



30 October 2020

Company Announcements Office
Australian Securities Exchange
Level 6, 20 Bridge Street
Sydney, NSW, 2000

Notice of Annual General Meeting 2020

The Company is pleased to enclose a copy of the following documents in relation to its Annual General Meeting to be held on Monday, 30 November 2020 at 11.30am (Brisbane time):

- a) Letter to Shareholders regarding arrangement for the Annual General Meeting as despatched to shareholders who have not opted for electronic communication.
- b) Notice of Annual General Meeting
- c) Sample Proxy Form
- d) Virtual Meeting Online Guide

This Announcement has been authorised for release by the Company Secretary.



30 October 2020

Dear Shareholder

2020 Annual General Meeting

On behalf of the Directors of Zicom Group Limited ("ZGL"), I am pleased to invite you to attend ZGL's 2020 Annual General Meeting ("AGM") which will be held at **11.30am (Brisbane time) on Monday, 30 November 2020**.

Due to the current and changing circumstances in relation to COVID-19 and with the safety of our shareholders and staff in mind, the 2020 AGM will be a virtual (online) meeting rather than physical. Shareholders will be able to attend and participate (vote, ask questions and comment) during the AGM via a live online platform. To attend and participate, enter <https://agmlive.link/ZGL20> into a web browser on your computer or mobile device and provide your details (name, contact number, email and company name where applicable).

To ask a question or to lodge a vote online during the Meeting, shareholders will need to provide their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). Proxyholders will need to provide their proxy number which will be emailed to the proxyholder by the Company's share registry, Link Market Services, the day before the Meeting.

We recommend that shareholders and proxyholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting.

Once the Meeting commences at 11:30am, shareholders and proxyholders will be able to listen to the Chairman of the Meeting talking live and in real time.

Further information on how to log in to and participate in the Meeting is set out in the Virtual Meeting Online Guide which is available from our website (www.zicomgroup.com) and the ASX Market Announcements Platform.

We will not be sending you a hard copy of the Notice of Meeting by post ahead of our AGM. This approach is consistent with the temporary modifications to the *Corporations Act 2001* under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020. Instead, you are able to view and download a copy of the Notice of Meeting from our website (www.zicomgroup.com) or the ASX Market Announcements Platform (ASX code: ZGL).

All resolutions considered at the AGM will be decided on by poll. I encourage you to read the Notice of Meeting including the Explanatory Memorandum and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either "for", "against" or "abstain" on the Proxy Form.

I strongly encourage you to complete and return your Proxy Form as early as possible, no later than 11.30am (Brisbane time) on Saturday, 28 November 2020. To lodge your proxy, please follow the directions on your personalised Proxy Form which will be delivered to you by email or post depending on your communication preference.

Subject to the abstention noted in the Explanatory Memorandum, the Directors of ZGL unanimously recommend that shareholders vote in favour of all resolutions.

The Board appreciates shareholders' understanding at this time and looks forward to speaking with shareholders at the AGM.

Yours faithfully
Zicom Group Limited

Sim Giok Lak
Executive Chairman



Zicom Group Limited
ACN 009 816 871
Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting of **Zicom Group Limited** ACN 009 816 871 (**Company**) will be held on **Monday, 30 November 2020 at 11.30am (Brisbane time)** as a virtual meeting, online at <https://agmlive.link/ZGL20> for the purposes of transacting the business set out in this Notice. Online registrations will commence at 11.15am.

Ordinary business

Item 1: Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and the Independent Auditor's Report of the Company and its controlled entities (hereafter known as the Group) for the financial year ended 30 June 2020.

Item 2: Election of Director

Resolution 1 – Election of Dr Dean Tai as a Non-Executive Director

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

“That Dr Dean Tai be elected as a Director of the Company with effect from the close of Meeting.”

Item 3: Remuneration Report

Resolution 2 - Adoption of Remuneration Report

To consider and, if thought fit, pass the following in accordance with Section 250R(2) of the *Corporations Act 2001* as an **ordinary resolution**:

“That the Remuneration Report included in the Directors' Report for the financial year ended 30 June 2020 be and is hereby adopted.”

- Notes:
- (1) *The vote on this resolution is advisory only and does not bind the Company or the Directors.*
 - (2) *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all the Company's Directors (other than the Managing Director) must stand for re-election.*

Voting exclusion statement for Resolution 2

Pursuant to Section 250R(4) of the *Corporations Act 2001*, the Company is required to disregard any votes cast on Resolution 2 by or on behalf of a member of the Key Management Personnel of the Group or a Closely Related Party of such member. However, the Company will not disregard a vote if:

- (a) *the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; or*
- (b) *the voter is the chair of the meeting and, provided that the Chairman is not voting as proxyholder for a member of the Key Management Personnel or their Closely Related Parties, the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Group.*

Special business

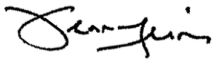
Item 4: Renewal of Proportional Takeover Provisions

Resolution 3 - Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions

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

“ That the proportional takeover provisions contained in Clause 28 of the Company’s Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting.”

By order of the Board



Company Secretary
30 October 2020

Notes

Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting ("AGM") will be as it appears in the Company's register of members at 12.30pm (Sydney time) on 28 November 2020.

Participate and Vote at the Meeting

In light of the current global outbreak of COVID-19 and the implementation of safe distancing measures and the restrictions imposed by state governments on gathering of individuals and overseas travel, the Board of Zicom Group Limited ("ZGL") has decided that special arrangements will apply for this Meeting and the Meeting will be held **virtually**.

The Board considers that the health, safety and welfare of the Company's staff, its Shareholders, and other stakeholders to be paramount. Accordingly, it is unlikely that the Board will be able to attend the Meeting in person, the Meeting will be accessible to all Shareholders virtually through an online portal hosted by the Company's share registrar, Link Market Services Limited.

Shareholders and proxyholders can watch, vote and ask questions during the AGM via the online portal at: <https://agmlive.link/ZGL20>. Online registration for the AGM will commence from 11.15am (Brisbane time) on 30 November 2020.

To participate online, you will need access to a computer or mobile / tablet device with internet access.

For **Shareholders**, when you log onto the online platform, you will need to provide your details (including your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode) to be verified as a Shareholder. Shareholders with a registered address outside Australia should click "Outside Australia" and select the country of their registered address.

For **Proxyholders**, when you log onto the online platform, you will need your "Proxy Number" which will be provided to you by Link Market Services by email the day before the AGM.

A detailed guide on how to participate virtually in the Meeting is set out in the Virtual Meeting Online Guide. This guide will be available on Company's website at www.zicomgroup.com and lodged with ASX.

Live voting online (during the AGM)

You will be able to cast your vote in real-time during the Meeting when invited by the Chairman. You will be able to vote for, against or abstain on each item through the online portal.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting.

You may appoint a proxy either online at www.linkmarketservices.com.au or by completing and submitting a Proxy Form prior to the Meeting.

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a company. If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or a number in both forms, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded. You must return both Proxy Forms together. If you need an additional Proxy Form, please contact Link Market Services at +61 1300 554 474.

If you appoint a proxy, you may still attend the virtual meeting. However, your proxy's right to speak and vote will be suspended while you are present. If you would prefer that this did not occur, consider signing in as a visitor rather than with your shareholder's details.

Notes (cont'd)

Impact of your proxy appointment on your voting instructions

If the Chairman is appointed as your proxy, whether by appointment or default, and you do not direct him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions.

If you appoint any other member of ZGL's Key Management Personnel (KMP) or their closely related party as your proxy, they will not be able to vote your proxy on Resolution 2 (Remuneration Report) unless you have directed them how to vote.

Closely Related Party is defined in the *Corporations Act 2001* and includes a spouse, dependent and certain other close family members, as well as companies controlled by a KMP.

If you intend to appoint a KMP or their closely related party or the Chairman as your proxy, you are encouraged to direct them how to vote by marking "For", "Against" or "Abstain" for each of those items of business.

The Chairman's voting intentions

The Chairman intends to vote all undirected proxies on, and in favour of, all proposed resolutions.

Submitting your Proxy Form

Your completed Voting Form must be received by no later than **11.30am (Brisbane time) on Saturday, 28 November 2020**. If the Proxy Form is signed under Power of Attorney, an original or a certified copy of any power of attorney under which the form was signed must also be received by this time unless previously provided to Link Market Services.

You can lodge your vote:

- online on www.linkmarketservices.com.au by following the instructions. You will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which is set out on the enclosed Proxy Form or
- by completing the enclosed Proxy Form and
 - posting it to Link Market Services Limited at Locked Bag A14, Sydney South NSW 1235 Australia
 - faxing it to + 61 2 9287 0309
 - hand delivering it to Link Market Services Limited at 1A Homebush Bay Drive, Rhodes NSW 2138

Necessary information

Information relevant to each resolution is set out in the attached Explanatory Memorandum which form part of this Notice to shareholders.

Zicom Group Limited

ACN 009 816 871

Explanatory Memorandum to Notice of Annual General Meeting

This explanatory memorandum has been prepared to assist members with their consideration of the resolutions to be put to the Annual General Meeting to be held on 30 November 2020. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

Ordinary Business

Item 1: Financial statements and Reports

Section 317(1) of the *Corporations Act 2001* requires a public company to lay before its annual general meeting the consolidated Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the financial year that ended just before the annual general meeting. Shareholders are invited to consider these reports and seek explanation, if required, from the Directors and the Auditor when this item is being considered.

No resolution is required to be moved in respect of this item.

Item 2: Election and Re-election of Directors

Background

ASX Listing Rule 14.4 and Clause 13.5 of the Company's Constitution require the Company to hold an election of directors at each annual general meeting.

ASX Listing Rule 14.4 stipulates that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. Clause 13.5 of the Company's Constitution requires one-third of the directors (excluding the managing director) to retire at each annual general meeting. If their number is not three or a multiple of three, then the number nearest but not exceeding one-third shall retire from office by rotation. Any director who retires in accordance with Clause 13.5 is eligible for re-election at the annual general meeting.

There are seven Directors who are subject to the rotation provisions, namely Messrs Y P Lim, K H Sim, G L Sim, Jenny Lim, Renny Yeo, S J Douglas and S P Sze. Two of these Directors must retire and the longest serving Directors are Messrs K H Sim and S P Sze.

Mr S P Sze was appointed to the Board on 19 February 2010 and has served more than 10 years on the Board. In line with the Board's renewal policy, Mr S P Sze will not be seeking re-election. The Board records its appreciation for Mr Sze's contributions to the Company during the time he has served as a Director.

Mr Kok Hwee Sim, being eligible, has decided to step down from the Board and not seek re-election.

In place of Mr S P Sze who retires from the Board with effect from the conclusion of this Meeting, the Board nominates Dr Dean Tai for election to the Board as a Non-Executive Director. Dr Dean Tai has tabled his consent to act as a Director and offers himself for election at this Meeting.

Item 2: Election and Re-election of Directors (cont'd)

Dr Dean Tai Chi-Shang, Age 42
PhD. Biomedical Engineering, University of Auckland

Dr Dean Tai is a resident in Brisbane. He is a founder, Chief Scientific Officer (CSO) and Director of HistoIndex Pte Ltd ("HistoIndex"). HistoIndex is a medical technology company providing optical medical imaging systems and services to aid pathologists in diagnostics, clinical trials and research studies for the assessment and staging of liver diseases.

Dr Dean Tai's experiences include R&D, strategic product development and research collaborations with clinical key opinion leaders globally. He established HistoIndex's wholly-owned subsidiary in China, as its Managing Director to open up the Chinese market potentials for HistoIndex's technology. During the last 10 years, Dean has established strong clinical networks and collaborations globally in China, America and Europe as well as in Australia.

He has acquired, since the inception of HistoIndex 10 years ago, management experiences of companies, board experiences, global marketing exposure and collaborations in addition to his strong attributes in innovation, research and development. Dean possesses deep knowledge in physics and machine learning using AI technology. The Board is of the opinion that Dean's expertise and experiences could contribute to the Group's perspectives in its pursuit of continuous transformation of its businesses to align with the continuously evolving new age global economy.

The Board reviewed the independence of Dr Dean Tai in accordance with the ASX Corporate Governance Principles and Recommendations and considered him to be not independent. If elected, Dr Dean Tai will be a Non-Executive and Non-Independent Director.

The Directors unanimously recommend that you vote in favour of Resolution 1.

Item 3: Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires that a resolution be put to the shareholders that the remuneration report be adopted at the annual general meeting ("AGM") of a listed company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report which sets out the remuneration arrangements for the Directors and senior management of the Group is part of the Directors' Report contained in the 2020 Annual Report of the Company for the financial year ended 30 June 2020.

The Corporations Act stipulates that if 25% or more of the votes cast are against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all the company's directors other than the managing director stand for re-election.

At the Company's 2019 AGM, less than 25% of the votes cast were against the adoption of the Remuneration Report. Accordingly, the Spill Resolution is not relevant for this AGM.

Item 3: Remuneration Report (cont'd)

Voting Exclusion

Please note that a voting exclusion applies to Resolution 2 as set out in the Notice of Meeting. In particular, Key Management Personnel whose remuneration details are included in the Remuneration Report may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel. The Chair intends to vote all available proxies in favour of this Resolution.

Special Business

Item 4: Renewal of Proportional Takeover Provisions

The Company's Constitution contains provisions dealing with proportional takeover bid. Under the *Corporations Act 2001*, these provisions contained in Clause 28 of the Company's Constitution must be renewed every three years, or they cease to have effect. At the time of the Meeting, it would be more than 3 years since Clause 28 was last renewed on 15 November 2017, so these provisions would have expired. The Directors would like to renew it as it ensures that Shareholders would have the opportunity to decide as a whole whether a partial (as opposed to a full) takeover offer is desirable.

If approved by Shareholders at this Meeting, Clause 28 will operate for three years from the date of this Meeting until 29 November 2023, unless earlier reviewed.

The renewal of the proportional takeover provisions is a special resolution and therefore requires 75% of the persons present (in person or proxy) and entitled to vote and voting, to vote in favour of this resolution.

What is a proportional takeover bid?

A proportional takeover bid is a takeover offer made to all shareholders for the acquisition of a specified proportion of their shares (and that proportion is the same for all shareholders). Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of their shares in the Company and retain the balance of shares.

Effect of the proportional takeover provisions

In the event that a proportional takeover bid is made to the shareholders of the Company, the existence of Clause 28 requires the Board to convene a meeting of shareholders to vote on a resolution approving the proportional takeover offer at least 14 days before the offer closes.

To be passed, the resolution must be approved by a majority of votes cast on the resolution at the meeting. However, the *Corporations Act 2001* also provides that, if no resolution to approve the bid has been voted on in accordance with the time required by the relevant provisions of the *Corporations Act 2001*, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of shares resulting from the acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the *Corporations Act 2001* and the Company's Constitution.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited and the bid deemed to be withdrawn.

Item 4: Renewal of Proportional Takeover Provisions (cont'd)

Reasons for proposing Resolution 3

The Directors consider that it is in the interests of the shareholders for the operation of the proportional takeover provisions to continue and accordingly propose that Clause 28 be renewed and will remain effective for 3 years until 29 November 2023 before shareholders must again consider the provision.

Without the provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their shares and risk being part of a minority interest in the Company or suffer loss if the takeover bid causes a decrease in the market price of the shares or makes the shares less attractive and, accordingly, more difficult to sell.

The provisions give shareholders the opportunity to decide whether a proportional takeover bid should proceed. If a meeting of shareholders approves such a bid, individual shareholders can make separate decisions as to whether or not they wish to accept that bid for the specified proportion of their shares.

Potential advantages and disadvantages

For shareholders, Clause 28 provides them with the opportunity to consider and discuss a proportional takeover bid in a meeting called specifically for that purpose and vote on whether a proportional takeover bid should proceed or not. This gives shareholders an opportunity to have a say in the future ownership and control of the Company and help the shareholders avoid being locked into a minority. The Board believes that this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of shareholders. It may also discourage the making of a proportional takeover bid that may be considered opportunistic.

On the other hand, the approval provisions under Clause 28 may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities that shareholders may have to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price. The provisions may also be seen to constitute an additional restriction on the ability of shareholders to deal freely with their shares.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to Clause 28. The Board remain free to make a recommendation to shareholders as to whether a proportional takeover bid should be accepted.

Present acquisition proposal

At the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

The Directors unanimously recommend that you vote in favour of this special resolution.



Zicom Group Limited

ABN 62 009 816 871

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Zicom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Zicom Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (Brisbane Time) on Monday, 30 November 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/ZGL20> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 2: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

- 1 Election of Dr Dean Tai as a Non-Executive Director
- 2 Adoption of Remuneration Report
- 3 Renewal of Clause 28 of the Constitution: Proportional Takeover Provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

ZGL PRX2001N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (Brisbane time) on Saturday, 28 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Zicom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

A screenshot of the LINK Group registration form. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. There is a checkbox for "I have read and accept the Terms & Conditions" and a red "REGISTER AND WATCH AGM" button. A help number (1800 999 363) is at the bottom.

Step 1

Open your web browser and go to <https://agmlive.link/ZGL20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

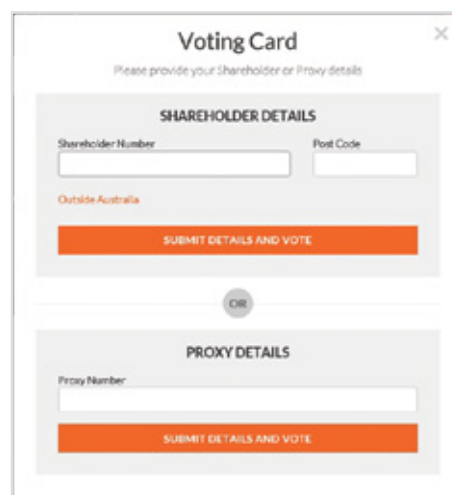
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

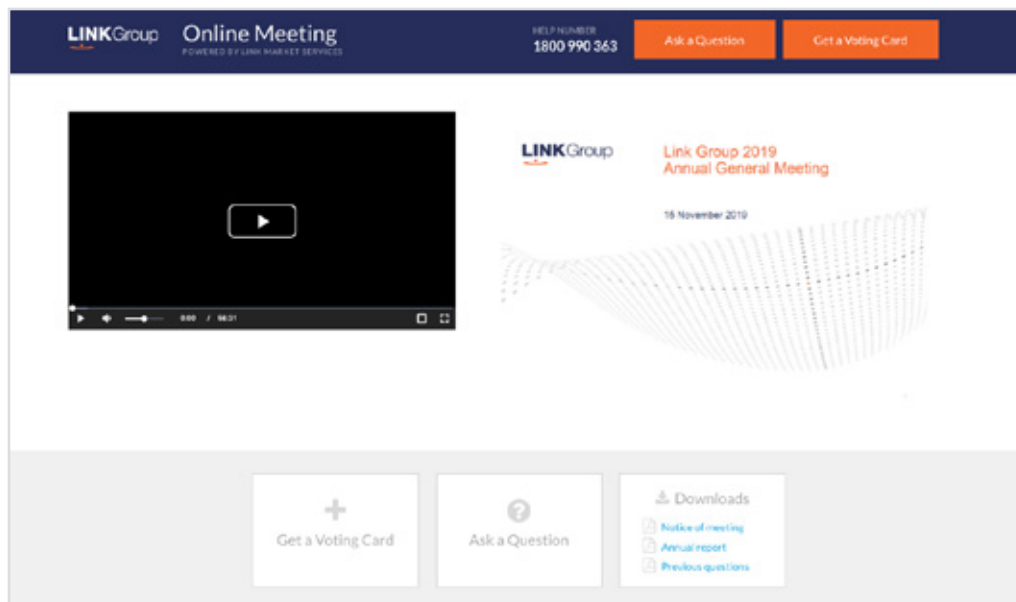
A screenshot of the "Voting Card" registration form. It has a title bar "Voting Card" with a close button. Below the title is the instruction "Please provide your Shareholder or Proxy details". The form is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", a "Submit Details and Vote" button, and a note "Outside Australia". The "PROXY DETAILS" section has a "Proxy Number" field and a "Submit Details and Vote" button. An "OR" button is between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

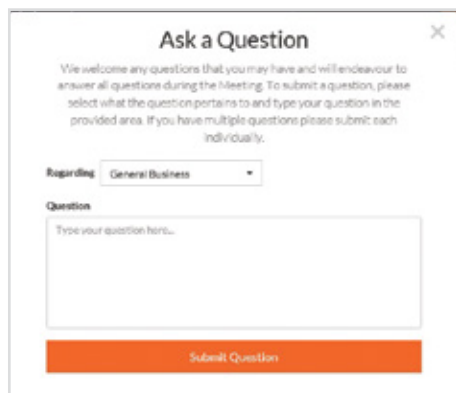
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There is a 'Regarding:' section with a dropdown menu currently set to 'General Business'. Below this is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

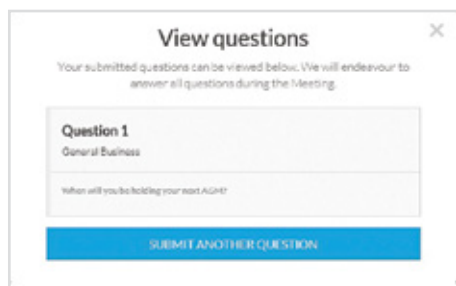
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

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