BNP Paribas Noms Pty Ltd;
- (b) the Subscription Shares agreed to be issued will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares then on issue;

- (c) the 2,867,760 Subscription Shares, to the extent they are not issued by 27 July 2022, will be issued no later than 3 months after the date of the Meeting and in that case will be approved by Shareholders under Listing Rule 7.4. To the extent they are not issued by 27 July 2022, 2,867,760 Subscription Shares will continue to take up capacity until the earlier of:
  - (i) their issue within that 3-month period after this Meeting;
  - (ii) 12 months from the date of the Share Placement Agreement; or
  - (iii) Any other further shareholder approval or ratification of such remaining number of the 2,867,760 Subscription Shares (which the Company intends to seek if required) and their issue within 3 months of that later approval;
- (d) the Subscription Shares will be issued at an issue price per Subscription Share calculated in accordance with the formula set out above;
- (e) the Subscription Shares will be issued for the following purposes:
  - (i) necessary activities and approvals to support 510(k) submission to the US Food and Drug Administration for approval of a Class II, self-fitting air conduction, wireless hearing aid;
  - (ii) transition of customers to payment terms arising from resurgent traditional retail sales growth through the Company's retail partners, particularly in the US;
  - (iii) newly developed range of hearing aid products to underpin the Company's planned expansion into clinically tested and regulatory approved medical devices, particularly in the US; and
  - (iv) costs of the capital raising and working capital;
- (f) a summary of the material terms of the Share Placement Agreement is set out above, with further details in the Notice of Meeting dated 24 March 2022; and
- (g) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

## GLOSSARY

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**April Subscription Shares** has the meaning set out on page 9.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Company** means Nuheara Limited ABN 29 125 167 133.

**Consolidation** has the meaning set out on page 10.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the directors of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**February Subscription Shares** has the meaning set out on page **Error! Bookmark not defined..**

**Fee Shares** has the meaning set out on page 9.

**Healthcare 2030** means Healthcare 2030, LLC, a Delaware limited liability company of c/o Bergen Asset Management, LLC, 1800 N. Military Trail, Suite 150, Boca Raton, FL 33431 USA.

**Initial Subscription Shares** has the meaning set out on page 9.

**July Subscription Shares** has the meaning set out on page 10.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rule 7.1A Mandate Expiry Date** has the meaning set out on page 8.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the General Meeting convened by the Notice of Meeting.

**Notice of Meeting** means this Notice of General Meeting.

**Placement** has the meaning set out on page 6.

**Placement Shares** has the meaning set out on page 6.

**Proxy Form** means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

**Purchase Price** has the meaning set out on page 9.

**Realtek** means Realtek Semiconductor Corporation.

**Realtek Agreement** has the meaning set out on page 6.

**Resolution** means a resolution contained in the Notice.

**Securities** has the meaning given to that term in the Listing Rules.

**Shareholder** means a member of the Company from time to time.


**Share Placement Agreement** has the meaning set out on page 9.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Subscription Shares** has the meaning set out on page 9.

**VWAP** means Volume Weighted Average Price.

## Need assistance?

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

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AWST) on Saturday, 20 August 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 186576**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Nuheara Limited to be held at the offices of Gilbert+Tobin, Level 16, Brookfield Place Tower 2, 123 St George's Terrace, Perth, Western Australia on Monday, 22 August 2022 at 11:30am (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of issue of Placement Shares to sophisticated and professional investors under the Placement using Listing Rule 7.1 capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of Placement Shares to Realtek using Listing Rule 7.1 capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Placement Shares to Realtek using Listing Rule 7.1A capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of April Subscription Shares to Healthcare 2030 or its nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of agreement to issue Subscription Shares to Healthcare 2030 or its nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

### Update your communication details *(Optional)*

Mobile Number  Email Address

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

