

Zoono Group Limited

ABN: 73 006 645 754

Level 12
225 George Street
Sydney NSW 2000

T: +61 (2) 8042 8481

www.zoono.com



2017 CORPORATE GOVERNANCE STATEMENT

Zoono Group Limited (**Zoono**, previously Goldsearch Limited) was re-admitted to ASX's official list on 9 May 2017 following completion of a \$10 million capital raise at \$0.20 per share and completion of the acquisition of the Zoono business. Prior to completion of the acquisition, the Company was effectively a "shell" seeking opportunities. It traded as Zoono for less than two months during the reporting period.

Following completion of the acquisition and implementation of the new board, Zoono has been further developing its governance practices to support the business and its growth by facilitating effective board and management decision making, providing clear lines of responsibility and accountability and a commitment to transparent communication with shareholders and other stakeholders. However, given the infancy of the refreshed Company as a listed entity, some corporate governance practices are still in their early stages and were not in place for the full 2017 year.

1. Background:

This Corporate Governance Statement explains the corporate governance framework and practices adopted by Zoono. In developing this framework, the Board has given regard to the corporate governance standards published in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and the governance standards adopted generally by companies of a similar size to Zoono.

Under ASX Listing Rule 4.10.3, a listed company must either include its Corporate Governance Statement in its Annual Report or include the URL of the page on its website where the Corporate Governance Statement is located. The Corporate Governance Statement must disclose the extent to which the Company has followed the recommendations set by the ASX Corporate Governance Council.

2. Compliance with Recommendation

Zoono currently complies with 24 out of a total of 29 ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. Given the nature and scale of the Company and that it was only re-admitted to ASX on 9 May 2017 the Board believes its compliance with the Recommendations to be more than acceptable at this time.

The five Recommendations the Company does not currently comply with are:

- Recommendation 1.5. The Company is in the process of developing a Diversity Policy which requires the Board to set measurable objectives for achieving gender diversity which it will assess annually including the Company's progress in achieving those objectives;
- Recommendation 2.4. Half the Board is independent, rather than the recommend majority. The Board believes this is appropriate at this time given the size of the Board and phase of the Company;
- Recommendation 2.5. While the Chairman is not the same person as the CEO, he is an executive chairman and therefore deemed non-independent. The Board, however, believes the Chairman, Mr. Jon Lamb, can act with independence in the discharge of his duties as a Director and Chairman and believes the composition of the Board is appropriate for the Company at this time;
- Recommendations 4.1 and 7.1. Whilst the Audit and Risk Committee is chaired by an independent director, all members are not independent. Given the size



and development of the Company the Board believes this is appropriate at this time; and

- Recommendation 8.1. It is the Company's intention to establish a Remuneration Committee.

3. Board of Directors

The Board currently comprises four directors, two of whom (half) are independent:

Mr. Jon Lamb; Executive Chairman, appointed 26 April 2017, age 69

Mr. Paul Hyslop; Managing Director, appointed 26 April 2017, age 59

Mr. Don Clarke; Non-executive, independent director, appointed 26 April 2017, age 63

Ms. Elissa Hansen; Non-executive, independent director, appointed 9 October 2015, age 44

Further information on the directors, including their period in office, qualifications, experience, special responsibilities and other listed company directorships can be found on page 5 of the Annual Report and <http://zoono.com/board-of-directors/>.

Independence

Notwithstanding ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, which recommends that the majority of directors be independent, the Board feels that, given the stage of the Company's development having half the Board being independent is acceptable at this time. Further, whilst the Chairman is an executive of the Company, the Board believes he can act with independence in the discharge of his duties as a Director and the Chairman. He is not the same person as the CEO of the Company, Mr. Paul Hyslop, who is not considered independent given his executive capacity and shareholding (51%) in the Company.

As the Company grows the Board will re-assess the requirement for a majority of independent directors on the Board.

Director Appointment, election and re-election

The Company undertook appropriate checks before appointing and/or putting forward each director as a candidate for election as a director and provided security holders with all material information in its possession relevant to the election (or re-election) of each director.

The Company has a written agreement with each director setting out the terms of their appointment. The Company also has a written agreement with each senior executive setting out the terms of their appointment.

Under Zoono's Constitution, with the exception of the Managing Director, Directors may not hold office without election beyond their third Annual General Meeting (AGM) following their election or most recent re-election. Any director appointed to fill a casual vacancy since the previous AGM, must submit themselves for election at the next AGM.

Role and Responsibilities of the Board

The board's role is to act in the best interests of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company and the Group.

The Board Charter sets out the Board's role and responsibilities and describes those matters expressly reserved for the Board and those matters delegated to management (principally the Managing Director).



The Managing Director is responsible for the day to day management of the Company, supported by the Company’s senior executives however the ultimate responsibility for governance and strategy resides with the Board.

Structure and Composition of the Board

Zoono is committed to ensuring the composition of the Board includes directors who bring the appropriate mix of skills, experience and expertise and diversity to Board decision making. It considers that having a diversity of skills background, knowledge and gender are important to effectively govern the Company.

The Board considers that is Directors and Senior Management have the combined skills and experience to discharge its responsibilities.

Director skills/experience matrix:

Skill/Experience	Board
Total Number of Directors	4
Financial Acumen Experience in financial accounting and reporting, corporate finance and internal financial controls	3
Commercial Capability Broad range of commercial skills and experience	4
Strategy Experience in developing and implementing a successful strategy over the long-term	3
FMCG Experience Experience working with fast moving consumer goods	2
Global Experience Experience in a global business exposed to a range of cultural, political and regulatory environments	3
Sales and Marketing Experience Sales and Marketing Experience	2
Corporate Governance and Compliance Committed to a high level of governance, business ethics and regulatory compliance	3
Investor Relations Understanding of investor relations and the steps required to develop long-term value for shareholders	3

In addition to the skills and experience set out above, the Board considers that each Director has the ability to:

- Act with honesty and integrity
- Focus on the material issues
- Think strategically and take an organisation-wide perspective
- Understand the external environment and deal with pressure from external sources
- Influence effectively at the board table
- Respect alternative viewpoints
- Hold management accountable



Board Performance Evaluation

Zoono is committed to transparency in determining Board membership and in assessing the performance of the Board, Board Committees and individual Directors.

The Board expects to conduct regular evaluations of its performance, the performance of its Committees, the Chairman and individual Directors. This would include assessment, review and analysis of how the Board, Committees and Directors function, time spent considering matters and whether the Board has complied with its Charter and the Committees with their Charters. The balance of skills, experience, independence and knowledge will be taken into consideration as well as how the Board works together as a unit.

A performance evaluation of the Board, Committees and individual Directors was not undertaken this year. Given there was a change in direction of the Company and the composition of the Board changed in May, the Board believes this entirely appropriate at this time.

Professional Development

The Board will regularly review whether the directors have the skills, knowledge and familiarity with the entity and its operating environment required to fulfil their role on the Board and committees effectively and, where gaps are identified, consider what training or development could be undertaken to fulfil those gaps.

It is noted that the directors also required to undertake their own Continuing Professional Development under their respective memberships. Mr. Lamb for the Institute of Directors New Zealand (IOD) and Australian Institute of Directors (AICD), Mr. Clarke for the Law Institute of Victoria and Ms. Hansen for AICD and Governance Institute of Australia.

Nomination

Zoono does not have a nomination committee. The Board as a whole is responsible for Board succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to discharge its duties and responsibilities effectively.

Given the size and development stage of the Company the Board believes this is appropriate at this time.

Induction

The Board will provide a program to induct all new directors.

4. Board Committees

To assist the Board in discharging its duties efficiently and effectively, it has established an Audit and Risk Committee and will establish a Remuneration Committee. Each committee operates within its Board approved Charter which sets out the roles, responsibilities, membership requirements and meeting procedures for each committee.

Each committee will meet as required and no less than twice a year. No committee meetings were held during the full year 2017 and the new Board was only established on re-admission to ASX and the committees were appointed mid-May 2017.

Audit and Risk Committee

Zoono has established an Audit and Risk Committee. It has three members, one of whom is an executive, the majority of which are independent. The committee is



chaired by an independent director who is not the chairman of the Board. The Company believes the, given the stage of development of the Company and the Executive Chairman's ability to act independently and his executive role with the Company, that this is entirely appropriate at this time.

Members of the Audit and risk Committee are:

Mr. Don Clarke, independent Non-Executive Director, Chair

Mr. Jon Lamb, Executive Chairman

Ms. Elissa Hansen, independent Non-Executive Director

The Audit and Risk Committee Charter is available at <http://zoono.com/corporate-governance/>

The Board undertook a review of the Company's risk management framework as part of preparation of the Prospectus. The Company will ensure it continues to review the Company's risk management framework at least annually.

Should the Company determine it has any material exposure to economic, environmental or social sustainability risks, it will disclose how it will manage those risks.

Remuneration Committee

The Board intends to establish a Remuneration Committee and has adopted a Remuneration Committee Charter in anticipation of forming the committee. Given the size and stage of development of the Company, it believes this is entirely appropriate at this time noting the Company has only been listed a few months.

In the meantime, the Board is responsible for setting the level and composition of remuneration for directors and senior executives and ensuring remuneration is appropriate and not excessive. Further information on directors and senior executive remuneration is provided in the Remuneration Report. A copy of the Remuneration Committee Charter is available at <http://zoono.com/corporate-governance/>

5. Company Secretary

Ms. Elissa Hansen was appointed 12 August 2015 as the Company Secretary. She is accountable directly to the Board, through the Chair, on all matters to do with the proper function of the Board.

The role of the Company Secretary is set out in more detail in the Board Charter.

6. Senior Executives

Senior executives manage the day to day task of the Company under the guidance and direction of the Managing Director. Zoono recognises the importance of its senior executives to the Company's growth and performance. Accordingly, it is imperative that the Company undertake regular evaluations of its senior executives to review their effectiveness and performance on an ongoing basis.

It is anticipated that the Managing Director, in conjunction with the Remuneration Committee, will formally review the performance of senior executives annually. These evaluations will assess the completeness and effectiveness of each senior executive meeting their KPIs, whether the executive has the appropriate mix of skills and experience to allow the Company to meet its corporate goals and whether the executive provides a safe, secure, productive, harmonious and inclusive environment for their employees to perform at their best.



A performance review of senior executives was not undertaken this year. The Company did not have any senior executives until May 2017. It is anticipated a review will be conducted in 2018.

7. Diversity

Zoono is committed to a policy of diversity and inclusion and is in the process of developing a formal Diversity Policy. Once adopted, this will be available on the Company's website. Given the tumultuous year and relevant size of the Company, the Board believes it is acceptable that a formal policy has not been adopted to date.

Proportions of men and women on the board and senior executives are as follows:

Board: 75% male, 25% female

Senior Executives: 100% male

8. Ethical and Responsible Behaviour

Zoono is committed to acting ethically and responsibly including acting with honesty and integrity. To support this, the Company has developed various policies that set out the values and expectations as to how the Company and its employees will work and behave.

Code of Conduct

Zoono's Code of Conduct represents a commitment by the Board and executives to uphold the highest standards of honesty, integrity and ethical and law-abiding behavior and to foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

Failure to comply with the Code is viewed as a serious matter which may lead to disciplinary action including dismissal and/or legal action.

A copy of the Code can be found at <http://zoono.com/corporate-governance/>

Conflicts of Interest

Zoono's Code of Conduct also includes guidelines in managing conflicts of interest.

In accordance with the requirements of the Corporations Act 2001 (*cth*) Directors who have a material personal interest in a matter must not be present whilst the matter is being considered. The other Directors, however, may allow such Director/s to participate and vote in relation to the issue if they are satisfied that the interest should not disqualify the Director/s from voting or being present.

Anti-corruption and Fraud

Zoono has zero tolerance for unfair or unethical conduct in business. It believes acting fairly and ethically will protect the Company's assets and create value for our business partners, customers and shareholders.

The Company recognises that compliance with local and international bribery and anti-corruption laws is essential to protect its reputation and preserve its ability to continue to develop its business.

Zoono has adopted a Fraud and Corruption Policy which reinforces the Board, senior management and employees' commitment to refraining from corrupt and fraudulent conduct and its responsibility for identifying fraudulent and corrupt activities and for establishing policies, controls and procedures for prevention and detection of these activities. A copy of the policy is available at <http://zoono.com/corporate-governance/>



Dealing in Zoono Securities

Zoono has adopted a Share Trading Policy applicable to Directors, employees and associates which prohibits a person from trading or dealing in the Company's securities if they are privy to insider information. Further, a Director or their associates, may only deal in the Company's securities when they do not have any inside information and during a trading window.

A copy of the Policy is available at <http://zoono.com/corporate-governance/>

Internal Audit

The Company does not have an internal audit function, and due to its size and current activities the Board does not believe that one is warranted at this time. The Board evaluates and monitors internal control processes to continually improve the effectiveness of its risk management and will re-evaluate the Company's requirement for an internal audit function as the Company grows.

CEO and CFO Declaration

The Board received a declaration from both the CEO (Managing Director) and CFO, that, in their opinion, the financial records have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Group, and their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively before the Board approved the Company's financial statements for the 2017 financial period and will continue to ensure such declarations are received in the future.

9. Market Disclosure and Shareholder Communications

Zoono believes effective communication with its shareholders, potential shareholders and other market participants is of utmost importance for any listed company and is committed to promoting the highest standards of disclosure to ensure a fully informed market.

Zoono has established a Shareholder Communication Policy to promote effective communication with shareholders and encourage effective participation at general meetings. Included in this is the requirement for the Company to provide information about itself and its governance to investors via its website. A copy of the Shareholder Communication Policy is available at <http://zoono.com/corporate-governance/>

Zoono has also provided shareholders with the opportunity to elect to receive communications from the Company electronically and can send communications to the Company and the share registry electronically.

Continuous Disclosure

Zoono has continuous disclosure obligations arising from legislation and the ASX Listing Rules. To safeguard the effective dissemination of information and to ensure the Directors and employees are aware of their obligations, the Company has adopted a written Market Disclosure Protocol to establish the procedure to ensure the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act 2001 (*Cth*).

A copy of the Protocol is available at <http://zoono.com/corporate-governance/>

Annual General Meeting

The Annual General Meeting (AGM) is an important occasion for updating shareholders on the Company's performance. The AGM provides the opportunity for shareholders



to ask questions of and hear from the Board. It also allows the Board to listen and respond to shareholder feedback.

The Company ensures that its external auditor attends all AGMs and is available to answer queries from shareholders relating to the audit.