



ZOONO GROUP LIMITED

ABN 73 006 645 754

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

To be held via webcast on:

Thursday, 19th November 2020 at 3.00pm (Sydney Time)

In response to Government restrictions and the potential health risks arising from the COVID-19 pandemic, the Annual General Meeting (AGM) will be held virtually this year. Your participation in the AGM is important to us and, while there will be no physical meeting, Shareholders are invited to join the meeting via webcast where they will still have the opportunity to submit questions.

How to attend the AGM

View the live webcast from your computer using this link:

<https://services.choruscall.com.au/webcast/zoono-2020-agm.html>

To attend via phone, preregister by navigating to:

<https://s1.c-conf.com/diamondpass/10010443-4ns75h.html>

You will receive your dial in details upon registration.

Voting

Shareholders will not be able to cast direct votes. Shareholders will only be able to vote by submitting their proxy form prior to the meeting.

2020 Annual Report

A copy of Zoono Group Limited's 2020 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2020 is available on Zoono's website at

www.zoono.com/pages/annual-reports

ZOONO GROUP LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Thursday, 19 November 2020

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Zoono Group Limited (**Company** or **Zoono**) will be held virtually on Thursday, 19th November 2020 at 3.00pm Sydney time.

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 2020, 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, with or without amendment, the following Resolution as a non-binding **ordinary 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 2020 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 any 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 and companies the Key Management Personnel controls.

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 - ELECTION OF MR DON CLARKE

To consider and, if thought fit, to pass, with or without amendment, 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."

Dated: 16 October 2020

By order of the Board

**Elissa Hansen
Company Secretary**

NOTES

Your vote is important

The business of the Meeting affects your shareholding, and your vote is important. Please vote by submitting your proxy form 48 hours prior to the meeting. You will not be able to direct vote.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEST) on 17 November 2020.

Voting in person

You will not be able to vote in person. To vote, please submit your proxy form 48 hours prior to the meeting.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return **no later than 48 hours before the commencement of the meeting**. Proxies received after this time will **not** be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

Online:	By visiting www.votingonline.com.au/znoagm2020 and following the instructions
By Facsimile to:	+ 61 2 9290 9655
By Mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person at:	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000 Australia

How the Chairman intends to vote available proxies

The Chairman of the meeting intends to vote all available proxies in favour of the resolutions set out in this Notice.

Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting who is required to vote proxies as directed.

Questions and Comments from Shareholders

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask about or make comments on the financial statements for the year ended 30 June 2020 and the management of the Company at the AGM. You will be able to submit questions by joining the live webcast via the following link: <https://services.choruscall.com.au/webcast/zoono-2020-agm.html>

Similarly, Shareholders will be given a reasonable opportunity to ask the Company's external auditors, Hall Chadwick, questions relevant to the accounting policies adopted by the Company in relation to the financial report, the conduct of the audit, the independence of the auditor in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders may also submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary:

- By email to elissa.hansen@zoono.com
- By mail to PO Box H329 Australia Square NSW 1215

Questions should be received by the Company no later than five (5) days before the AGM.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. ANNUAL REPORT

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2020.

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 last financial year that ended 30 June 2020.

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 2020 Auditor's Report;
- (b) The conduct of the 2020 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2020 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2020 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.

2. RESOLUTION 1 – REMUNERATION REPORT

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 2020. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

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 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 vote. If required, the Spill Resolution must be put to 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. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.

Adoption of the 2019 Remuneration Report was passed with a 95% "yes" vote at the 2019 Annual General Meeting. Accordingly, a Spill Resolution is not relevant to this Annual General Meeting.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

3. RESOLUTION 2 - ELECTION OF MR. DON CLARKE

In accordance with ASX Listing Rule 14.5, a public listed company must hold an election of directors at each 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.

Mr. Don Clarke was last elected as a director at the 2018 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 and is also a director of ASX listed Webjet Limited and Contango Income Generator Limited together with other unlisted public companies. He was previously a director of ASX listed Opthea Limited, Polynovo Limited and Phosphagenics Limited.

Mr. Clarke has advised leading corporate clients on broad corporation law issues focused on equity capital markets, private equity, mergers and acquisitions and corporate restructures. He is able to draw on his first-hand experience as a corporate lawyer and a director, of directors' duties and responsibilities and best practice corporate governance, when advising on the legal and practical issues faced at head office and board level.

GLOSSARY

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

Annual Report means the Annual Report of Zoono Group Limited for the period ended 30 June 2020.

AEST means Australian Eastern Summer Time.

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.

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 or Zoono 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.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel or KMP 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 or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report for the year ended 30 June 2020 as set out in the Annual Report.

Resolution means a resolution set out in the Notice or meeting.

Share means one fully paid ordinary share in the Company

Shareholder means a registered holder of at least one Share.