

**Zoono Group Limited (ASX: ZNO)
ASX ANNOUNCEMENT**

18 December 2023

Breach of ASX Listing Rule 10.1 - Related Party Security

Despite the related party loan from Woodfield Investments Limited (an entity controlled by the Company's CEO, Paul Hyslop), being on clearly commercial and arm's length terms, Zoono Group Limited (**Company**) acknowledges that it inadvertently breached ASX Listing Rule 10.1 on 2 October 2023 when it provided security to Woodfield in respect of that loan. The details are below.

Zoono entered into a Term Loan Agreement with Woodfield in October 2023 for a loan of NZ\$500,000 over a 12 month term at an interest rate of 10% per annum. It provided Woodfield with security over the Company's assets to support the loan.

ASX Listing Rule 10.1 requires an entity to ensure that it does not acquire or agree to acquire a substantial asset from, or dispose or agree to dispose a substantial asset to, a related party of the entity without approval of the holders of the entity's ordinary securities:

Woodfield is a related party of the Company as Paul Hyslop, a director (and substantial holder) of the Company, controls Woodfield. Further, the Guidance Notes to ASX Listing Rule 10.1 advise that providing a Security Interest over all of a listed company's assets (and thereby providing a means by which the secured party may take possession of the substantive assets of the listed company) is an disposal within the meaning of that term when used in ASX Listing Rule 10.1. As a direct consequence, the Company, by entering into the General Security Agreement with Woodfield (a related entity of the Company) without shareholder approval, breached ASX Listing Rule 10.1.

The Company and Woodfield have agreed to rectify the breach of ASX Listing Rule 10.1 by removing all references to security from the loan arrangements with Woodfield. The discharge of the general security will address the breach as the Woodfield will no longer have the right to 'acquire' the Company's assets, should the Company fail to repay the loan funds.

Zoono will take all appropriate precautions to ensure that any further breaches of the ASX Listing Rules do not occur in future.

This announcement has been authorised and approved for release to ASX by the Board of Zoono Group Limited.

For further information, please contact:

Zoono Group Limited

Paul Hyslop

Group MD

M: +64 21 659 977

E: paul.hyslop@zoono.com

Paul Ravlich

Group CFO

M: +64 21 075 9176

E: paul.ravlich@zoono.com

About Zoono

Zoono Group Limited is a global biotech company that develops, manufactures and distributes a suite of scientifically validated, long-lasting and environmentally friendly antimicrobial solutions. Zoono's mission is to improve health and well-being through innovative, safe, non-toxic and durable germ protection.

Zoono produces sprays, wipes and foams suited for skin care, surface sanitisers, and mould remediation treatments. The products are based on the 'ZOONO molecule', a unique antimicrobial molecule that bonds to any surface and kills pathogens including bacteria, viruses, algae, fungi and mould.

Zoono's products have received numerous regulatory approvals and the Company's technology claims are supported by independent testing conducted in laboratories worldwide. Zoono is headquartered in New Zealand and its products are available globally.

To learn more, please visit: www.zoono.com