Appendix 4E

Preliminary Final Report

1. Company details

Name of entity:	Zoono Group Limited
ABN:	73 006 645 754
Reporting period:	For the year ended 30 June 2026
Previous period:	For the year ended 30 June 2025

2. Results for announcement to the market

					30 June 2026
Revenues from ordinary activities	Up	NZ$473,686 37.9%	to	NZ$1,723,819	
Loss from ordinary activities after tax attributable to the owners of the Group	Down	(NZ$2,039,332) 54.1%	to	(NZ$1,727,437)	
Loss for the year attributable to the owners of the Group	Down	(NZ$2,081,538) 53.0%	to	(NZ$1,844,552)	

Dividend Information

Zoono Group has elected not to pay a dividend with respect to the 2026 year.

Comments

The loss for the Group after providing for income tax amounted to NZ$1,844,552 (30 June 2025: Loss NZ$3,926,090).

Refer to 'Financial Performance' in the attached annual report for further commentary on results.

3. Statement of Profit or Loss and Other Comprehensive Income with Notes to the Statement

Refer to page 17 of the 30 June 2026 financial report and accompanying notes for Zoono Group Limited.

4. Statement of Financial Position with Notes to the Statement

Refer to page 18 of the 30 June 2026 financial report and accompanying notes for Zoono Group Limited.

5. Statement of Changes in Equity with Notes to the Statement

Refer to pages 19 - 20 of the 30 June 2026 financial report and accompanying notes for Zoono Group Limited.

6. Statement of Cash Flows with Notes to the Statement

Refer to page 21 of the 30 June 2026 financial report and accompanying notes for Zoono Group Limited

For personal use only

For personal use only

7. Net tangible assets

	30 June 2026	30 June 2025
Net tangible assets per security	NZ$0.0087	NZ$0.00904

8. Control gained over entities

Refer to Note 26 of the 30 June 2026 financial report and the accompanying notes for Zoono Group Limited.

9. Loss of Control over entities

Zoono EU Limited was removed due to non-trading.

10. Dividend

Current period

There were no dividends paid, recommended or declared during the current financial period.

Previous period

Not applicable.

11. Dividend reinvestment plans

Not applicable.

12. Details of associates and joint venture entities

Not applicable.

13. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

14. Status of Audit

Details of audit dispute or qualification (if any):

The 30 June 2026 financial statements and accompanying notes for Zoono Group Limited have been audited and are not subject to any disputes or qualifications. Refer to pages 48 - 51 of the 30 June 2026 financial report for a copy of the auditor's report.

15. Attachments

Details of attachments (if any):

The Annual Report of Zoono Group Limited for the year ended 30 June 2026 is attached.

16. Signed



_____

Date: 27 August 2026

Paul Hyslop
Managing Director

For personal use only

ZOONO GROUP LIMITED

ANNUAL REPORT 2026

ZOONO GROUP LIMITED AND CONTROLLED ENTITIES
ABN 73 006 645 754
ANNUAL REPORT FOR THE YEAR ENDED
30 JUNE 2026

For personal use only

CONTENTS

MANAGING DIRECTOR'S REVIEW 3

DIRECTORS' REPORT 4

REMUNERATION REPORT (AUDITED) 12

AUDITOR'S STATEMENT OF INDEPENDENCE 16

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME 17

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 18

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 19

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 20

CONSOLIDATED STATEMENT OF CASH FLOWS 21

NOTES TO THE FINANCIAL STATEMENTS 22

CONSOLIDATED ENTITY DISCLOSURE STATEMENT 46

DIRECTORS' DECLARATION 47

AUDITOR'S REPORT 48

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES 52

CORPORATE DIRECTORY 54

For personal use only

MANAGING DIRECTOR'S REVIEW

We are pleased to confirm progress made this year in securing contracts across several countries and markets for the shelf-life extension product - especially within the soft fruit categories.

Whilst industry testing is extensive, results to date validate the use of Zoono specialty formulations to achieve significant improvements in the shelf-life of fresh produce, when packed in treated containers.

The fresh produce sector of the Zoono business continues to be a priority, with the first repeat orders having been received from Sharpak in the UK.

In association with OSY Group Limited (**OSY**), we are continuing to formalise supply agreements in new markets in Europe, UK and other countries and markets. This includes shelf-life extension opportunities beyond the initial 'soft fruit' categories.

During the year, the Company reviewed the Zoono over the counter (**OTC**) product range on our online platform and introduced new SKUs that complement our technology. Sales in recent months have been very promising and as a result, we will continue to further development of this market sector via targeted, online marketing incorporating both new and existing methods.

Zoono ended the year with sales of NZ$1,723,819 which was 37.9% ahead of FY25, greatly assisted by shelf-life extension sales. Further to the sales revenue uplift in FY26, the FY27 year has started very positively with July sales of NZ$625,000 (unaudited).

Zoono continues to validate efficacy and durability claims of our brands through laboratory testing to recognised ISO and EN Standards. We currently have >240 test results on file supporting the Company's product claims.

The Company will also look to exploit new opportunities in our traditional (and new) markets in FY27.

Thank you to all Zoono shareholders, staff, and stakeholders. We are working hard to maximise the potential of our products and returns to shareholders. While the last three years have been tough, and with many ups and downs, your Board believes Zoono is now well positioned to capitalise on the opportunities created by all the research and development, product trials and customer development undertaken in recent years.

I would also like to thank the directors and executive management for taking a temporary 20% pay cut last August 2025 resuming when the Company has sustainable profits.

We look forward to keeping you informed on progress during the coming year.



PAUL HYSLOP
MANAGING DIRECTOR

DIRECTORS' REPORT

Your Directors present their report on Zoono Group Limited ('Company') and its controlled entities (together called the 'Group' or the 'Consolidated Entity') for the financial year ended 30 June 2026.

All numbers stated in this report are in New Zealand dollars, unless otherwise stated or converted at the exchange rates provided.

DIRECTORS

The names of directors in office at any time during or since the end of the year are:

MR. PAUL HYSLOP
Managing Director

MR. DON CLARKE
Non-Executive Director

MS. ELISSA HANSEN
Non-Executive Director & Company Secretary

MR. MARC BRATERMAN (appointed 3 February 2026)
Non-Executive Director

With the exception of Mr Braterman, all Directors have been in office for the entirety of the reporting period and to the date of this report.

COMPANY SECRETARY

Ms. Elissa Hansen

PRINCIPAL ACTIVITIES

The principal activities of the consolidated entity during the year were the development and sale of a range of biotechnological products in multiple business sectors and countries.

OPERATING RESULT

The Group recorded an after-tax loss of NZ$1,844,552 (2025: NZ$3,926,090 loss) for the financial year.

REVIEW OF OPERATIONS

While market conditions continue to remain challenging, Zoono expects to see an improved sales revenues emanating from sales of its products (other than its shelf life products) in China, South Africa and India.

The material sales growth, however, is anticipated to come from the sale of the Company's shelf-life extension products. This comes from the Company's bold decision, around three years ago, to exit its traditional markets for anti-microbial products and, of necessity, focus on the pursuit of other niche sectors which it believed would suit the characteristics of the Company's products.

For personal use only

For personal use only

The decision to enter the food supply chain sector was made in conjunction with OSY Group Limited (**OSY**). It was driven by the belief that the Company's products would be well suited to that sector and that significant sales opportunities existed in that sector. That area of business was also aided by the world-wide shared objective of reducing food waste (which is a major challenge for supermarkets and food producers across the globe).

While the last three years have involved a myriad of trials, to prove the concept and effectiveness of the Company's products and OSY's application technology across multiple packaging materials and fresh produce lines, the Company now has supply contracts in place with a leading EU based food packaging company, Sharpak Aylesham Limited (**Sharpak**), which supplies packaging to several major UK supermarket chains, and Mpact Group, a South African business that manufactures premium and customisable packing solutions for the fresh produce, protein, bakery and ready-meal sectors in southern Africa.

Also in November 2025, Zoono and OSY entered into an exclusive contract with Multisteps, a multi-national family-owned company that designs and manufactures premium and customisable packing solutions across the fresh produce, protein, bakery and ready-meal sectors.

Details of these contracts have previously been advised to the market.

For Sharpak, its initial order was for product valued at approximately NZ$600,000, with a further order of the same size received by the Company in July 2026. Subsequent commercial orders are expected to follow from September 2026 as Sharpak ramps up production of coated packaging for its UK supermarket customers.

In parallel, Mpact continues to order on a recurring basis. Its recent third commercial order (valued at approximately NZ$122,000) brings the total orders received from Mpact since November 2025 to approximately NZ$366,000. This is consistent with the recurring commercial profile contemplated at the time of the initial contract.

These partnerships recognise the value of the Zoono-OSY solution in providing packaging companies with a clear point of difference in the market, while addressing the food waste challenge.

The Company believes it is well placed to win repeat orders from its existing contracts and to also secure additional new supply contracts in FY27. In this context, Zoono and OSY's strategy involves partnering with major packaging manufacturers worldwide to deliver:

- for the packager - a point of differentiation in the highly competitive food packaging market;
- For the fresh food producer, wholesaler and/or retailer - a customised, innovative solution that extends shelf-life of fresh food and reduces food waste; and
- for the end consumer – better quality, fresher food.

Other initiatives

United Kingdom

Significant progress has been achieved during the last quarter of FY26 in the UK market. In addition to the further orders planned by Sharpak as production scales, final-stage trials are now in progress with several other leading UK retailers across the soft fruits category, with commercial rollout expected to follow trial completion.

Australia

Trial programs are similarly ongoing on soft fruits with key suppliers to the major Australian food retailers. The Company's exclusive agreement with its Australian plastic packaging partner underpins

For personal use only

these trial programs, with parallel discussions in progress with leading board-based packaging manufacturers of both small-format and large-format applications. This twin-track approach reflects the breadth of opportunity in the Australian market across multiple packaging formats.

Europe and the Americas

Multiple trials are now also underway with multinational food and other producers across Europe and the Americas. Zoono is currently exploring partnership and commercial opportunities in the European Union and in the Americas, Africa and Asia, reflecting the global applicability of the Company's technology.

Demonstrated Breadth of Application

Over the past 18 months, Zoono has successfully completed a range of trials with commercial partners in other (non-food) sectors. That these opportunities have become available to utilise the Zoono–OSY solution demonstrates both the scope of the unique characteristics of the Zoono products and OSY's application technologies.

It is the Company's intention to expand commercial rollouts into alternative product categories directly with end-user customers as the platform matures. Examples of these potential markets are:

- Shipping Containers

  Through OSY, and following successful commercial trials in FY26, Zoono products are now being used for the treatment of shipping containers carrying fresh produce from South Africa and Namibia to international markets. The expansion of this business into other countries and shipping companies represents a new recurring revenue stream for the Company.

- Cut flowers

  Trials are currently underway on the use of the Company’s products and OSY's application technology to flower sleeves to reduce wastage in the cut flower supply chain;

Outlook

Zoono is confident that it will benefit from materially increased commercial activity over the coming periods from the conclusion of many of its trial programs, the scaling of deliveries under existing exclusive packaging contracts, the expansion of its business collaborations across multiple geographies and packaging formats and, lastly, but equally importantly, the broadening of its business into new application categories.

WORKING CAPITAL

With the success of its cost reduction program, the Company is confident that it has sufficient funding to meet its business objectives over the next 12 to 18 months. The Board is, however, fully aware that the Company's working capital position remains dependent on the future success of its sales, marketing efforts and, in particular, cash receipts from customers over the coming quarters.

LEGAL

As previously advised to the market, the Company is defending legal proceedings initiated by the New Zealand Commerce Commission for allegedly making unsubstantiated representations concerning its hand sanitiser and microbe shield surface spray products, contrary to section 12A of the Fair Trading Act 1986. Zoono believes it has complied fully with its legal obligations and intends to strenuously defend the action. In making its public representations concerning the efficacy and durability of its products, Zoono relied on of over 200 independent tests undertaken by laboratories

For personal use only

worldwide in accordance with recognised standards. The Court case has been set down for 14 June 2027.

THE FOCUS

The Company's strategy remains focused on building shareholder value through long-term sustainable growth. The key initiatives to support these efforts include:

- the prioritisation of opportunities offering the greatest potential for long-term value creation (which, by definition, must include identifying those market sectors and products where the Company believes it has a material commercial advantage);
- determining the market segments in which the Company can best leverage its opportunities;
- working with key customers to drive new revenue streams in the Company's core markets; and
- identifying key strategic partners who can materially support the commercialisation of the Company's product and technologies.

The Company remains optimistic about the future of its long-lasting antimicrobial coating technology.

Zoono believes its technology fundamentally offers a more sustainable and more cost-effective solution than other offerings. The Company will continue to seek to change habits, perceptions and grow market share across its core geographies and markets (facilities management, textiles, livestock, shipping and healthcare), with a particular focus on food packaging.

FINANCIAL PERFORMANCE

In the 12 months to 30 June 2026, the Group increased its revenues by NZ$473,686 (a 37.9% increase) to NZ$1,723,819 compared to the previous year. The growth was primarily driven by an increase in the sales of its shelf-life extension products in Australia, South Africa and the United Kingdom.

Gross profit achieved was NZ$1,262,201, up materially in the current year compared to NZ$457,714 in the previous year. The uplift was mainly due to better margins flowing from the increase in sales revenues across the Group.

Operating costs (NZ$1,292,950) were substantially reduced compared to FY25, primarily driven by savings across the board and, in particular, a major reduction in professional fees and in the provision for stock obsolescence.

The Group has continued to make strategic, operational and financial progress during the year, despite a difficult international climate. On a consolidated basis, the Group's final result was:

- Revenue: NZ$1.7m (FY25: NZ$1.2m)
- EBITDA loss: NZ$1.648m (FY25: NZ$3.647m)
- Net loss after tax: NZ$1.845m (FY25: NZ$3.926m)

WORKING CAPITAL MANAGEMENT

Operating cash flow in FY26 was a net cash outflow of NZ $1,540,365 (FY25: decrease of NZ$161,236). The improvement was predominately due to higher cash receipts for FY26 of NZ$1,879,617.

The Group ended the year with NZ$268,120 in cash reserves compared to NZ$51,071 in the previous year, an increase of NZ$217,049.

For personal use only

DIVIDENDS

No dividends were paid, recommended or declared during the financial year.

BALANCE SHEET

The Group continues to maintain a good balance sheet position with net assets of NZ$3.5m compared to the prior period of NZ$3.2m and has no bank debt.

EMPLOYEE OPTIONS

During the year no employee options were issued to Directors or any other employees.

Option holders do not have any rights to participate in any issue of shares or other interests of the Company or any other entity.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the consolidated group, the results of those operations, or the state of affairs of the consolidated group in future financial years.

LIKELY DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

The consolidated entity will continue its strategy to focus on the progressive expansion of the sale and marketing of its product line.

ENVIRONMENTAL REGULATIONS

The Group's operations are minimally affected by environmental regulations.

NEW ACCOUNTING STANDARDS FOR APPLICATION IN FUTURE PERIODS

The AASB has issued several new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group.

The Group has decided not to early adopt any of the new and amended pronouncement as the Group assessed that the new and amended pronouncements have no material impact on the Group.

INFORMATION ON DIRECTORS

MR. PAUL HYSLOP

MANAGING DIRECTOR

Paul founded Zoono Group in 2007 to address the need for a highly effective, alternative method of combating bacteria and microbes and quickly realised the business opportunity surrounding this technology. Prior to establishing Zoono, Paul was involved in several successful entrepreneurial ventures ranging from the establishment of a successful private car sales business in Auckland in 1990, to real estate development and business brokerage. He also set up a franchise business in the USA

For personal use only

2002 – 2005.

Extremely adept at dealing with businesses and consumers alike, he co-established the Business Brokerage Division at Bayley's Real Estate – one of the largest real estate and business brokerages in New Zealand, where he was twice awarded the "Salesman of the Year" award.

Paul's experience in business development dates back to the 1970s, when he started a personal-care services business after high school, grew it into eight locations and later sold it to his employees. He has also been a commercial flying instructor and Airline pilot, having flown commuter planes for Eagle Air, owned by Air New Zealand.

SPECIAL RESPONSIBILITIES:

Managing Director

INTERESTS IN SHARES AND OPTIONS:

119,368,572 Ordinary shares

DIRECTORSHIPS OF OTHER LISTED COMPANIES IN THE PAST THREE YEARS:

None

MR. DON CLARKE, LLB (HONS)

INDEPENDENT NON-EXECUTIVE DIRECTOR

Don was a Partner of Minter Ellison's Melbourne Corporate Group from 1988 until 2015. He is currently a consultant to the firm. Don 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 company director in guiding the Company and the Board on the duties and responsibilities of the Directors and the best practice in corporate governance. He is also a very knowledgeable Director when advising on the legal and practical issues faced at head office and board level.

SPECIAL RESPONSIBILITIES:

Chairman of the Audit and Risk Committee.

INTERESTS IN SHARES AND OPTIONS:

578,572 Ordinary shares

DIRECTORSHIPS OF OTHER LISTED COMPANIES IN THE PAST THREE YEARS:

Non-Executive Director, Webjet Limited (January 2008 to 30 September 2024)
Non-Executive Director, Webjet Group Limited (15 July 2024 to 20 May 2026)

MS. ELISSA HANSEN, B.COM, GRAD DIP APPLIED CORPORATE GOVERNANCE, GAICD AND FGAI

INDEPENDENT NON-EXECUTIVE DIRECTOR

Elissa has over 20 years of experience advising boards and management on corporate governance, compliance, investor relations and other corporate related issues. She is a Chartered Secretary who brings best practice governance advice, ensuring compliance with the Listing Rules, Corporations Act

For personal use only

and other relevant legislation.

SPECIAL RESPONSIBILITIES:

Company Secretary; member of the Audit and Risk Committee

INTERESTS IN SHARES AND OPTIONS:

572,143 Ordinary shares

DIRECTORSHIPS OF OTHER LISTED COMPANIES IN THE PAST THREE YEARS:

Non-Executive Director, QMines Limited (appointed August 2020)
Non-executive Director, Aeeris Limited (appointed May 2022)

MR. MARC BRATERMAN, B.COM,

NON-EXECUTIVE DIRECTOR

Marc Braterman is the Founder and Chief Executive Officer of OSY Group Limited, a food technology company focused on innovation across the food supply chain, with an emphasis on improving sustainability, reducing waste, and enhancing product quality. OSY Group develops and commercialises a range of technologies, including solutions aimed at extending the shelf life of fresh food, using the Zoono technology.

Prior to founding OSY, Marc was an Investment Director at a UK-based boutique private equity firm, where he focused on turnaround situations and high-growth early-stage investments across sectors including technology, manufacturing, and education. In this role, he sat on the boards of multiple portfolio companies, advising on strategy development, capital structuring, operational improvement, and governance matters. He was also responsible for assessing new investment opportunities and executing transactions, including acquisitions and growth investments.

SPECIAL RESPONSIBILITIES:

Member of the Audit and Risk Committee

INTERESTS IN SHARES AND OPTIONS:

782,022 Ordinary shares

DIRECTORSHIPS OF OTHER LISTED COMPANIES IN THE PAST THREE YEARS:

None

MEETING OF DIRECTORS

The number of Board meetings of the Company held during the financial year ended 30 June 2026, and the number of meetings attended by each Director were:

	DIRECTORS MEETINGS		AUDIT & RISK COMMITTEE MEETINGS	
	ATTENDED	ELIGIBLE TO ATTEND	ATTENDED	ELIGIBLE TO ATTEND
Paul Hyslop	4	4	-	-
Don Clarke	4	4	2	2
Elissa Hansen	4	4	2	2
Marc Braterman (appointed 3 February 2026)	2	2	1	1

For personal use only

INDEMNIFICATION AND INSURANCE OF DIRECTORS, OFFICERS AND AUDITOR

The Group has entered into an agreement to indemnify directors and officers during the financial year and has taken out an insurance policy to insure each of the directors and officers and former directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director or officer of the Group, other than conduct involving a wilful breach of duty in relation to the Group. Indemnity has not been provided for auditors. Insurance premiums of NZ$86,446 have been paid or accrued by the Group in the financial year.

REGULATION

Zoono and its products are subject to various laws and regulations including, but not limited to, accounting standards, tax laws, environmental laws, product content requirements, labelling/packaging regulations and customs regulations.

Changes in these laws and regulations (including interpretation and enforcement) could adversely affect the Group financial performance. Laws and regulations are specific to each geographic location. In this regard, there is a risk that a certain product may not be able to be supplied in another jurisdiction because it fails to meet that jurisdiction's regulatory requirements (e.g. product registration requirements).

Failure of the Group to remain up to date with these various regulatory requirements could adversely affect the Group's financial performance.

CORPORATE GOVERNANCE

The Directors are responsible for the corporate governance practices of the Group.

The main corporate governance practices that were in operation during the financial year are set out in the Corporate Governance section of the Company's website at http://zoono.com/corporate-governance.

NON-AUDIT SERVICES

No non-audit services were rendered by Group's auditor, Hall Chadwick, during the year ended 30 June 2026.

An independence declaration has been provided by the Group's auditor, Hall Chadwick. A copy of this declaration is attached to, and forms part of, the financial report for the financial year ended 30 June 2026.

Signed in accordance with a resolution of the Directors.



Paul Hyslop

Managing Director

REMUNERATION REPORT (AUDITED)

THE REMUNERATION REPORT IS SET OUT UNDER THE FOLLOWING MAIN HEADINGS:

1. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION
2. DETAILS OF REMUNERATION
3. SERVICES AGREEMENTS
4. SHARE-BASED COMPENSATION

The information provided under headings 1 to 4 includes remuneration disclosures that are required under Accounting Standard AASB 124 Related Party Disclosures. These disclosures have been transferred from the financial report and have been audited.

1. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

The performance of the Group depends upon the quality and commitment of the Directors and executives. The philosophy of the Directors in determining remuneration levels is to:

- Set competitive remuneration packages to attract and retain high calibre employees and advisors;
- Link executive rewards to shareholder value creation; and
- Establish appropriate demanding performance hurdles for variable executive remuneration.

Given the small size of the Board, and the current size of the business of the Company, a separate Remuneration Committee has not been established to review and make recommendations to the full Board on the Group's remuneration policies, procedures and practices. As the Company develops, the Company may establish a Remuneration Committee to undertake this role.

The full Board oversees the Group's remuneration policies, procedures and practices and defines the individual packages offered to executive directors and key management personal.

If appropriate, the Board may consider engaging an independent remuneration consultant at a future date to advise on appropriate levels of remuneration relative to its industry peer group.

In accordance with ASX Corporate Governance Recommendation 8.2, the structure of non-executive director and executive remuneration is separate and distinct as follows.

Non-executive Directors' Remuneration Fixed Remuneration

The Board seeks to set non-executive director remuneration at a level that provides the Group with the ability to attract and retain directors of a high calibre, while incurring a cost that is acceptable to the Group and its shareholders.

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The aggregate amount of remuneration and the manner in which it is apportioned amongst directors is reviewed annually. The Board considers advice from external advisers and shareholders (as required) and takes account of the fees paid to non-executive directors of comparable companies, when undertaking the annual review process.

For personal use only

For personal use only

Directors' remuneration is inclusive of committee fees. The following fees were paid to the non-executive Directors in the financial year:

FIXED FEES (NZ$)	1 JULY 2025 - 30 JUNE 2026 NZ$	1 JULY 2024 - 30 JUNE 2025 NZ$
Base Fee		
Non-executive directors	$72,490[1]	$85,024[1]

NOTE:

1. The annual fee payable to the non-executive directors was fixed for both FY25 and FY26 at AU$80,000. For FY26, in recognition of the Company's financial position, the non-executive Directors agreed to reduce the annual fee payable to them to AU$64,000. The FY26 fee has been converted at NZ$ at average exchange rate of 1.13265 (2025:1.06280).

Company executive and executive director remuneration

Remuneration and fees for executives and executive directors consists of fixed remuneration, short-term incentive payments and longer-term incentive (in the form of grants of options).

Fixed Remuneration:

Fixed remuneration is reviewed annually by the Directors. The process consists of a review of relevant comparative remuneration in the employment market and within the Group. The Group may engage an independent remuneration consultant, to advise the board on appropriate levels of remuneration for the Group's Executive Director relative to its industry peer group.

2. DETAILS OF REMUNERATION

Details of the remuneration of the Key Management Personnel (as defined in AASB 124 Related Party Disclosures) are set out in Table 1 which follows.

The Key Management Personnel of Zoono Group Limited, including the directors and the following consolidated group executives, have authority and responsibility for planning, directing and controlling the activities of the consolidated group.

Paul Hyslop – Group Managing Director
Lew MacKinnon - Group Chief Operating Officer
Paul Ravlich - Group Chief Financial Officer

These executives and advisors together with the Directors comprise the named relevant consolidated group executives who make or participate in making decisions that affect the whole, or a substantial part, of the business or who have the capacity to affect significantly the Group's financial standing.

For personal use only

Table 1: Details of Remuneration 2026 – Directors and Key Management Personnel

	SHORT-TERM BENEFITS		OTHER BENEFITS		SHARE-BASED PAYMENTS	TOTAL	PERCENTAGE PERFORMANCE BASED BONUS PAYMENTS	PERCENTAGE SHARE-BASED PAYMENTS
	Cash Salary & Fees $NZD	STI Payments $NZD	Termination Benefits $NZD	Prescribed Benefits $NZD	Shares $NZD	$NZD		
Year ended 30 June 2026								
Executive directors								
Paul Hyslop	250,000	-	-	-	-	250,000	-	-
Non-Executive directors								
Don Clarke	72,490	-	-	-	-	72,490	-	-
Elissa Hansen	72,490	-	-	-	-	72,490	-	-
Marc Braterman[1]	30,204	-	-	-	-	30,204		
Other key management personnel								
Lew Mackinnon	141,052	-	-	2,418	6,800	150,270	-	4.53%
Paul Ravlich	250,000	-	-	1,800	13,601	265,401	-	5.12%
Total	**816,236**	**-**	**-**	**4,218**	**20,401**	**840,855**	**-**	**2.43%**

NOTES:

1. Appointed as a director on 3 February 2026.

Table 2: Details of Remuneration 2025 – Directors and Key Management Personnel

	SHORT-TERM BENEFITS		OTHER BENEFITS		SHARE-BASED PAYMENTS	TOTAL	PERCENTAGE PERFORMANCE BASED BONUS PAYMENTS	PERCENTAGE SHARE-BASED PAYMENTS
	Cash Salary & Fees $NZD	STI Payments $NZD	Termination Benefits $NZD	Prescribed Benefits $NZD	Shares $NZD	$NZD		
Year ended 30 June 2025								
Executive directors								
Paul Hyslop	300,000	-	-	-	-	300,000	-	-
Non-Executive directors								
Don Clarke	85,024	-	-	-	-	85,024	-	-
Elissa Hansen	85,024	-	-	-	-	85,024	-	-
Other key management personnel								
Lew Mackinnon	168,552	-	-	2,418	5,525	176,495	-	3.13%
Paul Ravlich	300,000	-	-	1,800	11,051	312,851	-	3.53%
Total	**938,600**	**-**	**-**	**4,218**	**16,576**	**959,394**	**-**	**1.73%**

For personal use only

3. SERVICE AGREEMENTS

To ensure the Group complied with industry best practice in relation to the remuneration of its executive directors, the non-executive directors of the Group may consider engaging the services of a remuneration consultant to conduct an independent assessment of the remuneration packages negotiated with its executive director.

The following is a summary of the current major provisions of the agreements relating to remuneration and advisory fees of Executive Directors in NZ Dollars:

PAUL HYSLOP

MANAGING DIRECTOR

Paul Hyslop is the Managing Director of the Group and is considered a key member of the Group's management team. Paul is founder of Zoono.

Employment Conditions
Commencement Date: 26 April 2017
Advisory Fee: $300,000
Term: Two years
Review: Annually

LEW MACKINNON

CHIEF OPERATIONS OFFICER

Deemed Employment Conditions
Commencement Date: 1 June 2017
Base Remuneration: $120,000
Other Benefits: Car allowance
Term: None
Review: As determined by the MD

675,000 Employee Share options were issued on 30 September 2022, exercisable at A$0.35 and expiring 30 September 2026.

PAUL RAVLICH

CHIEF FINANCIAL OFFICER

Employment Conditions
Commencement Date: 1 May 2017
Advisory Fee: $300,000
Other Benefits: Advisory bonus of A$50,000 (paid in shares or cash).
Term: One year
Review: Annually

1,175,000 Employee Share options were issued on 30 September 2022, exercisable at A$0.35 and expiring 30 September 2026.

4. VOTING AND COMMENTS MADE AT THE COMPANY LAST ANNUAL GENERAL MEETING

The resolution to adopt Zoono Group Limited's Remuneration Report for the financial year ended 30 June 2025 was passed by way of a poll, with a 97.24% vote in favour of adoption of the Report. The Company has not received any specific feedback on its Remuneration Report, either at the Annual General Meeting or at any other times.

HALL CHADWICK
Chartered Accountants & Business Advisors

ZOONO GROUP LIMITED
ABN 73 006 645 754
AND CONTROLLED ENTITIES

AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF ZOONO GROUP LIMITED

In accordance with Section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Zoono Group Limited. As the lead audit partner for the audit of the financial report of Zoono Group Limited for the year ended 30 June 2026, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

STEWART THOMPSON
Partner
Dated: 27 August 2026

For personal use only

For personal use only

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	2026 NZ$	2025 NZ$
Revenue	5	1,723,819	1,250,133
Cost of sales		(461,618)	(792,419)
Gross profit		1,262,201	457,714
Other revenue	5	89,284	118,140
Administration expenses		(380,653)	(590,544)
Depreciation/Amortisation expenses		(170,848)	(224,170)
Directors' fee		(155,913)	(181,884)
Employee costs		(380,762)	(530,246)
Finance costs		(25,461)	(54,963)
Management fee		(250,000)	(300,000)
Stock obsolescence provision and write-offs		11,850	(761,661)
Professional fees		(867,412)	(1,205,516)
Share based payments		(20,401)	(123,477)
Selling and distribution expenses		(486,782)	(51,410)
Marketing expenses		(77,450)	(144,603)
Listing expenses and other acquisition costs		(119,843)	(51,950)
Compliance costs		(52,719)	(32,736)
Other expenses		(232,608)	(248,784)
Loss before Income tax		(1,857,517)	(3,926,090)
Income tax benefit	7	12,965	-
Loss after income tax	6	**(1,844,552)**	**(3,926,090)**
Other comprehensive income/(loss)			
Exchange differences on translation of foreign operations		117,115	159,321
Total other comprehensive income/(loss)		**117,115**	**159,321**
Total comprehensive income loss		**(1,727,437)**	**(3,766,769)**
Loss attributable to:			
Owners of the parent entity		(1,844,552)	(3,926,090)
		(1,844,552)	**(3,926,090)**
Total comprehensive income/(loss) attributable to:			
Owners of the parent entity		(1,727,437)	(3,766,769)
		(1,727,437)	**(3,766,769)**
Earnings per share attributable to the ordinary equity holders of the company			
Basic earnings per share (cents)	23	(0.47)	(1.09)
Diluted earnings per share (cents)	23	(0.47)	(1.09)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	2026 NZ$	2025 NZ$
CURRENT ASSETS			
Cash and cash equivalents	22(a)	268,120	51,071
Trade and other receivables	8	169,630	236,145
Inventories	9	5,187,285	5,079,295
Other assets	12	89,259	83,370
TOTAL CURRENT ASSETS		**5,714,294**	**5,449,881**
NON-CURRENT ASSETS			
Plant and equipment	10	401,937	454,840
Right of use assets	11	312,831	430,142
TOTAL NON-CURRENT ASSETS		**714,768**	**884,982**
TOTAL ASSETS		**6,429,062**	**6,334,863**
CURRENT LIABILITIES			
Trade and other payables	13	1,023,992	1,124,696
Borrowings	14	-	100,000
Lease liabilities	11	130,709	119,493
Current tax liabilities		2,943	12,740
Provisions	15	36,801	34,555
TOTAL CURRENT LIABILITIES		**1,194,445**	**1,391,484**
NON-CURRENT LIABILITIES			
Lease liabilities	11	232,877	368,441
Provisions	15	1,459,191	1,363,282
TOTAL NON-CURRENT LIABILITIES		**1,692,068**	**1,731,723**
TOTAL LIABILITIES		**2,886,513**	**3,123,207**
NET ASSETS		**3,542,549**	**3,211,656**
EQUITY			
Issued capital	16	21,594,487	19,555,296
Reserves	17	717,735	581,481
Accumulated losses		(18,769,673)	(16,925,121)
Equity attributable to owners of the parent entity		3,542,549	3,211,656
TOTAL EQUITY		**3,542,549**	**3,211,656**

For personal use only

For personal use only

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025

	NOTE	ISSUED CAPITAL ORDINARY SHARES NZ$	FOREIGN CURRENCY TRANSLATION NZ$	RESERVES SHARED BASED PAYMENT RESERVE NZ$	ACCUMULATED LOSSES NZ$	TOTAL NZ$
Balance at 1 July 2024		19,546,754	(781,724)	1,057,573	(12,999,031)	6,823,572
Loss for the year		-	-	-	(3,926,090)	(3,926,090)
Other comprehensive income for the year	17	-	159,321	-	-	159,321
Total comprehensive loss for the year		-	159,321	-	(3,926,090)	(3,766,769)
Transactions with owners in their capacity as owners:						
Shares issued net of issue costs	16	64,742	-	-	-	64,742
Transfer from reserve	16	(56,200)		56,200	-	-
Share based payments	17	-	-	90,111	-	90,111
Total transactions with owners		8,542	-	146,311	-	154,853
Balance at 30 June 2025		**19,555,296**	**(622,403)**	**1,203,884**	**(16,925,121)**	**3,211,656**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

		ISSUED CAPITAL	RESERVES		ACCUMULATED LOSSES	TOTAL
	NOTE	ORDINARY SHARES	FOREIGN CURRENCY TRANSLATION	SHARED BASED PAYMENT RESERVE		
		NZ$	NZ$	NZ$	NZ$	NZ$
Balance at 1 July 2025		19,555,296	(622,403)	1,203,884	(16,925,121)	3,211,656
Loss for the year		-	-	-	(1,844,552)	(1,844,552)
Other comprehensive income for the year	17	-	117,115	-	-	117,115
Total comprehensive loss for the year		-	117,115	-	(1,844,552)	(1,727,437)
Transactions with owners in their capacity as owners:						
Shares issued net of issue costs	16	2,039,191	-	-	-	2,039,191
Transfer from reserve	16	-	-	-	-	-
Share based payments	17	-	-	19,139	-	19,139
Total transactions with owners		2,039,191	-	19,139	-	2,058,330
Balance at 30 June 2026		**21,594,487**	**(505,288)**	**1,223,023**	**(18,769,673)**	**3,542,549**

For personal use only

For personal use only

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

	Note	2026 NZ$	2025 NZ$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		1,879,617	1,634,237
Payments to suppliers and employees		(3,432,468)	(3,359,685)
Interest received		-	43,514
Interest cost		(3,889)	(20,703)
Tax refund		16,375	1,036
Net cash used in operating activities	22(b)	(1,540,365)	(1,701,601)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from disposal of plant and equipment		(405)	-
Net cash used in investing activities		(405)	-
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from loans		-	100,000
Proceeds from issuance of shares		2,037,929	31,376
Repayment of loans		(100,000)	-
Repayment of borrowings and lease liabilities		(203,231)	(339,840)
Net cash used in financing activities		1,734,698	(208,464)
Net changes in cash		193,928	(1,910,065)
Effects of foreign exchange on cash balance		23,121	(148)
Cash and cash equivalents at beginning of year		51,071	1,961,284
Cash and cash equivalents at end of year	22(a)	268,120	51,071

NOTES TO THE FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Zoono Group Limited and Subsidiaries (the Group) principal activities included the research, development and sale of a range of biotechnological products in multiple countries.

2. GENERAL INFORMATION AND STATEMENT OF COMPLIANCE

The consolidated financial statements are a general-purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001. Compliance with Australia Accounting Standards results in full compliance with the International Financial Reporting Standards ('IFRS') as issued by the International Accounting Standards Board (IASB). For the purposes of preparing the Consolidated Financial Statement, the Company is a for-profit entity.

Zoono Group Limited (the Company) is the Ultimate Parent Company. Zoono Group Limited is a Public Company incorporated in Australia and domiciled in New Zealand. The Company registered address is Level 8, 210 George Street Sydney NSW 2000 Australia.

The Consolidated financial statements of the Group as at and for the year ended 30 June 2026 comprise the Company and its subsidiaries (together referred to as the 'Group' or 'Consolidated entity'). The consolidated financial statements for the year ended 30 June 2026 were approved and authorised for issue by the board of Directors on 27 August 2026.

Except for cash flow information, the consolidated financial statements have been prepared on an accrual basis and are based on historical costs modified, where applicable, by the measurements at fair value of selected non-current assets, financial assets and financial liabilities.

Going Concern

Despite the Group incurring a loss after tax of $1,844,552 and net cash outflows from operating activities of $1,540,365 for the year ended 30 June 2026, the financial report has been prepared on the going concern basis, which assumes the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

In making this assessment, the Directors have considered:

- The group held cash and cash equivalents of $268,120 at 30 June 2026;
- The plans and forecasts reviewed by the Directors for the next 12 months anticipate the business will produce improved results and generate additional working capital; and
- Effective working capital management including the ability to control and scale back any expenditures and commitments to conserve cash resources if required.

As a result, the Directors are of the opinion that the Group will be able to pay its debts as and when they become due and payable, and no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial report.

Accordingly, no adjustments have been made to the financial report relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the group not continue as a going concern.

For personal use only

For personal use only

Statement of Cash Flows

The statement of cash flows comprises the cash balances of Zoono Group Limited and its subsidiaries at the beginning of the financial year, and the cash transactions of the consolidated Group for the 12-month period.

3. CHANGES IN ACCOUNTING POLICIES

New Accounting Standards for application in future periods

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group. The Group has decided not to early adopt any of the new and amended pronouncements as the Group assessed that the new and amended pronouncements have no material impact on the Group.

4. MATERIAL ACCOUNTING POLICIES

The following significant accounting policies have been adopted in the preparation and presentation of the financial report.

(a) General

Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

Reporting basis and conventions

These financial statements have been prepared on an accruals basis under the historical cost convention.

Critical accounting estimates and judgements

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make estimates, judgements and assumptions based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data obtained both externally and within the Group. Actual results may differ from the estimates.

IMPAIRMENT

In assessing impairment, management estimates the recoverable amount of each asset or cash generating unit based on expected future cash flows and, where required, uses an interest rate to discount them.

Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

INVENTORIES

Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices.

For personal use only

(b) Basis of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of Zoono Group Limited and all subsidiaries as at 30 June 2026.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group.

The consolidation of a subsidiary is discontinued from the date that control ceases.

Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation.

Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

(c) Business Combinations

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date of fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of: (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree, and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

(d) Foreign Currency Transactions and Balances Functional and presentation currency

The functional currency of each of the Group entities is measured using the currency of the primary economic environment in which that entity operates.

The consolidated financial statements are presented in New Zealand dollars, which is the parent entity's functional and presentation currency.

For personal use only

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognised in other comprehensive income; otherwise, the exchange difference is recognised in profit or loss.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency is translated as follows:

- Assets and liabilities are translated at year end exchange rates prevailing at that reporting date.
- Income and expenses are translated at average exchange rates for the year.
- Retained earnings/Accumulated losses are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than the Australian dollar are recognised in other comprehensive income and included in the foreign currency translation reserve in the statement of financial position. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

(e) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(f) Income Tax

The charge for current income tax expense is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or loss for the period. It is calculated using the tax rates that have been enacted or are substantially enacted by the reporting date.

Deferred tax is accounted for using the liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised, or liability is settled. Deferred tax is charged to the statement of profit or loss and other comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

For personal use only

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the consolidated entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

(g) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate proportion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity. Costs are assigned on a first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

(h) Plant and equipment

Plant and equipment are measured on the cost basis less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred. All fixed assets are depreciated over their estimated useful lives to the Group.

The depreciation rates used for each class of depreciable assets are:

Class of fixed asset	Depreciation rate
Plant and equipment	10 – 33%
Motor vehicles	30%
Furniture and equipment	13 – 33%
Computer equipment	48 – 67 %

Depreciation

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the profit or loss within other income or expenses.

For personal use only

(i) Intangible Assets

Patents, trademarks and website development are recognised at cost of acquisition. They have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. Patents, trademarks and website development are amortised over their useful lives of up to 10 years. Amortisation has been included within depreciation, amortisation and impairment of non-financial assets.

(j) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a re-valued amount.

Any impairment loss of a revalued asset is treated as a revaluation decrease. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash- generating unit to which the asset belongs. Impairment testing is performed annually for goodwill and intangible assets.

(k) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques.

These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets.

Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

For personal use only

(l) Accounts payable

Trade payables and other accounts payable are recognised when the Group becomes obliged to make future payments resulting from the purchase of goods and services. Due to their short-term nature, they are measured at amortised cost and not discounted. These amounts are unsecured and are usually paid within 30 days of recognition.

(m) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(n) Financial Instruments

Financial assets and financial liabilities are recognised when the Group become a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risk and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Financial assets are classified into one of the following categories:

- Fair value through profit or loss (FVTPL), or
- Fair value through other comprehensive income (FVOCI)

The classification is determined by both:

- The entity's business model for managing the financial asset, and
- The contractual cash flow characteristics of the financial asset.

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within administration expenses.

In the periods presented the Group does not have any financial assets categorised as FVTPL and FVOCI.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the asset meet the following condition (and are not designated as FVTPL):

They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and

The contractual terms of the financial assets give rise to cash flows that are solely payment of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method.

Discounting is omitted where the effect of discounting is immaterial.

For personal use only

Impairment of financial assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and contract liabilities.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gain or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

(o) Receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for impairment.

(p) Employee Benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. These benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of current trade and other payables in the statement of financial position.

(q) Share-based payments

The cost to the Company of share options granted to directors and executive officers is included at fair value as part of the directors' and executive officers' aggregate remuneration in the financial year the options are granted.

The fair value of the share option are calculated using the Black Scholes option pricing model, which takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradable nature of the option, the current price and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

The fair value determined at the grant date of the equity settled share-based payment is expensed

on a straight-line basis over the vesting period.

(r) Revenue

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. Any consideration deferred is treated as the provision of finance and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue from the sale of goods is recognised when the removal from the warehouse occurs as this corresponds to the transfer of significant risks and rewards of ownership of the goods and the cessation of all involvement by the Group in those goods.

All revenue is stated net of the amount of goods and services tax.

Other income

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument.

Dividend revenue is recognised when the right to receive a dividend has been established.

Realised gains and losses on sale are recognised as income or expense respectively in the statement of profit or loss and other comprehensive income and are calculated as the difference between consideration on sale and the original cost.

(s) Goods and services tax (GST)

The Statement of Profit or Loss and Other Comprehensive Income has been prepared so that all components are stated exclusive of GST, except where the amount of GST incurred is not recoverable from the tax office. All items in the Statement of Financial Position are stated exclusive of GST, with the exception of receivables and payables, which include GST.

(t) Earnings per share

i) Basic earnings per share:

Basic earnings per share is determined by dividing the operating loss after income tax excluding any cost of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the financial year.

ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in determining earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will probably arise from the exercise of options outstanding during the financial year.

(u) Segment reporting

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by a segment and consist principally of cash, receivables, inventories, intangibles and property, plant and equipment, net of allowances and accumulated depreciation and amortisation. Segment liabilities consist principally of payables, employee benefits, accrued expenses, provisions and borrowings. The Group do not allocate revenues, assets or liabilities to individual segments.

For personal use only

For personal use only

(v) Leases

At inception of a contract, the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability is recognised by the Group where the Group is a lessee. However, all contracts that are classified as short-term leases (i.e. a lease with a remaining lease term of 12 months or less) and leases of low-value assets are recognised as an operating expense on a straight-line basis over the term of the lease.

Initially, the lease liability is measured at the present value of the lease payments still to be paid at commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability as mentioned above, any lease payments made at or before the commencement date, as well as any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the lease term or useful life of the underlying asset, whichever is shorter. Where a lease transfers ownership of the underlying asset, or the cost of the right-of-use asset reflects that the Group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

(w) Comparative information

Comparative figures are, where appropriate, reclassified to be comparable with the figures presented for the financial year.

5. REVENUE AND OTHER INCOME

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Revenue from operating activities		
Operating activities		
- Revenue from sale of goods	1,723,819	1,250,133
Total revenue from operating activities	1,723,819	1,250,133
Other income		
- Dividends received	364	350
- Interest received	23	43,514
- Expenses recovery	88,897	74,276
Total other income	89,284	118,140

For personal use only

6. LOSS FOR THE YEAR

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Loss before income tax has been determined after:		
Depreciation	170,848	223,936
Amortisation	-	234
Expected credit loss allowance	-	(18,241)
Salary costs (including directors' fees and management fees)	786,675	1,012,130
Interest on borrowings	3,888	20,704
Net foreign exchange (gain) and losses	(2,877)	3,285
AASB 16 related amounts recognised in the statement of profit or loss:		
Depreciation charge related to right of use assets	117,312	158,736
Interest expense on lease liabilities	21,573	34,259

7. INCOME TAX

The prima facie tax payable on loss is reconciled to the income tax expense as follows:

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Prima facie tax payable on loss before income tax at 25% (2025: 25%)	(464,379)	(981,523)
Add: tax effect of:		
- Other assessable and non-allowable items	21,920	734,791
- Net of current year tax losses not recognised and deductible items	(321,643)	640,245
- Deferred tax losses not recognised in accounts	857,438	(402,323)
- Utilisation of carried forward losses	(45,056)	
- Effect of foreign exchange rates and different tax rates	(61,245)	8,810
Income tax expense/(benefit)	(12,965)	-

Subject to the provisions of the Income Tax Assessment Act, if the Group derives assessable income it will be able to utilise carry-forward losses. The Group has losses available to be carried forward of NZ$24,944,121 to 30 June 2026.

The net deferred tax asset will only be obtained if:

(a) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;

(b) the Company continues to comply with the conditions for deductibility imposed by law; and

(c) no changes in tax legislation adversely affect the Company in realising the benefit from the deduction of the loss.

Consequently, no deferred tax asset has been recognised.

For personal use only

8. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Trade receivables	25,516	26,047
Provision for expected credit loss	(1,375)	(1,375)
	24,141	24,672
Net GST/VAT receivable	144,473	209,273
Other receivables	1,016	2,200
	169,630	236,145

The Group applies the AASB 9 simplified approach to measuring expected credit losses, which permits the use of the lifetime expected loss provision for all trade receivables.

The following table details the loss allowance as at 30 June 2026 and 30 June 2025.

As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer bases.

	PAST DUE BUT NOT IMPARIED (DAYS OVERDUE)				TOTAL
	< 30 NZ$	31–60 NZ$	61–90 NZ$	> 90 NZ$	NZ$
2026					
Expected Loss Rate	0.0%	0.40%	0.40%	50.6%	
Trade and term receivables	8,339	1,870	12,704	2,603	25,516
Provision for expected credit loss	-	(7)	(51)	(1,317)	(1,375)
Total	8,339	1,863	12,653	1,286	24,141
2025					
Expected Loss Rate	0.0%	0.40%	0.40%	94.9%	
Trade and term receivables	19,727	4,389	-	1,931	26,047
Provision for expected credit loss	-	(18)	-	(1,357)	(1,375)
Total	19,727	4,371	-	574	24,672

9. INVENTORIES

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Finished goods at cost	5,187,285	5,079,295
	5,187,285	5,079,295

10. PLANT AND EQUIPMENT

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Plant and equipment:		
Plant and equipment at cost	740,558	740,558
Accumulated depreciation	(355,736)	(309,871)
	384,822	430,687
Furniture and equipment:		
Furniture and equipment at cost	84,605	84,605
Accumulated depreciation	(67,920)	(61,599)
	16,685	23,006
Computer equipment:		
Computer equipment at cost	79,620	79,620
Accumulated depreciation	(79,190)	(78,473)
	430	1,147
Total plant and equipment	401,937	454,840

(a) Movements in carrying amounts

Movement in the carrying amounts for each class of plant and equipment between the beginning and the end of the current financial year:

	Plant and equipment NZ$	Furniture and equipment NZ$	Computer equipment NZ$	Total NZ$
Balance at 1 July 2025	430,687	23,006	1,147	454,840
Disposals – written down value	-	-	-	-
Depreciation expense	(46,040)	(6,759)	(737)	(53,536)
Foreign exchange	175	438	20	633
Carrying amount at 30 June 2026	384,822	16,685	430	401,937

For personal use only

For personal use only

	Plant and equipment NZ$	Furniture and Equipment NZ$	Computer equipment NZ$	Total NZ$
Balance at 1 July 2024	486,644	27,272	5,742	519,658
Disposals – written down value	-	-	(1,966)	(1,966)
Depreciation expense	(56,708)	(5,762)	(2,730)	(65,200)
Foreign exchange	751	1,496	101	2,348
Carrying amount at 30 June 2025	430,687	23,006	1,147	454,840

11. LEASES

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
a. Right of use assets		
Buildings	312,831	430,142
	312,831	430,142
b. Lease liabilities		
Current	130,709	119,493
Non-current	232,877	368,441
	363,586	487,934

12. OTHER ASSETS

Current		
Prepayments	89,259	83,370
	89,259	83,370

13. TRADE AND OTHE PAYABLES

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Trade payables	180,669	313,912
Sundry creditors and accruals	525,385	533,754
Other payables	53,648	12,740
Income in advance	264,290	264,290
	1,023,992	1,124,696

14. BORROWINGS

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Borrowings	-	100,000
	-	100,000

An unsecured loan to support the Company was advanced by MEG Trust (a related party to Paul Hyslop and Margaret Morgan) and paid back in August 2025 (no interest was paid).

15. PROVISIONS

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
CURRENT		
Employee benefit	36,801	34,555
NON-CURRENT		
Contingent consideration	1,459,191	1,363,282

Provision for employee benefits

Provision for employee benefits represents amounts accrued for annual leave.

The current portion for this provision includes the total amount accrued for annual leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the Group does not expect the full amount of annual leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the Group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

Provision for contingent consideration

With the major downturn in the Company's business in the US, the Company has successfully re-negotiated its agreement back in June 2020 pursuant to which it bought back the US business from its US distributor, Zoono USA LLC.

The following points have been agreed:

- US$850,000 is the new amount owing to Zoono USA LLC from the original MOU purchase amount of US$4,000,000.
- Ownership of Zoono USA LLC moves from 10% to Nil. Zoono Holdings USA LLC will own 100% of the company.
- Zoono Holdings USA LLC will now pay 10% of USA gross sales from January 1 2023 on a quarterly basis until the US$850,000 is extinguished. The payments will be made by 15th of the month

For personal use only

For personal use only

following quarter end.

No payment has been made to Zoono USA LLC this financial year (2025: $0).

16. ISSUED CAPITAL

	2026 No. Shares	2025 No. Shares	2026 NZ$	2025 NZ$
(a) Issued shares:				
Beginning of the year	355,433,815	353,211,593	19,555,296	19,546,754
Issued during the year:				
Shares issued net of issue costs	50,777,949	2,222,222	2,039,191	64,742
Exercise of options	-	-	-	-
Share based payments	-	-	-	(56,200)
End of the year	406,211,764	355,433,815	21,594,487	19,555,296

Holders of ordinary shares are entitled to participate in dividends when declared and are entitled to one vote per share, either in person or by proxy, at shareholder meetings. In the event of winding up of the Company, ordinary shareholders are ranked after all other creditors and are entitled to any proceeds of liquidation in proportion to the number of and amounts paid on the shares held.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(b) Issued shares:

No calls are outstanding at year end. All issued shares are fully paid.

(c) Capital management:

Management controls the capital of the Group in order to maintain a reasonable debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group currently has no debt funding available or external capital requirements. The Group's capital includes ordinary share capital share options and reserves.

Management effectively manages the Group capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of share issues. The Group strategy remains unchanged from prior year.

17. RESERVES

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
(a) Foreign currency translation reserve		
Balance at beginning of year	(622,403)	(781,724)
Exchange differences on translation of foreign operations	117,115	159,321
Balance at end of year	(505,288)	(622,403)

For personal use only

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income and accumulated as a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

(b) Equity settled share-based payment

Employee share option scheme

Zoono's Employee Securities Plan (including independent contractors and advisors) was adopted by the Company on 7 November 2019 as a long-term incentive scheme to recognise talent, retain and motivate employees to strive for Group performance. All employees are entitled to participate in the Share Securities Plan. In 2022, employees and consultants who have been with the Group for more than one year were invited to receive options which vest in 1-3 years, provided the recipient is still employed by the Company. The options were issued for no consideration with an exercise price of A$0.35. They carry no entitlements to voting rights or dividends of the Group. The number available to be granted is determined by the Board, based on retention, performance measures including growth in shareholder return, return on equity, cash earnings and Group earnings per share growth.

Option granted to employees of the Company

On 30 September 2022, Zoono granted senior management and staff 4,200,000 options, vesting on 30 September 2023 through to 30 September 2025, exercisable at A$0.35 and expiring on 30 September 2025 and 30 September 2026. The total fair value of the options granted were NZ$147,922.

As part of the rights issue in June 2023, free attaching options of 7,248,264 were issued to shareholders, and shareholder employees of the Group. These are unlisted options exercisable at A$0.10 expiring on 2 June 2026. The total value is NZ$103,802.

As part of the underwriting agreement with Evolution Capital Pty Ltd dated 22 March 2024 for the non-renounceable rights issue at the time, Evolution were provided with broker options of 10,000,000 options with 5,000,000 options at an exercise price of A$0.05 expiring on 25 November 2026 and 5,000,000 options at an exercise price of A$0.10 expiring on 25 November 2027. The total fair value is NZ$56,200.

During the year, no options were exercised. The Group has 14,700,000 share options on issue at year end (2025: 27,301,598).

The share-based payment reserve at 30 June 2026 amounted to NZ$1,223,023 (2025: NZ$1,203,884).

18. REMUNERATION OF AUDITORS

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Amounts received or due and receivable by the auditors for:		
- the review and the audit of the financial reports for the consolidated group	97,407	88,851
	97,407	88,851

For personal use only

19. ECONOMIC DEPENDENCY

Zoono and its products are subject to various laws and regulations including but not limited to accounting standards, tax laws, environmental laws, product content requirement, labelling/ packaging, regulations and customs regulations. Changes in these laws and regulations (including interpretation and enforcement) could adversely affect the Group's financial performance. Laws and regulations are specific to each geographic location. In this regard, there is a risk that a certain product may not be able to be supplied in another jurisdiction because it fails to meet that jurisdiction's regulatory requirements (e.g. product registration requirements). Failure of the Group to remain up to date with these various regulatory requirements, could adversely affect the Group financial performance.

20. CONTINGENT LIABILITIES

The directors are aware of a claim against the Company as at the date these financial statements are signed, are made up as follows:

- The Company currently has a legal dispute with the Commerce Commission for allegedly unsubstantiated representations made about its hand sanitiser and microbe shield surface spray contrary to section 12A of the Fair Trading Act 1986. Zoono believes it has complied fully with its legal obligations and intends to strenuously defend the action. Zoono's public representations concerning the efficacy and durability of its products have been made in reliance of over 200 independent tests undertaken by laboratories worldwide in accordance with recognised standards. The Court case is set down for 14 June 2027.

21. RELATED PARTY TRANSACTIONS

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated. Complete details of the remuneration of directors and key management personnel are set out in the Remuneration Report which forms part of the accompanying Directors' Report.

The totals of remuneration paid to directors and key management personnel of the Company during the year are as follows:

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Short–term employee benefits	816,236	938,600
Other Benefits	4,218	4,218
Share based payments	20,401	16,576
	840,855	959,394

Details of shares and options held by key management personnel are included in the Remuneration Report set out in the accompanying directors' report.

Key management personnel related entity transactions

Mr Paul Hyslop is the Managing Director of Zoono Group and provides consulting services to the Group. Charges for services provided during the year amounted to NZ$250,000 (2025: NZ$300,000).

For personal use only

22. STATEMENT OF CASH FLOWS

(a) Reconciliation statement:

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Cash at bank	268,120	51,071
Cash on short term deposit	-	-
	268,120	51,071

For the year the effective interest rate on short term bank deposits was Nil as no funds were invested (5.25% per annum in the prior year) and these deposits have an average maturity of 180 days.

(b) Reconciliation of cash:

A reconciliation of "net cash used in operating activities" to "operating cash flows" is as follows:

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Loss after income tax	(1,844,552)	(3,926,090)
Add/(less)		
Amortisation	-	234
Depreciation	170,848	223,936
Foreign exchange differences	172,648	317,140
Share based payments	20,401	123,477
Changes in assets and liabilities:		
Trade and other receivables	66,515	132,557
Inventories	(107,990)	1,119,694
Prepayments	(5,889)	(4,849)
Current tax liabilities	(9,797)	1,036
Trade and other payables	(100,704)	324,495
Provisions	98,155	(13,231)
Net cash used in operating activities	(1,540,365)	(1,701,601)

The Company has an informal loan facility in place at the date of these financial statements. Please refer to Note 15.

23. EARNINGS PER SHARE

The following reflects the income and share data used in the calculations of basic and diluted earnings per share (EPS):

Basic loss per share	(0.47) cents	(1.09) cents
Diluted loss per share	(0.47) cents	(1.09) cents

For personal use only

Weighted average number of ordinary shares outstanding during the year used to calculate basic EPS	399,556,256	359,025,055
Weighted average number of ordinary shares outstanding during the year used to calculated diluted EPS	399,556,256	359,025,055
(Loss)/Profit from continuing operations used to calculated basic EPS and diluted EPS	(1,844,552)	(3,926,090)

There have been no transactions involving ordinary shares or potential ordinary shares that would significantly change the number of ordinary shares or potential ordinary shares outstanding between the reporting date and the date of completion of these financial statements.

24. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about the components of the Group that are regularly reviewed by the Chief Operating Decision Makers in order to allocate resources to the segment and to assess its performance.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of distributors/customers. Segment assets and liabilities are located in New Zealand and are allocated to individual geographical segments by locations of distributors/customers on a reasonable basis. The Group's segment revenue is assigned to geographical locations as follows;

	Product
Global revenues	Hand sanitiser, textile applicator, mould remediation, surface sanitiser

Geographical information

The Group's revenue from external distributors/customers by geographical location.

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Geographical Revenue		
Global revenues	1,723,819	1,250,133
Total Group Revenue	1,723,819	1,250,133

For personal use only

i) **Revenue by geographical region**

Revenue attributable to external customers is disclosed below, based on the location of the external customer.

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Australasia, Asia, US, India	695,227	1,136,169
UK and Europe	1,028,592	113,964
Total Revenue	1,723,819	1,250,133

ii) **Assets by geographical region**

The location of segment assets by geographical location of the assets is disclosed below.

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
Australasia, Asia, US, India	(4,276,366)	(3,796,822)
UK and Europe	10,705,428	10,131,685
Total Group Assets	6,429,062	6,334,863

25. FRANKING CREDITS

	CONSOLIDATED	
	2026 NZ$	2025 NZ$
The amount of the franking credits available for subsequent reporting periods.	88,384	88,384

26. CONTROLLED ENTITIES

	Country of Incorporation	Percentage owned 2026	Percentage owned 2025
Subsidiaries of Zoono Group Limited:			
Zoono Group Limited (NZ)	New Zealand	100%	100%
Zoono Limited	New Zealand	100%	100%
Zoono Holdings Limited (UK)	United Kingdom	100%	100%
Zoono (Shanghai) Biotech Co. Limited	China	100%	100%
Zoono Holdings USA LLC	USA	100%	100%
Zoono South Africa (Pty) Ltd	South Africa	100%	100%
Zoono Global Private Limited	India	100%	100%

27. FINANCIAL RISK MANAGEMENT

Financial risk management policies

The Group's financial instruments consist mainly of current accounts with banks, accounts receivable and payable.

For personal use only

i) Treasury risk management

Management considers on a regular basis the financial risk exposure and evaluates treasury management strategies in the context of the most recent economic conditions and forecasts.

The overall risk management strategy seeks to meet the Group's financial targets, whilst minimising potential adverse effects on financial performance.

Management operates under policies approved by the board of directors which approves and reviews risk management policies on a regular basis. These include future cash flow requirements.

ii) Financial risk exposures and management

The main risks the Group is exposed to through its financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and price risk.

(a) Foreign currency risk exposure

Most of the Group's transactions are carried out in US Dollars ($USD), New Zealand Dollars ($NZD), Australian Dollars ($AUD) and British Pound (GBP). Exposures to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US Dollars ($USD), Australian Dollars ($AUD) and British Pound (GBP). The Group also holds a bank account in $USD, $AUD, Rand, GBP and RMB.

(b) Interest rate risk exposure

The Group is exposed to interest rate risk through cash and deposits held. The Group continually monitors interest rates and financial markets for the Group's cash on deposit and regularly reviews future cash flow requirements. The following table summarises the interest rate risk for the Group, together with the effective weighted average interest rate for each class of financial assets and liabilities.

		FIXED INTEREST MATURING IN		NON-INTEREST BEARING		
2026	**FLOATING INTEREST RATE**	**1 YEAR OR LESS $**	**OVER 1 TO 5 YEARS $**	**OVER 5 YEARS $**	**OVER 1 TO 5 YEARS $**	**TOTAL $**
Financial assets						
Cash		-	-	-	268,120	268,120
Financial liabilities						
Lease liabilities		(130,709)	(232,877)	-	-	(363,586)
Net exposure to cashflow interest rate risk		(130,709)	(232,877)	-	268,120	(95,466)

		FIXED INTEREST MATURING IN		NON-INTEREST BEARING		
2025	**FLOATING INTEREST RATE**	**1 YEAR OR LESS $**	**OVER 1 TO 5 YEARS $**	**OVER 5 YEARS $**	**OVER 1 TO 5 YEARS $**	**TOTAL $**
Financial assets						
Cash		-	-	-	51,071	51,071
Financial liabilities						
Lease liabilities		(119,493)	(368,441)	-	-	(487,934)
Net exposure to cashflow interest rate risk		(119,493)	(368,441)	-	51,071	(436,863)

For personal use only

(c) Credit risk exposure

The maximum exposure to credit risk, excluding the value of any collateral or other security, at reporting date to recognised financial assets is the carrying amount, net of any provision for impaired receivables, as disclosed in the statement of financial position and notes to the financial statements.

The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments entered into by the Group.

Receivables due from major debtors are not normally secured by collateral, however the credit worthiness of debtors is monitored.

(d) Liquidity risk

The Group manages liquidity risk by monitoring forecast cash flows to ensure that adequate funding is maintained. The Group's financial liabilities consist of trade and other payables in the normal course of business and as such are normally due for payment within 30 days of receipt of a valid tax invoice. The Group does not have any liquidity risk associated with any borrowing.

(e) Interest rate risk

Interest rate risk on cash and short-term deposits is not considered to be a material risk due to the short- term nature of these financial instruments.

28. PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	PARENT ENTITY 2026 NZ$	2025 NZ$
Statement of Financial Position		
ASSETS		
Current assets	21,690	15,073
Non-current assets	34,689,280	31,684,346
TOTAL ASSETS	34,710,970	31,699,419
LIABILITIES		
Current liabilities	134,399	65,688
TOTAL LIABILITIES	134,399	65,688
EQUITY		
Issued capital	21,594,487	19,555,296
Reserves	1,223,023	1,203,884
Retained earnings	11,759,061	10,874,551
TOTAL EQUITY	34,576,571	31,633,731
Statement of Profit or Loss and Other Comprehensive Income		
Total loss for the year	(631,364)	(532,278)
Total comprehensive loss	(631,364)	(532,278)

For personal use only

29. EVENTS SUBSEQUENT TO REPORTING DATE

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the consolidated group, the results of those operations, or the state of affairs of the consolidated group in future financial years.

30. COMPANY DETAILS.

The registered office of the parent Company is:
Level 8, 210 George Street
Sydney NSW 2000 Australia

The principal place of business of the Group is:
Unit 3 24 Bishop Dunn Place
Flatbush, Auckland 2013 New Zealand

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Entity name	Entity type	Place formed/ Country of incorporation	Ownership interest %	Tax residency
Subsidiaries of Zoono Group Limited				
Zoono Group Limited (NZ)	Body corporate	New Zealand	100%	New Zealand
Zoono Limited	Body corporate	New Zealand	100%	New Zealand
Zoono Holdings Limited (UK)	Body corporate	United Kingdom	100%	United Kingdom
Zoono (Shanghai) Biotech Co. Limited	Body corporate	China	100%	China
Zoono Holdings USA LLC	Body corporate	USA	100%	USA
Zoono South Africa (Pty) Ltd	Body corporate	South Africa	100%	South Africa
Zoono Global Private Limited	Body corporate	India	100%	India

For personal use only

For personal use only

DIRECTORS' DECLARATION

The directors of Zoono Group Limited declare that:

The consolidated financial statements and associated notes for the financial year ended 30 June 2026 are in accordance with the Corporations Act 2001 and:

- comply with Accounting Standards and the Corporations Regulations 2001 and
- International Financial Reporting Standards issued by the International Accounting Standards Board (IASB) as disclosed in Note 2; and
- give a true and fair view of the financial position of the Company as at 30 June 2026 and the performance of the Group for the financial year then ended.

The information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have received the declarations required by section 295A of the Corporations Act 2001 from the chief executive officer and chief financial officer.

In the opinion of the directors there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.



PAUL HYSLOP
MANAGING DIRECTOR

27 August 2026

ZOONO GROUP LIMITED
ABN 73 006 645 754
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ZOONO GROUP LIMITED

Opinion

We have audited the financial report of Zoono Group Limited (the company) and its controlled entities (the group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the financial statements, including a summary of material accounting policy information, consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the group is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the group's financial position as at 30 June 2026 and of its financial performance for the year then ended; and
(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis of Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110: *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial report, which indicates the group incurred a loss after tax of $1,844,552 and net operating cash outflows of $1,540,365 during the year ended 30 June 2026. As stated in Note 2, these conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

For personal use only

ZOONO GROUP LIMITED
ABN 73 006 645 754
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ZOONO GROUP LIMITED

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2026. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSSED THE KEY AUDIT MATTER
Inventories valuation and existence *Refer to Note 4(g) "Inventories" and Note 9 "Inventories"*	
As at 30 June 2026, the group held inventories of $5,187,285. As described in Note 4(g) of the group's accounting policies, the carrying value represents the lower of cost and net realisable value. We focused on this matter as a key audit matter due to the significance of inventories to the financial statements and judgement involved in determining the net realisable value of inventories, which is based on certain assumptions made by management.	Our procedures included, amongst others: • Obtaining an understanding of the key controls in the inventory cycle. • Involved our affiliated network firms to attend stocktake at major locations and observing controls over existence and valuation of inventory. • Verifying a sample of transactions of inventory items and performing cost test by investigating supplier purchase invoices. • Verifying a sample of transactions of inventory items and performing net realisable value test by investigating sales invoices, price lists and contracts after period end and compared with cost. • Performing cut-off procedures by agreeing cut-off information recorded during physical count to the accounting records and selecting a sample of purchases and sales from either side of the period end and ensured they are recorded in the correct period. • Reviewing the aged inventory list, discussing material slow moving items with the management and ensuring items are written down where appropriate.

For personal use only

ZOONO GROUP LIMITED
ABN 73 006 645 754
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ZOONO GROUP LIMITED

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2026, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001, and the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and the consolidated entity disclosure statement that is true and correct and free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located on the Auditing and Assurance Standards Board website at https://auasb.gov.au/media/bwvjcgre/ar1_2025.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 12 to 15 of the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report for the year ended 30 June 2026 complies with section 300A of the *Corporations Act 2001*.

For personal use only

HALL CHADWICK (NSW)

ZOONO GROUP LIMITED
ABN 73 006 645 754
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ZOONO GROUP LIMITED

Responsibilities

The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Hall Chadwick (NSW)

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

STEWART THOMPSON
Partner
Dated: 27 August 2026

For personal use only

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following information is current as at 3 August 2026.

The Company has the following securities on issue:

Security Description	No. of Securities	No. of Security Holders
Fully Paid Ordinary Shares	406,211,764	3,518
Unlisted Options exercisable at $0.05 and expiring 25 November 2026	5,000,000	1
Unlisted Options exercisable at $0.10 and expiring 25 November 2027	5,000,000	1
Employee Options exercisable at $0.35 and expiring 30 September 2026	4,700,000	8

20 Largest Shareholders

No.	Name	Number of Ordinary Shares Held	% of Issued Capital
1	PAUL RUSSELL HYSLOP & MARGARET JANE MORGAN & NPT MEG TRUSTEE LIMITED <MEG A/C>	119,368,572	29.386%
2	BNP PARIBAS NOMS PTY LTD	64,284,308	15.825%
3	CITICORP NOMINEES PTY LIMITED	61,931,650	15.246%
4	MRS BARBARA DIANE WIERSMA & MR EELCO WIERSMA	17,493,204	4.306%
5	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	8,961,636	2.206%
6	MR THEOPHILOS PAPANTONIOU	6,400,620	1.576%
7	SHARESIES AUSTRALIA NOMINEE PTY LIMITED	5,352,827	1.318%
8	LEWIS ANDREW CRAIG MACKINNON	4,419,579	1.088%
9	MS MARIE TANIA ADAMS	4,237,155	1.043%
10	MARISSA TACY MUIRHEAD	4,118,889	1.015%
11	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	3,600,000	0.886%
12	LORDMAX PTY LTD <AL FUND A/C>	3,600,000	0.886%
13	RAVLICH TRUSTEE LIMITED	2,828,023	0.696%
14	MR JOSEPH IGNATIUS D'SOUZA	2,385,978	0.587%
15	MR LIBOR JELENEK	2,300,000	0.566%
16	MR ANDREW LOZYNSKY	2,208,500	0.544%
17	MR RONALD DUJE VELA	1,951,852	0.481%
18	WOOLCOTT INVESTMENTS LIMITED <THE WOOLCOTT INVESTMENT A/C>	1,886,792	0.464%
19	MR EELCO WIERSMA & MR MALCOLM HINMAN <CHRISTCHURCH UNITED A/C>	1,700,000	0.419%
20	MR MARTIN HUNT	1,683,694	0.414%
		320,713,279	78.952%

For personal use only

For personal use only

Distribution of Shareholders Fully Paid Ordinary Shares Holdings Ranges	Holders	Number Units	%
1-1,000	1,339	620,030	0.150
1,001-5,000	979	2,564,009	0.630
5,001-10,000	345	2,682,645	0.660
10,001-100,000	653	20,975,108	5.169
100,001- and over	202	379,369,972	93.391
TOTALS	3,518	406,211,764	100.000

SUBSTANTIAL HOLDERS

The following shareholders are substantial holders:

Holder Name	Number of Shares	% Voting Power
Paul Russell Hyslop & Margaret Jane Morgan & NPT Meg Trustees Limited	119,368,572	29.386%
David Leibacher	34,832,031	8.58%
Stephen Henesy	23,436,307	5.77%

VOTING RIGHTS

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands. There are no other classes of equity securities.

UNMARKETABLE HOLDERS

There are 2,667 shareholders holding less than a marketable parcel of shares based on the closing price of AUD 0.049 on 3 August 2026 representing a total of 5,907,109 shares.

RESTRICTED SECURITIES

The Company does not have any restricted securities on issue.

ON-MARKET BUY BACK

The Company is not undertaking an on-market buy-back.

CORPORATE DIRECTORY

DIRECTORS
Paul Hyslop, Managing Director
Don Clarke, Non-Executive Director
Elissa Hansen, Non-Executive Director
Marc Braterman, Non-Executive Director

COMPANY SECRETARY
Elissa Hansen

MANAGEMENT
Paul Ravlich, Chief Financial Officer
Lew MacKinnon, Chief Operating Officer

REGISTERED OFFICE
Level 8
210 George Street
Sydney, NSW 2000
Ph: +61 2 8042 8481

PRINCIPAL PLACE OF BUSINESS
Unit 3 24 Bishop Dunn Place
Flatbush
Auckland 2013
New Zealand
Ph: +64 9 600 1188
E: info@zoono.com

AUDITORS
Hall Chadwick
Level 40,
2 Park Street
Sydney, NSW 2000

SHARE REGISTRY
Boardroom Pty Limited
Level 8
210 George Street
Sydney, NSW 2000
Telephone +61 2 9290 9600

LAWYERS
Steinepreis Paganin
Level 6
99 William Street
Melbourne, VIC 3000
Telephone +61 3 9111 9400

ASX CODE
ZNO

For personal use only