



ZOONO GROUP LIMITED

ABN 73 006 645 754

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Notice is given that the **2024 Annual General Meeting** will be held:

DATE: Wednesday, 13 November 2024

TIME: 2.00pm (Sydney Time)

PLACE: Hall Chadwick
Level 40, 2 Park Street
Sydney NSW 2000

This is a physical meeting only, no online facility for attendance will be available.

2024 Annual Report

A copy of Zoono Group Limited's 2024 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2024 is available on the Company's website at <https://zoono.com/investors/#annualreports>

ZOONO GROUP LIMITED

ABN 73 006 645 754

NOTICE OF ANNUAL GENERAL MEETING

Wednesday, 13th November 2024

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Zoono Group Limited (**Company** or **Zoono**) will be held on **Wednesday, 13 November 2024** at 2.00pm (AEDT) at, Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2024 which includes the Financial Report and the Directors' and Auditor's Reports.

2. RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as a non-binding **advisory resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member. A closely related party includes close family members of, and companies controlled by, any of the Key Management Personnel.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

3. RESOLUTION 2 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Meeting Chair will withdraw Resolution 2.

To consider and, if thought fit, to pass the following Resolution as a non-binding **advisory resolution**:

“That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (Spill Meeting); and*
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast (in any capacity) on Resolution 2 by or on behalf of either of the following persons:

- (c) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- (d) A closely related party of such a member. A closely related party includes close family members of, and companies controlled by, the Key Management Personnel.

However, the Company will not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

4. RESOLUTION 3 - ELECTION OF MR. DON CLARKE

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

“That Mr. Don Clarke who retires in accordance with clause 61.2 of the Company's Constitution, and being eligible, be re-elected as a director of the Company.”

The Board, with Mr. Clarke abstaining, recommends that Shareholders vote **in favour** of this resolution.

5. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE (LR 7.1A)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 13,574,320 fully paid ordinary shares to OSY Group Limited on the terms and conditions set out in the Explanatory Statement.”

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of OSY Group Limited or any of its associates.

However, the Company need not disregard a vote cast in favour of Resolution 4 by:

- a person as a 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – RATIFICATION OF PRIOR SHARE ISSUE (LR 7.1)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 2,411,530 fully paid ordinary shares to clients of Amery Partners on the terms and conditions set out in the Explanatory Statement.”

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 5 by:

- a person as a 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – RATIFICATION OF PRIOR SHARE ISSUE (LR 7.1A)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 16,106,984 fully paid ordinary shares to clients of Amery Partners Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company will not disregard a vote cast in favour of Resolution 6 by:

- a person as a 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – ISSUE OF BROKER OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 10,000,000 Broker Options to Evolution Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Evolution Capital Pty Ltd or any of its associates.

However, the Company will not disregard a vote cast in favour of Resolution 7 by:

- a person as a 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve giving the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

The Board recommends that Shareholders vote **in favour** of this resolution.

Voting Exclusion: The Company will disregard any votes cast on Resolution 8 by:

- any person who may participate in the issue of equity securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary Shares, if the resolution is passed; and
- any associates of that person.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING AND PARTICIPATION

Your vote is important

The business of the Meeting will affect your shareholding and your vote is important.

HOW TO VOTE

Shareholders can vote on the Resolutions by:

- Submitting their vote before the meeting either online or using the proxy form; or
- during the physical meeting.

Shareholders are encouraged to lodge their vote prior to the meeting by visiting www.votingonline.com.au/zno2024agm and following the instructions **no later than 48 hours before the commencement of the meeting (by 2.00pm (AEDT) on Monday, 11th November 2024)**.

You may also lodge completed Proxy Forms:

By mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person* at:	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia * during business hours Monday to Friday (9.00am – 5.00pm) and subject to public health orders and restrictions.

All Resolutions will be by poll

Voting on each Resolution to be considered at the meeting will be conducted by a poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the AGM are encouraged to vote in advance of the Meeting by submitting a proxy.

Joint holders

When joint holders are named in the register of members, only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one holder votes at the meeting, only the vote of the first named of the joint holders in the register of members will be counted.

Proxies

All Shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a Shareholder and can be an individual or a body corporate.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each Resolution) by following the instructions either online or on the hard copy voting form. A proxy may decide whether and, if so, how to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item as directed. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

For your proxy appointment to be effective, it must be received by Boardroom Pty Limited not less than 48 hours before the time for holding the AGM (that is by no later than 2.00pm (AEDT) on Monday, 11 November 2024).

If you appoint the Chairman as your proxy but do not direct the Chairman on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chairman to vote on each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of Zoono Group. Subject to the

applicable voting exclusions, the Chair intends to vote all available (including undirected) proxies in favour of all Resolutions (other than Resolution 2 in respect of which the Chair intends to abstain from voting).

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes (disregarding fractions).

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the Shareholder's proxy on that Resolution.

Voting Intentions of the Chair of the meeting

The Chair of the Meeting intends to vote all available proxies **FOR** all resolutions with the exception of Resolution 2. The Chair of the Meeting intends to abstain from voting on Resolution 2.

The Chair of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted) provided the Shareholder who has lodged the proxy has given express voting direction to the Chair to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes to indicate to the Chair how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1 to 7 inclusive. In accordance with this express authority provided by you, the Chairman will vote **FOR** Resolutions 1 and 3 to 7 and will **ABSTAIN** from voting on Resolution 2.

If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct the Chair as to how to vote, please tick the appropriate boxes on the proxy form.

QUESTIONS AND COMMENTS FROM SHAREHOLDERS

The Company welcomes questions from Shareholders and proxyholders in the lead up to and during the AGM. In the interests of all participants, please confine your questions to matters being considered at the AGM that are relevant to Shareholders as a whole. It may not be possible to respond to all questions during the AGM and a number of similar questions may be grouped together and answered by the Chairman or by management.

Before the meeting

Shareholders may submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at elissa.hansen@cosecservices.com.au or by post to the Company's share registry (see address details above).

During the meeting

All Shareholders will have a reasonable opportunity to ask questions during the AGM, including the opportunity to ask questions of the Company's auditor, Hall Chadwick.

COMMUNICATION WITH SHAREHOLDERS

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit <https://www.investorserve.com.au/>. In line with our commitment to the environment and sustainability, unless you elect otherwise, we will provide our Annual Reports to you by making them available on our website at <https://zoono.com/investors/#annualreports>.

Dated: 11 October 2024

By order of the Board
Elissa Hansen
Company Secretary

ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Explanatory Statement for the 2024 Annual General Meeting (**AGM**) has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. ANNUAL REPORT

1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2024.

1.2 Corporations Act

Section 317 of the *Corporations Act 2001 (Cth)* requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year that ended 30 June 2024.

The Annual Report is available on the Company's website and a printed copy has been sent to those shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- (a) The preparation and the content of the 2024 Auditor's Report;
- (b) The conduct of the 2024 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2024 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2024 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to elissa.hansen@cosecservices.com.au.

2. RESOLUTION 1 – REMUNERATION REPORT

2.1 General

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 300A, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ending 30 June 2024. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, companies are required to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at two consecutive Annual General Meetings, at least 25% of the votes cast on the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to a vote. If required, the Spill Resolution must be put to a vote at the second of those Annual General Meetings.

If more than 50% of votes are cast in favour of a Spill Resolution, the Company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Notes: The Directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election. While voting a voting exclusion applies to the Spill Resolution, all Shareholders are entitled to vote on the resolutions to appoint the directors of the Company at the Spill Meeting.

2.3 Previous Voting Results

At the Company's previous AGM, more than 25% of the votes cast were against the Remuneration Report considered at that meeting. Accordingly, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Spill Resolution will be put to a vote at this Meeting. Refer to Resolution 2 and Section 3 below for further information.

3. RESOLUTION 2 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Meeting Chair will withdraw Resolution 2.

3.1 General

The Corporations Act requirements for this Resolution to be put to a vote are set out in Section 2.2 above.

The effect of this Resolution being passed is that the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**) and all Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting. The business of the Spill Meeting will be the election of persons to hold office as directors of the Company on and after the conclusion of the Spill Meeting.

In the event a Spill Meeting is required a separate notice of meeting will be distributed to Shareholders with details about those persons who will seek election as directors of the Company at the Spill Meeting.

3.2 Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note the voting restrictions applying to Resolution 1 will apply in the same manner to this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR

4.1 General

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each annual general meeting. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment and a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

Clause 61.1 of the Company's Constitution states that no Director, other than the Managing Director, may hold office for a continuous period beyond the later to occur of the following:

- (a) the third anniversary of the date of the Director's appointment; or
- (b) the date of the third annual general meeting following the Director's appointment or election,

without submitting for re-election.

If no Director is required to submit for re-election but the ASX Listing Rules require an election of Directors to be held, the Director to retire will be the Director who has been longest in office since their last election and, as between persons who became Directors on the same day, the one to retire will (unless they otherwise agree among themselves) be determined by lot. A retiring Director remains in office until the end of the meeting at which the Director retires or vacates office, and will be eligible for re-election at the meeting.

4.2 Mr Don Clarke

Mr. Don Clarke was last re-elected as a director at the 2022 AGM. Mr. Clarke will retire at the conclusion of this meeting and, being eligible, offers himself for re-election.

Mr. Clarke was a Partner of Minter Ellison's Melbourne Corporate Group, from 1988-2015. He currently acts as a consultant to them. As a corporate lawyer, Don advised many leading corporate clients on broad range of corporation law issues, with a focus on equity capital markets, private equity, mergers and acquisitions and corporate restructures. Don is currently the Chair of Webjet Group Limited (an ASX 300 company) and two other unlisted public companies.

Mr. Clarke is able to draw on his first-hand experience as a corporate lawyer and as a director when guiding the Company on legal and practical issues faced by it and best practice corporate governance.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE (LR 7.1A)

5.1 Background

On 17 May 2024, Zoono advised that it had placed 13,574,320 Shares at \$0.027 per Share to OSY Group Limited to raise \$366,506 in working capital. This was in addition to the 20,000,000 Shares which OSY Group subscribed for as a sub-underwriter of the Company's Placement. The funds were used to further expand the fresh food shelf-life extension project, for growing the Company's business in China, India and USA and for general working capital.

The placement to OSY Group was undertaken in recognition of OSY Group's support of the Company, both as a key partner in the shelf-life extension project and as a sub-underwriter of the Company's rights issue (in which it ultimately secured a limited share allocation only due to the success of the offer).

5.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

5.3 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A via a special resolution put to Shareholders at an AGM may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

5.4 ASX Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed 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 ASX Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

By ratifying the issue of the Shares which are the subject of Resolution 4, the base figure (i.e. Variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

5.5 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Shares the subject of Resolution 4, will be excluded in calculating the Company’s 15% and 10% limits under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 4 is not passed, the Shares will be included in calculating the Company’s combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of those Shares.

5.6 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) 13,574,320 Shares were issued under LR 7.1A to OSY Group Limited;
- (b) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- (c) the Shares were issued on 17 May 2024;

- (d) the Shares were issued at \$0.027 per Share;
- (e) funds were used to further expand the fresh food shelf-life extension project, for growing the Company's business in China, India and USA and for general working capital.

6. RESOLUTIONS 5 & 6— RATIFICATION OF PRIOR ISSUES

6.1 Background

On 28 May 2024, the Company advised that it had completed a placement to raise A\$500,000 in working capital for the Company. The placement was arranged by Amery Partners Pty Ltd and the Shares were issued to clients of Amery Partners. Amery Partners received a fee equal to 6% of the total capital raised for the placement.

Zoono issued 18,518,514 Shares at \$0.027 each of which 2,411,530 were issued under ASX Listing Rule 7.1 (Resolution 5) and 16,106,985 Shares were issued under ASX Listing Rule 7.1A (Resolution 6).

Funds raised by the share issues were used to help accelerate the Company's program to deliver world-leading shelf-life extension technology for supermarket chains as well as the Company's marketing efforts in China, India and the United States and general working capital.

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 are provided in clauses 5.2, 5.3 and 5.4 above.

6.2 Technical information required by Listing Rule 14.1A

If Resolutions 5 and/or 6 are passed, the Shares the subject of Resolutions 5 and/or 6, will be excluded from the calculation of the Company's 15% and 10% limits under ASX Listing Rules 7.1 and 7.1A respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolutions 5 and/or 6 are not passed, the Shares will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, and 10% limit in ASX Listing Rule 7.1A, thereby decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of those Shares.

6.3 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- (a) 2,411,530 Shares were issued under ASX Listing Rule 7.1 and 16,106,985 Shares were issued under ASX Listing Rule 7.1A to clients of Amery Partners Pty Ltd;
- (b) the Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 28 May 2024;
- (d) the Shares were issued at \$0.027 per Share;
- (e) the funds raised were used to help accelerate the Company's program to deliver world-leading shelf-life extension technology for supermarket chains as well as the Company's marketing efforts in China, India and the United States and general working capital;
- (f) While the Shares were not issued under an agreement, Amery Partners received a fee equal to 6% of total funds raised by the share issue.

7. RESOLUTION 7– ISSUE OF BROKER OPTIONS

7.1 Background

In March 2024, Evolution Capital Pty Ltd (**Evolution**), a full service corporate advisory firm based in Sydney, agreed to act as lead manager for the Company's Entitlement Offer and partially underwrite acceptances under the Offer up to approximately 53M shares. In consideration for these services, Zoono agreed to pay Evolution a monthly retainer of \$5,000 plus GST for a minimum of 12 months until terminated on one month's notice, an underwriting fee equivalent to 6% of the Offer Amount and to issue Evolution Broker Options subject to Shareholder at the AGM.

There are two tranches of Broker Options for a total of 10,000,000 Options comprising:

- **Tranche 1:** 5,000,000 unlisted options with an exercise price of \$0.05 and an expiry date of two years from the date of issue, subject to the Company receiving shareholder approval at the Company's 2024 annual general meeting (**AGM**); and
- **Tranche 2:** 5,000,000 unlisted options with an exercise price of \$0.10 and an expiry date of three years from the date of issue, subject to the Company receiving shareholder approval at the Company's AGM (together the **Broker Options**).

Resolution 7 seeks Shareholder approval to issue the Broker Options to Evolution.

A summary of ASX Listing Rule 7.1 is provided in clauses 5.2 above.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to issue the Broker Options to Evolution and they will be excluded in calculating the Company's 15% limit under ASX Listing Rules 7.1 a respectively, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 7 is not passed, the Company will not be able to issue the Broker Options to Evolution and will need to pay Evolution the monetary equivalent of the options (with the value of the options calculated by reference to a Black Scholes Model).

7.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) The Broker Options will be issued to Evolution Capital Pty Ltd;
- (b) 5,000,000 Broker Options will be exercisable at \$0.05 per option and expire two (2) years from the date of issue and 5,000,000 Broker Options will be exercisable at \$0.10 per option and expire three(3) years from the date of issue;
- (c) the material terms of the Broker Options are set out in Annexure A;
- (d) the Broker Options are expected to be issued as soon as practicable following Shareholder approval and, in any event, no later than three months after the meeting;
- (e) the Broker Options will be issued for nil consideration;
- (f) funds raise on exercise of the Broker Options (if any) will be used for working capital;
- (g) the material terms of the agreement with Evolution are:
 - (i) Evolution will partially underwrite acceptances under the Offer up to the amount of \$1,442,322 (up to 53,419,349 shares). Shareholders should note that the underwriting agreement is conditional upon Mr. Hyslop subscribing for at least 50% of his entitlement (being at least 18,611,875 shares).

As such, in practical terms:

- Evolution is effectively underwriting acceptances for a total of 34,807,474 shares only; and
- for the avoidance of any doubt, should shareholders subscribe for in excess of 53,419,349 shares under the Offer (whether by accepting their entitlements or by subscribing for additional shares under the Shortfall offer), Evolution will not be required to subscribe for any shares under the underwriting agreement despite the fact that there may still be a shortfall of acceptances under the Offer.

(ii) Under the Underwriting Agreement, Evolution will be paid the following:

- a monthly retainer of \$5,000 plus GST for a minimum period of 12 months until terminated on one month's notice for corporate advisory services;
- an underwriting fee (cash) of 6.0% of the Offer Amount (i.e. \$1,442,322 (53,419,349 shares) is underwritten by it (plus GST); and
- Evolution will also be issued the following options (subject to shareholder approval):
 - 5,000,000 unlisted options with an exercise price of \$0.05 and an expiry date of two years from the date of issue; and
 - 5,000,000 unlisted options with an exercise price of \$0.10 and an expiry date of three years from the date of issue.

If shareholder approval is not obtained, the Company has agreed to pay Evolution the monetary equivalent of the options (with the value of the options calculated by reference to a Black Scholes Model).

(iii) The underwriting agreement contains termination events which are considered to be market standard.

8. RESOLUTION 8 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

8.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at an annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional Placement Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Zoono Group Limited is an eligible entity for these purposes.

Resolution 8 seeks shareholder approval (by way of a special resolution) granting the Company the capacity under Listing Rule 7.1A to issue an additional 10% of its equity securities without the need for shareholder approval, should it wish to do so within the next 12 months.

As a **special resolution** at least 75% of the votes cast at the meeting by Shareholders who are eligible to vote at the meeting must be in favour of the resolution for it to be passed.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, Zoono will be able to issue equity securities up to the combined 25% limit provided for in Listing Rules 7.1 and 7.1A without the need for any further shareholder approval.

If Resolution 8 is not passed, while the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval (as provided for in Listing Rule 7.1A), it will not lose the capacity to utilise 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

8.3 ASX Listing Rule 7.3A Requirements

Pursuant to ASX Listing Rule 7.3A, the issue price for each security issued under the Additional Placement Capacity must not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the entity and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the AGM; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.3A.2 on the basis of the current market price of Shares and the current number of ordinary securities quoted on ASX for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% (compared to the current market price of the Company's shares).

Table 1

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share)	0.012 50% decrease in Issue Price	0.024 Issue Price	0.036 50% Increase in Issue Price
355,433,815 (Current number of Shares on Issue)	10% Voting Dilution	35,543,382 Shares	35,543,382 Shares	35,543,382 Shares
	Funds Raised	\$426,521	\$853,041	\$1,279,562
533,150,723 (50% increase in Shares on Issue)	10% Voting Dilution	53,315,072 Shares	53,315,072 Shares	53,315,072 Shares
	Funds Raised	\$639,781	\$1,279,562	\$1,919,343
710,867,630 (100% increase in Shares on Issue)	10% Voting Dilution	71,086,763 Shares	71,086,763 Shares	71,086,763 Shares
	Funds Raised	\$853,041	\$1,706,082	\$2,559,123

The above table is based on the following assumptions:

- The number of shares on issue (variable "A") is calculated as 355,433,815 being all fully paid ordinary shares quoted on ASX as at the date of this Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.024 was the closing price of the Company's shares on ASX on 23 September 2024.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting; or
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities in an existing quoted class of securities under the Additional Placement Capacity for cash consideration:

- to raise funds for the development of the Company's new and existing products and services;

- the acquisition of new assets or investments (including assets associated with such acquisition);
- to repay debt; or
- to fund working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any equity securities under the Additional Placement Capacity.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined, but if such an exercise was undertaken, allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company obtained an Additional Placement Capacity at its 2023 Annual General Meeting. During the 12 months preceding the date of this meeting, the Company issued 29,681,304 securities utilising the Company's placement capacity under Listing Rule 7.1A. 13,474,320 Shares were issued on 17 May 2024 to OSY Group Limited (the subject of Resolution 4) at \$0.027 per Share (the same price as the closing market price on the date of their issue) raising \$366,506. The funds were used to further expand the fresh food shelf-life extension project, for growing the Company's business in China, India and USA and for general working capital

16,106,984 Shares were issued on 28 May 2024 to clients of Amery Partners Pty Ltd (the subject of Resolution 6) at \$0.027 per Share, representing a 3.75% discount to the closing market price (\$0.028) on the date of their issue, raising \$500,000. The funds were used to help accelerate the Company's program to deliver world-leading shelf-life extension technology for supermarket chains as well as the Company's marketing efforts in China, India and the United States and general working capital.

A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached or offered any opportunity to any Shareholder to participate in the issue of equity securities under the Additional Placement Capacity. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

If the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

GLOSSARY

\$ means Australian dollars.

AGM or Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Annual General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

Annual General Meeting Proxy Form means the proxy form accompanying the Notice of Annual General Meeting.

Annual General Meeting Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Zoono Group Limited (ABN 73 006 645 754).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Annual General Meeting means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

Option means an option to acquire a Share.

Resolution means a resolution set out in the Notice of Annual General Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

ANNEXURE A

TERMS AND CONDITIONS OF BROKER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of the Tranche 1 of the Broker Options will be \$0.05 (**Tranche 1 Exercise Price**) and the amount payable upon exercise of the Tranche 2 of the Broker Options will be \$0.10 (**Tranche 1 Exercise Price**)

(c) **Expiry Date**

Each Tranche 1 Broker Option will expire at 5:00 pm (Sydney time) on the date that is two (2) year from the date of issue of the Options (**Tranche 1 Expiry Date**) and each Tranche 2 Broker Option will expire at 5:00 pm (Sydney time) on the date that is three (3) year from the date of issue of the Options. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2.00pm (AEDT) on Monday 11 November 2024.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/zno2024agm>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2.00pm (AEDT) on Monday 11 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/zno2024agm>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register.
If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Zoono Group Limited (Company) and entitled to attend and vote hereby appoint:
the Chair of the Meeting (mark box)
OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Wednesday, 13 November 2024 at 2.00pm (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.
Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of Resolutions 1 and 3 - 8 and against Resolution 2. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote for, against or to abstain from voting on an item, you must provide a direction by marking the "For", 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Table with 3 columns: Resolution, Description, For, Against, Abstain*. Rows include Resolution 1 (Remuneration Report), Resolution 2 (Spill Resolution), Resolution 3 (Election of Mr. Don Clarke), Resolution 4 (Ratification of Prior Share Issue (LR 7.1A)), Resolution 5 (Ratification of Prior Share Issue (LR 7.1)), Resolution 6 (Ratification of Prior Share Issue (LR 7.1A)), Resolution 7 (Issue of Broker Options), and Resolution 8 (Approval for Additional Share Placement Capacity (Special Resolution)).

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1
Securityholder 2
Securityholder 3
Sole Director and Sole Company Secretary
Director
Director / Company Secretary