

Purifloh Limited ACN 124 426 339 (Company)

NOTICE OF MEETING

Notice is given that the 2023 Annual General Meeting (**Meeting**) of the Shareholders (**Shareholder**) of the Company will be held as follows:

Time: 9.30am (AEDT)

Date: 29 November 2024

Place: The offices of Steinepreis Paganin Level 6, 99 William Street, Melbourne, Victoria

In accordance with section 110D of the *Corporations Act 2001* (Cth) (Corporations Act), the Company will not be sending hard copies of the Notice of Meeting (Notice) unless a Shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act.

All Shareholders will be able to access the Notice on the Company's website at: <https://purifloh.com>. The Company has also provided the meeting materials on the Company's ASX Market Announcements Platform.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary (section 6)

AGENDA

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2023.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass, with or without amendment, the following resolution, in accordance with section 250R(2) of the Corporations Act, as a **non-binding ordinary resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

Note:

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

Voting Exclusion:

As required by the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by any member of the Company's Key Management Personnel or Closely Related Party of any such member unless the person:

- votes as a proxy appointed in writing that specifies how the person is to vote on Resolution 1; or
- is the Chair of the Meeting and votes as a proxy appointed in writing that authorises the Chair to vote on Resolution 1 even though Resolution 1 is connected with the remuneration of a member of the Company's Key Management Personnel.

3. Resolution 2 – Re-election of Director – Dr. Alexei (Alex) Sava

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

“That, Dr. Alexei (Alex) Sava, who retires by rotation in accordance with clause 15.2 of the Company's Constitution and Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

General Business

To consider any other business as may be lawfully put forward in accordance with the constitution of the Company.

Dated: 25 October 2024

BY ORDER OF THE BOARD OF PURIFLOH LIMITED

Adam Gallagher
Company Secretary

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at:

Time: 9.30am (AEDT)

Date: 29 November 2024

Place: The offices of Steinepreis Paganin Level 6, 99 William Street, Melbourne, Victoria

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice. A Proxy Form is located at the end of the Explanatory Statement.

2. Information for Shareholders

2.1 Eligibility to vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that persons eligible to vote at the Meeting are those who are registered as Shareholders at 7.00pm (AEDT) on 27 November 2024

Each of the Resolutions will be decided by poll.

2.2 Venue and Voting Information

The Meeting of the Shareholders to which this Notice relates will be held at 9.30am (AEDT) on 29 November 2024 at the offices of Steinepreis Paganin Level 6, 99 William Street, Melbourne, Victoria.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions submitted prior to the Meeting must be sent in writing to the Company Secretary at adam.gallagher@purifloh.com at least 5 Business Days before the Meeting.

Shareholders who attend the Meeting may also ask questions regarding the business of the Meeting and general questions about the Company and its business when invited to by the Chair. The Chair of the Meeting will endeavour to address as many questions as possible during the Meeting.

The business of the Meeting affects your shareholding, and your vote is important.

2.3 Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on “View Meetings” – “Vote”. To use the online lodgement facility,
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	Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting (**Proxy Deadline**). Proxy Forms received later than this time will be invalid.

2.4 Proxies

Shareholders who are entitled to vote at the Meeting have a right to appoint a proxy to attend the Meeting and vote on their behalf. The proxy need not be a Shareholder of the Company and may be an individual or body corporate. If a Shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify a proportion or number, each proxy may exercise half of the Shareholder's votes, in which case any fraction of votes will be disregarded.

All Shareholders are invited and encouraged to participate in the Meeting and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions noted in the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Even if you plan to attend, you are encouraged to submit a Proxy Form before the Meeting so that your vote can be counted if you cannot attend for any reason.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.

2.5 Power of attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

2.6 Corporate representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Where a Shareholder is a body corporate, the Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (a) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (b) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

2.7 Directing your proxy how to vote

You can direct your proxy how to vote on a particular Resolution by marking the appropriate box on the Proxy Form.

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that item.

If you do not mark any particular Resolution and no direction is given, you are appointing your proxy to vote as he or she decides, subject to any voting exclusions that may apply to the proxy.

If you appoint a proxy, you may still attend the Meeting. However, your proxy's rights to speak and vote will be suspended while you are present.

2.8 Chair of the Meeting appointed proxy

A Shareholder may appoint the Chair of the Meeting as proxy. The Chair of the Meeting will be deemed to be the Shareholder's proxy if the Shareholder submits the Proxy Form but does not name a proxy or if the person appointed as proxy does not attend the Meeting or does not vote on a poll in accordance with the Shareholder's directions.

If the Shareholder provides a voting direction on a particular Resolution, the Chair of the Meeting must vote in accordance with the direction on a poll.

2.9 Voting on Resolutions

All voting on the Resolutions will be decided by way of a poll and not a show of hands. The results of the poll will be determined following the close of the Meeting and lodged with the ASX Market Announcements Platform.

3. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2023 was released to the ASX on 28 June 2024.

Shareholders can access a copy of the Company's Annual Report at <https://purifloh.com/asx-announcements/>. The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

4. Resolution 1 – Adoption of Remuneration Report

4.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out on pages 8 – 10 of the Company's Annual Report for the period ending 30 June 2023. The Annual Report is available to download on the Company's website.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;

- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

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

4.2 Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution at the second of those Annual General Meeting's proposing the calling of an extraordinary General Meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the extraordinary General Meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Remuneration Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

4.3 Previous voting results

At the 2022 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2022 Annual Report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

4.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution 1. In accordance with the Corporations Act, a vote on this resolution is advisory only and does not bind the Directors or the Company.

4.5 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the notes to Resolution 1, a voting restriction statement applies with respect to the voting on this Resolution by members of the Key Management Personnel (**KMP**) and their Closely Related Parties and their proxies voting (in any capacity) (**Voting Restriction**). Key Management Personnel has the definition given in *Accounting Standards AASB 124 Related Party Disclosure* as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Details of the restrictions on members of KMP and their Closely Related Parties and their proxies voting (in any capacity) are set out in the voting restriction statement included in Resolution 1 of the Notice of Meeting.

However, the Voting Restriction does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of

the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on the Resolution; or

- (b) the Chairman is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy with no specific instructions on how to vote on the Resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

5. Resolution 2 – Re-election of Director – Dr. Alexei (Alex) Sava

5.1 Background

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Rule 15.2 of the Company's Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. Under rule 15.2 of the Company's Constitution, one-third of Directors are required to retire at each annual general meeting (excluding the Managing Director and directors retiring under rule 15.2 of the Constitution).

Dr. Alexei (Alex) Sava, who was appointed as a Director of the Company on 22 April 2021 and was last re-elected at the Company's 2021 Annual General Meeting, retires by rotation and seeks re-election.

5.2 Dr. Sava's qualifications and experience

Dr. Sava is the inventor of the aerosol hydrogen peroxide disinfection process ('nanonebulant'), that became a core technology of ASX200 company, Nanosonics Limited (NAN.ASX). Dr. Sava has extensive experience commercialising his inventions in numerous international markets.

This has provided Dr Sava with strong regulatory and commercial experience, which will be of specific relevance to the Company as it embarks on commercialisation.

Dr. Sava holds the following credentials:

- M.Sc. in Chemical Engineering from the Ukrainian Academy of Science;
- Ph.D. in Physical Chemistry from the Ukrainian Academy of Science;
- Over 35 years' experience in microbiology, chemistry and biochemistry;
- Holding over 100 international patents;
- Authoring over 50 scientific articles

Dr. Sava has achieved commercial success with the following inventions:

- Aerosol hydrogen peroxide disinfection process ('nanonebulant');
- Fast and economical assay of biological and chemical contaminants in hospitals, hotels and residential premises;
World-first pathogen-disinfecting technologies based on symbiotic mixtures of natural enzymes with biocides. Achieving a manyfold reduction in concentration of toxic biocides without compromising biocidal efficacies – one of the friendliest to the environment disinfection processes available to hospitals worldwide.

If re-elected, the Board does not consider that Dr Sava will be an independent Director.

5.3 Directors' Recommendation

The Directors (with Dr. Sava abstaining from making a recommendation), for reasons given in section 5.2, recommend that Shareholders vote **in favour** of this Ordinary Resolution.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change their voting intention on any resolution, in which case an ASX announcement will be made.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Dr Sava will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Dr Sava will not continue in the role as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

6. Glossary

Term	Meaning
\$	Australian dollars.
AEDT	Australian Eastern Daylight Time.
Annual General Meeting, GM or Meeting	means the Annual General Meeting of the Company to be held on 29 November 2024.
Annual Report	means the document entitled "Annual Report" for the Company released to the ASX on 28 June 2024.
Associate	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.
ASX	ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX.
ASX Listing Rules	the listing rules of ASX, as amended from time to time.
Auditor	means the Company's auditor.
Auditor's Report	means the document entitled "Independent Auditor's Report to the Members of Purifloh Limited".
Automic	the Company's Share Registry provider Automic Pty Ltd.
Board	the board of Directors of the Company.

Business Day	means: <ul style="list-style-type: none"> • for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and • for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Brisbane, Queensland.
Chair	the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	“Closely Related Party” of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel’s family members, dependents and companies they control.
Company	Purifloh Limited ACN 124 426 339.
Constitution	the constitution of the Company as at the date of this Explanatory Statement.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Dilato	means Dilato Holdings Pty Ltd ACN 109 588 785.
Director	a director of the Company, namely Mr. Carl Le Souef, Dr. Alex Sava and Mr. Simon Lill.
Directors’ Report	means the document entitled “Directors’ Report” contained within the Annual Report
Equity Security	has the same meaning as set out in Chapter 19 of the ASX Listing Rules and Equity Securities has a corresponding meaning.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Group	means the Company and each of its subsidiaries comprising the consolidated entity referred to in the Company’s 2023 Annual Report.
Key Management Personnel or KMP	has the definition given in <i>Accounting Standards AASB 124 Related Party Disclosure</i> as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.
Listing Rule	means a listing rule of the ASX.
Market Price	has the meaning given to that term in the Listing Rules.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice	the notice of meeting attached to this Explanatory Statement.

Ordinary Resolution	means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.
Proxy Deadline	has the meaning in section 2.3 of the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Remuneration Shares	means the proposed issue of Shares as remuneration for the Relevant Person's services as an Executive Director of the Company in lieu of cash for the Relevant Period.
Related Party	has the meaning set out in the ASX Listing Rule 10.11.
Resolution	a resolution set out in the Notice.
Share	being a fully paid ordinary share in the Company.
Share Registry	being Automic Pty Ltd.
Shareholders	means the shareholders of the Company.
Special Resolution	means a resolution: <ul style="list-style-type: none"> (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.
Statement of Cashflows	means the consolidated Statement of Cashflows for the Company for the year ended 30 June 2023.
Statement of Financial Performance	means the consolidated statement of Profit or Loss and Other Comprehensive Income for the Company for the year ended 30 June 2023 contained within the Annual Report.
Trading Day	means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.
VWAP	means the volume weighted average market price of Shares.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary by email to adam.gallagher@purifloh.com

Your proxy voting instruction must be received by **09.30am (AEDT) on Wednesday, 27 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
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BY EMAIL:

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BY FACSIMILE:

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