



Dear Shareholder,

On behalf of the Directors of Zebit, Inc. (**ASX: ZBT**) (**Zebit** or **Company**), I am pleased to invite you to attend the 2021 Annual Meeting of Zebit (**Annual Meeting** or **AGM**). Enclosed is the Notice of Annual Meeting setting out the business of the AGM.

Given the impact of COVID-19 and current guidelines and restrictions concerning social distancing, the Annual Meeting will be held as a virtual meeting electronically via webcast and an online voting platform (virtual online facility). The Annual Meeting will be held on Thursday 27 May 2021 commencing at 10.00am (Sydney time) (5.00 pm (San Diego time) on Wednesday 26 May 2021). There will be no physical meeting in which Shareholders can attend the AGM meaning that attendance is only via the virtual online facility. A virtual online meeting guide is included with these Annual Meeting materials.

The matters to be considered and voted on at the AGM are described in the accompanying Notice of 2021 Annual Meeting of Shareholders (**Notice of Annual Meeting**) and Proxy Statement.

All Shareholders are invited to attend the AGM. Whether or not you expect to attend the virtual AGM, all Shareholders are strongly encouraged to please submit your Proxy Card or CDI Voting Instruction Form as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

The Board encourages all Shareholders to participate in the AGM using the virtual online facility and submit questions. If you are unable to attend the Annual Meeting via the virtual online facility and have a specific question that you would like to submit to the Chairman of the meeting, please submit your questions to the Company Secretary, Justin Clyne, no later than 10.00am on Monday 24 May 2021 (Sydney time) (5.00pm (San Diego time) on Sunday 23 May 2021).

On behalf of the entire Zebit Board, I would like to thank all Shareholders and the Company's key stakeholders for your continued support of Zebit and I look forward to your attendance at the Annual Meeting.

Yours faithfully,

James M. P. Feuille
Chairman

All capitalised terms used in the Notice of Annual Meeting, Proxy Statement, Proxy Card or CDI Voting Instruction Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report, lodged with the ASX on 31 March 2021.



**NOTICE OF
2021 ANNUAL MEETING OF SHAREHOLDERS**

To be held on
Thursday 27 May 2021 (Australia)
Wednesday 26 May 2021 (U.S.)

The 2021 Annual Meeting of Shareholders of Zebit will be held on Thursday 27 May 2021 at 10.00am (Sydney time) (5.00pm (San Diego time) on Wednesday 26 May 2021) (the “**Meeting Date**”) for the following purposes:

1. Re-Election of Larry Rosenberger as a Class I Director

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

“That Larry Rosenberger is hereby re-elected as a Class I Director of the Company in accordance with Article VII of the Certificate of Incorporation of the Company and Section 2.2 of the Company’s Bylaws.”

The Board of Directors of the Company (**Board**) recommends that our Shareholders vote “**FOR**” on this Item 1 except for Larry Rosenberger who abstains from making a recommendation on Item 1 due to his personal interest in this proposal.

2. Re-Election of Scott Thompson as a Class I Director

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

“That Scott Thompson is hereby re-elected as a Class I Director of the Company in accordance with Article VII of the Certificate of Incorporation of the Company and Section 2.2 of the Company’s Bylaws.”

The Board recommends that our Shareholders vote “**FOR**” on this Item 2 except for Scott Thompson who abstains from making a recommendation on Item 2 due to his personal interest in this proposal.

3. Approval of Additional Placement Capacity under ASX Listing Rule 7.1A

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

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities of up to 10% of the total issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period and on the terms and conditions set out in the Explanatory Notes.”

The Board recommends that our Shareholders vote “**FOR**” on this Item 3.

Record Date and Voting Rights

Shareholders may vote at the Annual Meeting if they are a Shareholder of record, hold CHES Depository Interests (**CDIs**), or are a beneficial owner of Shares or CDIs held in Street Name (as defined below) on Friday 23 April 2021 at 7.00 pm (Sydney time) (2.00am (San Diego time) on Friday 23 April 2021) (**Record Date**). Section 2.4 of the



Company's Amended and Restated Bylaws provides that the Record Date shall not be more than 60 and not less than ten (10) days before the date of the Annual Meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive the Notice of Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. Holders of CDIs may also instruct our CDI depository, CHESS Depository Nominees Pty Ltd (**CDN**), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Instruction Form.

Any Shareholder may request access to the list of Shareholders of Record entitled to vote at the Annual Meeting upon request to the Company's ASX Representative, Justin Clyne, via email to jclyne@clynecorporate.com.au

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 30th April 2021

By Order of the Board

James M. P. Feuille
Chairman



IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE 2021 ANNUAL MEETING OF SHAREHOLDERS:

This Notice of Annual Meeting and Proxy Statement and the 31 December 2020 Financial Statements are available at <https://shareholders.zebit.com/investor-centre/>

Proxy Statement

**2021 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY 27 MAY 2021 (Australia) and WEDNESDAY 26 MAY 2021 (US)**

The Board of Directors (the "**Board**") of Zebit, Inc. (the "**Company**") is soliciting proxies for use at the 2021 Annual Meeting of Shareholders (the "**Annual Meeting**") to be held Thursday 27 May 2021 at 10.00am (Sydney time) (5.00pm (San Diego time) on Wednesday 26 May 2021) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this "**Proxy Statement**") and the accompanying Notice of the 2021 Annual Meeting (the "**Notice of Annual Meeting**") to Shareholders on or about 30 April 2021.

This is a completely virtual Annual Meeting. Shareholders can participate in the Annual Meeting virtually via a virtual online facility as follows.

Holders can watch and participate in the meeting virtually via the online platform by visiting <https://web.lumiagm.com/337063402>.

If you participate in the meeting online as a stockholder, you can log in by:

- (a) Entering the meeting ID of **337-063-402**;
- (b) Selecting "I am a stockholder/proxy";
- (c) Entering your username, which is your Holder ID; and Entering your password, which is your zip code (for US residents) or the three-character country code of your place of registered address (for non-US residents) (eg. New Zealand – NZL). A full list of country codes can be found in the Online Meeting Guide.

If you participate in the meeting online as a proxyholder, you can log in by:

- (a) Entering the meeting ID of **337-063-402**;
- (b) Selecting "I am a stockholder/proxy"; and
- (c) Entering your username and password, which can be obtained by calling + 61 3 9415 4024.

If you participate in the meeting online as a CDI holder, you can log in by:

- (a) Entering the meeting ID of **337-063-402**;
- (b) Selecting "I am a CDI holder/guest"; and
- (c) Entering your name and email address.

For full details on how to log in please refer to the Online Meeting Guide available at <https://shareholders.zebit.com/investor-centre/> or by emailing Zebit's Australian Company Secretary, Justin Clyne, at jclyne@clynecorporate.com.au



QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

At the Annual Meeting, the Shareholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will also report on matters of current interest to Shareholders and respond to any questions from Shareholders who ask questions via the online platform. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Larry Rosenberger as a Class I Director of the Company (“Item 1”);
- the re-election of Scott Thompson as a Class I Director of the Company (“Item 2”); and
- the approval of additional placement capacity under ASX Listing Rule 7.1A (“Item 3”).

Who is entitled to vote at the Annual Meeting?

Only those Shareholders of record, or beneficial owners of Shares or CDIs held in Street Name (as defined below), on Friday 23 April 2021 at 7.00 pm (Sydney time) (2.00am (San Diego time) on Friday 23 April 2021) (the “**Record Date**”), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at the Record Date, there are 94,590,570 Shares of common stock outstanding (equivalent to 94,590,570 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 94,590,570 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents one Share of common stock.

Votes for, against, and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Item 1 and Item 2. Voting exclusions applicable to Item 3 are set out in “What is the voting requirement to approve each of the items set forth in the Notice of Annual Meeting?” section.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.6 of the Company’s Bylaws, the holders of one-third of the Shares of stock issued and outstanding and entitled to vote at the Annual Meeting must be present in person (including by means of remote communication) or represented by proxy to constitute a quorum for the transaction of business. Shares are counted as present at the Annual Meeting if:

- the Shareholder of record on the Record Date is present virtually (by registering their attendance via the virtual online facility at the Annual Meeting); and
- the Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and shares represented by “broker non-votes” are counted for the purpose of determining the presence of a quorum.



What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your “proxy vote”.

What is the difference between a Shareholder of record and a “Street Name” holder?

If you own Shares registered directly in your name with the Company’s U.S. share registrar, Computershare Trust Company, N.A. (“Computershare”), you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the virtual Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name (“**Street Name**”). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the Annual Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive the Notice of Annual Meeting and attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Instruction Form.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Can I vote my Shares or CDIs in person at the meeting?

Please Note: *You may only vote your Shares in person at the Annual Meeting by registering and participating in the virtual online facility if you own shares of common stock and are a Shareholder of record on the Record Date. CDI holders can participate in the Annual Meeting by registering and participating in the virtual online facility, however are unable to vote during the meeting. For votes to be counted, CDI holders must submit their properly completed CDI Voting Form and lodge it with the Company by the due date and in a manner as set out in this Notice of Annual Meeting.*

Even if you currently plan to attend the virtual meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the Annual Meeting will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting only if you obtain and provide to Computershare prior to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.



How do I vote my Shares of common stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, every holder of common stock present themselves or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

Proxy Forms	
By mail	c/o Computershare Investor Services PO Box 505008 Louisville, KY 40233-9814 USA
Online	www.investorvote.com/ZBT
By phone	1-800-652-8683 (USA, US Territories & Canada only). Follow the instructions provided by the recorded message.
At the Annual Meeting by the following link: https://web.lumiagm.com/337063402	

How do I vote if I hold CDIs?

Important: If you are a CDI holder, you must take one of the following actions in order to vote at the Annual Meeting:

- a) Instructing CHES Depository Nominees Pty Ltd. (“CDN”), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Computershare.
- b) Converting your CDIs into Shares of common stock and voting such Shares at the meeting in person or by proxy.

Note: In order to vote as a common stock holder in person at the virtual Annual Meeting, such conversion to common stock must be completed prior to the Record Date. CDI holders should contact the Share Registry for information regarding the conversion process. If CDI holders convert their holding to common stock prior to the Record Date, then they may follow the instructions above for voting as a common stock holder.

- c) Informing the Company that you wish to nominate yourself or another person to be appointed as CDN’s proxy with respect to the Shares underlying your CDIs for the purposes of attending and voting at the Annual Meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

Each CDI represents one Share. Therefore, each CDI holder will be entitled to one vote for every CDI that they hold.



CDI Voting Instruction Forms (Australian Register)	
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
Online:	www.investorvote.com.au
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name, you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record or CDI holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by Computershare no later than 10.00am (Sydney time) on Tuesday 25 May 2021 (Sydney time) (5.00pm San Diego time on Monday 24 May 2021).

CDI Voting Instruction Forms

Completed CDI Voting Instruction Forms must be provided to Computershare no later than 10.00am (Sydney time) on Monday 24 May 2021 (Sydney time) (5.00pm San Diego time on Sunday 23 May 2021), in accordance with the instructions on that form. The CDI voting deadline is one business day prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person (virtual attendance)

Physical attendance to the AGM is not available due to health and safety concerns related to the COVID-19 pandemic. Shareholders may attend the virtual online facility and vote online using the facility during the meeting. CDI Holders may attend the virtual AGM but will not be able to lodge a vote using the virtual online facility and are therefore urged to complete and submit their CTI Voting Forms as described above, for their vote to be counted.

Voting requirements and voting exclusions to approve each of the items set forth in the Notice of Annual Meeting

Please Note: *If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a “non-vote” occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the items.*

Abstentions are considered Shares present and entitled to vote for the purposes of determining a quorum, but will have no effect on the election of Directors.



Subject to voting exclusion statements for a proposal, the vote required to approve each Item is set forth below. Information on voting exclusions is also set forth below.

Item 1 – Re-election of Larry Rosenberger as a Director of the Company

Item 2 – Re-election of Scott Thompson as a Director of the Company

Section 2.9 of the Company’s Bylaws provides that all elections shall be determined by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors, and except as otherwise required by law, all other matters shall be determined by the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter.

Members of the Board are elected by plurality vote. Accordingly, the two Director nominees who receive the highest number of “FOR” votes will be elected as Directors. You may vote “FOR” or “ABSTAIN” on the re-election of each Director.

Item 3 – Approval of additional placement capacity under ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.3A, the Company will exclude any votes cast in favour of Item 3 by or on behalf of:

- a person who is expected to participate in, or obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person (or those persons).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chairman to vote on the resolution as the chairman decides; or
- a holder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder’s votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Annual Meeting it is not known who (if anyone) may participate in an issue under the additional placement capacity (if any). On that basis, no Shareholder or CDI Holder is currently excluded from voting on this Resolution

How do I change my vote or revoke my proxy?

If you are a Shareholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with our ASX Representative at or before the taking of the vote at the Annual Meeting in the manner specified below;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Annual Meeting using the virtual online facility, revoking your proxy, and voting via the online facility.

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If the written statement is not filed at the AGM, the written statement to the ASX Representative should be delivered by not later than 10.00am (Sydney time) on Tuesday 25 May 2021 (being 5.00pm on Monday 24 May San Diego time). The written statement can be delivered by hand or mail to Clyne Corporate Advisory Pty Ltd, Suite 6.02, Level 6, 28 O'Connell Street, Sydney NSW 2000 or by mail to GPO Box 4626 Sydney, NSW, 2001, Attention: Justin Clyne.

If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

If you are a holder of CDIs and you direct CDN how to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, by 10.00am on Monday 24 May 2021 (Sydney time) (5.00pm San Diego time on Sunday 23 May 2021) a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting in person?

Only Shareholders that attend the AGM via the virtual online facility will be able to ask questions at the meeting. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question via email to Justin Clyne at jclyne@clynecorporate.com.au OR to: Clyne Corporate Advisory Pty Ltd, Suite 6.02, Level 6, 28 O'Connell Street, Sydney NSW 2000 or to GPO Box 4626 Sydney, NSW, 2001, Attention: Justin Clyne no later than 10.00am (Sydney time) on Monday 24 May 2021 (Sydney time) (5.00pm (San Diego time) on Sunday 23 May 2021).

THIS NOTICE IS BEING GIVEN ON 30 April, 2021.



Items of Business at the Annual Meeting

ITEMS 1 - 2 – RE-ELECTION OF CLASS I DIRECTORS

Article VII of the Company's Certificate of Incorporation provides that our Board is divided into three classes with staggered three-year terms. At each Annual Meeting of Shareholders, a class of Directors will be elected for a three-year term to succeed the same class whose term is then expiring. There are two Class I Directors whose current term of office expires at the Annual Meeting: Larry Rosenberger and Scott Thompson.

If elected, the two Directors will each hold office until the 2024 Annual Meeting of Shareholders or until their earlier resignation or removal.

ASX Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual Meeting of the Company.

Item 1: Re-election of Larry Rosenberger to the Board

The Board of Directors appointed Larry Rosenberger as a Class I Director of the Company, which came into effect upon listing of the Company on the ASX on 26 October 2020. In accordance with Article VII of the Company's Certificate of Incorporation, the Board has nominated Larry Rosenberger for reelection as a Class I Director at the Annual Meeting and being eligible for re-election, submits himself for re-election as a Director by Shareholders of the Company.

Larry is a pioneer in the field of predictive, decision, learning and behavioral analytics. He has a strong background in using data and analytics to invent solutions that positively impact people in the credit, insurance, retailing, health/wellness, safety and education spaces. Larry graduated from Massachusetts Institute of Technology with a Bachelor of Science in Physics, and earned a Masters in Physics and two Masters in Operations Research from the University of California Berkeley.

If elected, Larry Rosenberger will hold office as a Class I Director until the 2024 Annual Meeting of Shareholders or until his successor is duly elected and qualified. If elected, the Board considers that Larry Rosenberger continues to be an independent Director.

Board Recommendation and Chairman's voting intention for Item 1:

The Board (other than Larry Rosenberger) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 2: Re-election of Scott Thompson to the Board

The Board of Directors appointed Scott Thompson as a Class I Director of the Company, which came into effect upon listing of the Company on the ASX on 26 October 2020. In accordance with Article VII of the Company's Certificate of Incorporation, the Board has nominated Scott Thompson for reelection as a Class I Director at the Annual Meeting and being eligible for re-election, submits himself for re-election as a Director by Shareholders of the Company.

Scott is the CEO of Tuition.io which focuses on reducing student loan debt. He joined Tuition.io from ShopRunner where he served as CEO and led the company's rapid retail and member network expansion over four years. Prior to ShopRunner, Scott was CEO of Yahoo. Before that, he served as President of PayPal during its most rapid growth period. During his tenure, he helped grow revenue from \$1 billion to \$4.4 billion and established PayPal as the leading global online payment service. Scott holds a bachelor's degree in accounting from Stonehill College.

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If elected, Scott Thompson will hold office as a Class I Director until the 2024 meeting of Shareholders or until his successor is duly elected and qualified. If elected, the Board considers that Scott Thompson continues to be an independent Director.

Board Recommendation and Chairman's voting intention for Item 2:

The Board (other than Scott Thompson) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

ITEM 3 – APPROVAL OF ADDITIONAL PLACEMENT CAPACITY UNDER ASX LISTING RULE 7.1A

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by **special** resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Item 3 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Item 3 for it to be passed.

If Item 3 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the Annual General Meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of AUD\$119.2m (based on the number of Shares and CDIs on issue and the closing price of CDIs on the ASX on Friday 23 April 2021).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being CDIs (ASX Code: ZBT).

The number of equity securities that the Company may issue under the approval sought by Item 3 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;*
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;*
- (iii) plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and*
- (iv) less the number of fully paid Shares cancelled in the 12 months.*



$D = 10\%$.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.4.

Specific Information Required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 3:

Period for which the approval will be valid

If Shareholder approval is granted for Item 3, then that approval will expire on the earlier of:

- 26 May 2022, being 12 months from the date of the Annual Meeting;
- the time and date of the Company's next Annual Meeting; or
- the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders and CDI Holders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Minimum price

Under the ASX Listing Rules, the Securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities; or
- if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

Purposes of issue under additional placement capacity

The Company is in a strong growth phase and, as such, may issue equity securities under the additional placement capacity for various purposes including but not limited to such things as acquisitions, general working capital and to raise funds to further develop the Company's product offerings.

The Company will comply with the disclosure obligations under Listing Rules 7.1A4 and 3.10.3 upon issue of any Equity Securities.

Risk of economic and voting dilution

Shareholders and CDI Holders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the additional placement capacity, including the risk that:

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



Any issue of equity securities under the additional placement capacity will dilute the interests of Shareholders and CDI Holders who do not receive any equity securities under the issue.

If Item 3 is approved and the Company issues the maximum number of equity securities available under the additional placement capacity, the economic and voting dilution of existing Shares and CDIs would be as shown in the table below.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.71 50% decrease in Issue Price	\$1.42 Issue Price	\$2.84 100% increase in Issue Price
Current Variable A 94,590,570	10% Voting dilution	9,459,570	9,459,570	9,459,570
	Funds Raised	\$6,716,294.70	\$13,432,589.40	\$26,865,178.80
50% increase in current Variable A 141,885,855	10% Voting dilution	14,188,585	14,188,585	14,188,585
	Funds Raised	\$10,073,895.35	\$20,147,790.70	\$40,295,581.40
100% increase in current Variable A 189,181,140	10% Voting dilution	18,918,114	18,918,114	18,918,114
	Funds Raised	\$13,431,860.94	\$26,863,721.88	\$53,727,443.76

Notes:

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (b) The table shows only the effect of shares issues under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (c) The current issue price is **\$1.42**, being the closing price of the CDI's on ASX on **31 March 2021**.
- (d) The current number of shares on issue is the CDI's on issue as at 31 March 2021, being 94,590,570.

Allocation under the additional placement capacity

The allottees of the equity securities to be issued under the additional placement capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders and CDI Holders or new investors (or both), none of whom will be related parties to the Company.

The Company will determine the allottees at the time of the issue of the additional placement capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where the existing Shareholders and CDI Holders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).



Effect if Resolution 3 is not Passed

If Resolution 3 is not passed by Shareholders, the Company will be limited to the 15% placement capacity under Listing Rule 7.1 of the ASX Listing Rules.

Board Recommendation and Chairman's voting intention for Item 3:

The Board recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution. The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Special Resolution.

OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) (**Corporations Act**) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 31 December 2020. The Corporations Act does not require a vote of Shareholders on the reports or statements. However, the Shareholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the Company's website: <https://shareholders.zebit.com/investor-centre/>

If a Shareholder would like to receive a hard copy, please contact the Company's share registry.



Zebit, Inc.
ABRN 639 736 726



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10.00 a.m. (Sydney time) Monday, 24 May 2021.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every one (1) CDI registered in your name at 7.00 p.m. (Sydney time) Friday, 23 April 2021 entitles you to one (1) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark to indicate your directions


STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Zebit, Inc. hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Zebit, Inc. to be held virtually on Thursday, 27 May 2021 at 10.00 a.m. (Sydney time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

 PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Abstain
1	Re-Election of Larry Rosenberger as a Director	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-Election of Scott Thompson as a Director	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
3	Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____



Online meeting guide

Getting started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID

Meeting ID as provided in the Notice of Meeting.

Australian residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN.

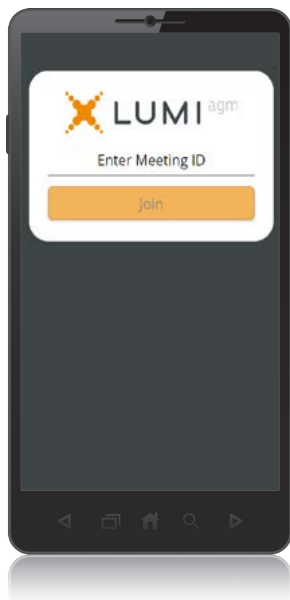
A full list of country codes is provided at the end of this guide.

Appointed Proxies

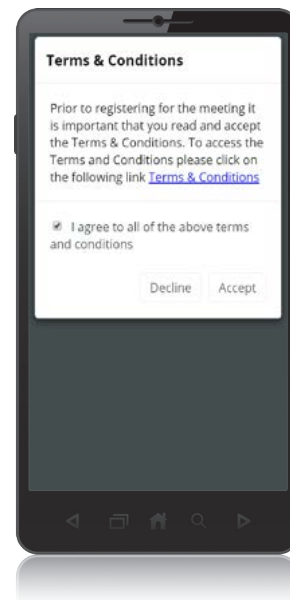
To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Participating at the meeting

- 1 To participate in the meeting you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.



- 2 To proceed into the meeting, you will need to read and accept the Terms & Conditions



Icon descriptions



Voting icon, used to vote. Only visible when the Chair opens the poll.



Home page icon, displays meeting information.



Questions icon, used to ask questions.



The broadcast bar allows you to view and listen to the proceedings.

3 To register as a securityholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



4 To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



5 To register as a guest, select 'Guest' and enter your name and email address.




6 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.



Icon descriptions

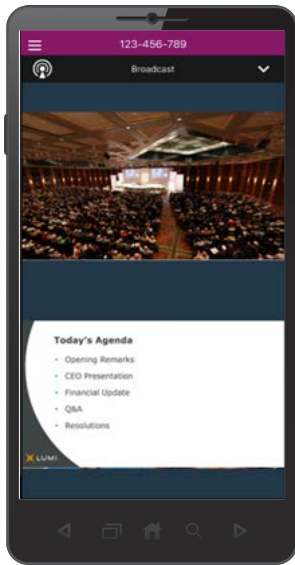
 Voting icon, used to vote. Only visible when the Chair opens the poll.


 Home page icon, displays meeting information.

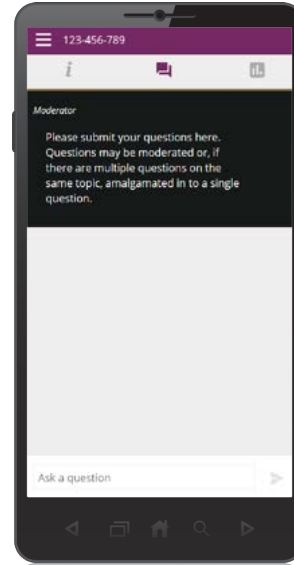
 Questions icon, used to ask questions.


 The broadcast bar allows you to view and listen to the proceedings.

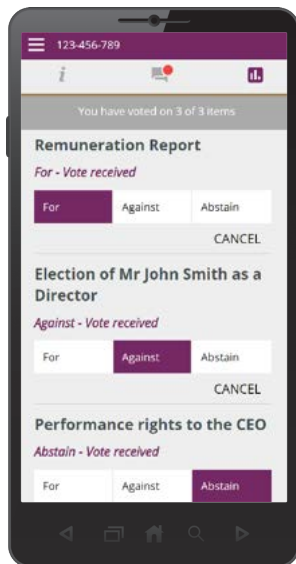
- 7 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Toggle between the up and down arrow to switch between screens.




- 8 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.




- 9 When the Chair declares the poll open:
- > A voting icon  will appear on screen and the meeting resolutions will be displayed
 - > To vote, tap one of the voting options. Your response will be highlighted
 - > To change your vote, simply press a different option to override
- The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



Icon descriptions

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 The broadcast bar allows you to view and listen to the proceedings.

For Assistance

If you require assistance before or during the meeting please call +61 3 9415 4024

COUNTRY CODES

Select your country code from the list below and enter it into the 'Postcode or Country Code' field.

ABW ARUBA	DEU GERMANY	KHM CAMBODIA	PRK KOREA DEM PEOPLES REPUBLIC OF	TJK TAJIKISTAN
AFG AFGHANISTAN	DJI DJIBOUTI	KIR KIRIBATI	PRT PORTUGAL	TKL TOKELAU
AGO ANGOLA	DMA DOMINICA	KNA ST KITTS AND NEVIS	PRY PARAGUAY	TKM TURKMENISTAN
AIA ANGUILLA	DNK DENMARK	KOR KOREA REPUBLIC OF	PSE PALESTINIAN TERRITORY OCCUPIED	TLS EAST TIMOR
ALA ALAND ISLANDS	DOM DOMINICAN REPUBLIC	KWT KUWAIT	PYF FRENCH POLYNESIA	TMP EAST TIMOR
ALB ALBANIA	DZA ALGERIA	LAO LAO PDR	QAT QATARPL NEPAL	TON TONGA
AND ANDORRA	ECU ECUADOR	LBN LEBANON	NRU NAURU	TTO TRINIDAD & TOBAGO
ANT NETHERLANDS ANTILLES	EGY EGYPT	LBR LIBERIA	NZL NEW ZEALAND	TKM TURKMENISTAN
ARE UNITED ARAB EMIRATES	ERI ERITREA	LBY LIBYAN ARAB JAMAHIRIYA	OMN OMAN	TLS EAST TIMOR DEMOCRATIC REP OF
ARG ARGENTINA	ESH WESTERN SAHARA	LCA ST LUCIA	PAK PAKISTAN	TMP EAST TIMOR
ARM ARMENIA	ESP SPAIN	LIE LIECHTENSTEIN	PAN PANAMA	TON TONGA
ASM AMERICAN SAMOA	EST ESTONIA	LKA SRI LANKA	PCN PITCAIRN ISLANDS	TTO TRINIDAD & TOBAGO
ATA ANTARCTICA	ETH ETHIOPIA	LSO LESOTHO	PER PERU	TZA TANZANIA UNITED REPUBLIC OF
ATF FRENCH SOUTHERN TERRITORIES	FIN FINLAND	LTU LITHUANIA	PHL PHILIPPINES	UGA UGANDA
ATG ANTIGUA AND BARBUDA	FJI FIJI	LUX LUXEMBOURG	PLW PALAU	UKR UKRAINE
AUS AUSTRALIA	FLK FALKLAND ISLANDS (MALVINAS)	LVA LATVIA	PNG PAPUA NEW GUINEA	UMI UNITED STATES MINOR OUTLYING
AUT AUSTRIA	FRA FRANCE	MAC MACAO	POL POLAND	URY URUGUAY
AZE AZERBAIJAN	FRO FAROE ISLANDS	MAF ST MARTIN	PRI PUERTO RICO	USA UNITED STATES OF AMERICA
BDI BURUNDI	FSM MICRONESIA	MAR MOROCCO	PRK KOREA DEM PEOPLES REPUBLIC OF	UZB UZBEKISTAN
BEL BELGIUM	GAB GABON	MCO MONACO	PRT PORTUGAL	VAT HOLY SEE (VATICAN CITY STATE)
BEN BENIN	GBR UNITED KINGDOM	MDA MOLDOVA REPUBLIC OF	PRY PARAGUAY	VCT ST VINCENT & THE GRENADINES
BFA BURKINA FASO	GEO GEORGIA	MDG MADAGASCAR	PSE PALESTINIAN TERRITORY OCCUPIED	VEN VENEZUELA
BGD BANGLADESH	GGY GUERNSEY	MDV MALDIVES	PYF FRENCH POLYNESIA	VGB BRITISH VIRGIN ISLANDS
BGR BULGARIA	GHA GHANA	MEX MEXICO	QAT QATAR	VIR US VIRGIN ISLANDS
BHR BAHRAIN	GIB GIBRALTAR	MHL MARSHALL ISLANDS	REU REUNION	VNM VIETNAM
BHS BAHAMAS	GIN GUINEA	MKD MACEDONIA FORMER YUGOSLAV REP	ROU ROMANIA	VUT VANUATU
BIH BOSNIA & HERZEGOVINA	GLP GUADELOUPE	MLI MALI	RUS RUSSIAN FEDERATION	WLF WALLIS AND FUTUNA
BLM ST BARTHELEMY	GMB GAMBIA	MLT MALTA	RWA RWANDA	WSM SAMOA
BLR BELARUS	GNB GUINEA-BISSAU	MMR MYANMAR	SAU SAUDI ARABIA KINGDOM OF	YEM YEMEN
BLZ BELIZE	GNQ EQUATORIAL GUINEA	MNE MONTENEGRO	SCG SERBIA AND MONTENEGRO	YMD YEMEN DEMOCRATIC
BMU BERMUDA	GRC GREECE	MNG MONGOLIA	SDN SUDAN	YUG YUGOSLAVIA SOCIALIST FED REP
BOL BOLIVIA	GRD GRENADA	MNP NORTHERN MARIANA ISLANDS	SEN SENEGAL	ZAF SOUTH AFRICA
BRA BRAZIL	GRL GREENLAND	MOZ MOZAMBIQUE	SGP SINGAPORE	ZAR ZAIRE
BRB BARBADOS	GTM GUATEMALA	MRT MAURITANIA	SGS STH GEORGIA & STH SANDWICH ISL	ZMB ZAMBIA
BRN BRUNEI DARUSSALAM	GUF FRENCH GUIANA	MSR MONTSERRAT	SHN ST HELENA	ZWE ZIMBABWE
BTN BHUTAN	GUM GUAM	MTQ MARTINIQUE	SJM SVALBARD & JAN MAYEN	
BUR BURMA	GUY GUYANA	MUS MAURITIUS	SLB SOLOMON ISLANDS	
BVT BOUVET ISLAND	HKG HONG KONG	MWI MALAWI	SLE SIERRA LEONE	
BWA BOTSWANA	HMD HEARD AND MCDONALD ISLANDS	MYS MALAYSIA	SLV EL SALVADOR	
BLR BELARUS	HND HONDURAS	MYT MAYOTTE	SMR SAN MARINO	
CAF CENTRAL AFRICAN REPUBLIC	HRV CROATIA	NAM NAMIBIA	SOM SOMALIA	
CAN CANADA	HTI HAITI	NCL NEW CALEDONIA	SPM ST PIERRE AND MIQUELON	
CCK COCOS (KEELING) ISLANDS	HUN HUNGARY	NER NIGER	SRB SERBIA	
CHE SWITZERLAND	IDN INDONESIA	NFK NORFOLK ISLAND	STP SAO TOME AND PRINCIPE	
CHL CHILE	IMN ISLE OF MAN	NGA NIGERIA	SUR SURINAME	
CHN CHINA	IND INDIA	NIC NICARAGUA	SVK SLOVAKIA	
CIV COTE D'IVOIRE	IOT BRITISH INDIAN OCEAN TERRITORY	NIU NIUE	SVN SLOVENIA	
CMR CAMEROON	IRL IRELAND	NLD NETHERLANDS	SWE SWEDEN	
COD CONGO DEMOCRATIC REPUBLIC OF	IRN IRAN ISLAMIC REPUBLIC OF	NOR NORWAY	SWZ SWAZILAND	
COG CONGO PEOPLES REPUBLIC OF	IRQ IRAQ	PL NEPAL	SYC SEYCHELLES	
COK COOK ISLANDS COL COLOMBIA	ISL ICELAND	NRU NAURU	SYR SYRIAN ARAB REPUBLIC	
COM COMOROS	ISM BRITISH ISLES	NZL NEW ZEALAND	TCA TURKS AND CAICOS ISLANDS	
CPV CAPE VERDE	ISR ISRAEL	OMN OMAN	TCO CHAD	
CRI COSTA RICA	ITA ITALY	PAK PAKISTAN	TGO TOGO	
CUB CUBA	JAM JAMAICA	PAN PANAMA	THA THAILAND	
CXR CHRISTMAS ISLAND	JEY JERSEY	PCN PITCAIRN ISLANDS		
CYM CAYMAN ISLANDS	JOR JORDAN	PER PERU		
CYP CYPRUS	JPN JAPAN	PHL PHILIPPINES		
CZE CZECH REPUBLIC	KAZ KAZAKHSTAN	PLW PALAU		
	KEN KENYA	PNG PAPUA NEW GUINEA		
	KGZ KYRGYZSTAN	POL POLAND		
		PRI PUERTO RICO		