

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To Company Name/Scheme ZIP CO LIMITED (Z1P)

ACN/ARSN ACN 139 546 428

#### 1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 02/04/2019

The previous notice was given to the company on 26/03/2019

The previous notice was dated 26/03/2019

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	49,477,283	14.42%	55,304,621	15.85%

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
02/04/2019	Westpac Banking Corporation	Issue of ordinary shares under top-up right pursuant to agreement between WBC and Z1P (a copy of which is attached as	\$8,893,045.44	5,812,448 Ordinary Shares	5,812,448

		Annexure C)			
See Annexure A	WBC & its Associates , Asgard Capital Management Limited, BT Funds Management Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
Westpac Banking Corporation	Westpac Banking Corporation	Westpac Banking Corporation	Registered holder of ZIP Ordinary Shares	55,195,164 Ordinary Shares	55,195,164
BT Funds Management Limited	BT Portfolio Services Limited	BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	79,837 Ordinary Shares	79,837
Asgard Capital Management Limited	Asgard Capital Management Limited	Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	29,620 Ordinary Shares	29,620

#### 5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation	Level 18, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 18, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 18, Westpac Place, 275 Kent Street, Sydney NSW 2000
ZIP CO LIMITED (Z1P)	The Company Secretary ZIP CO LIMITED (Z1P) Level 14, 10 Spring Street Sydney NSW 2000

## Signature

Print name Tim Hartin Capacity Company Secretary

Sign here \_\_\_\_\_ Date 04/04/2019

## **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

## ANNEXURE A

This is annexure 'A' (being 1 page) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin– Company Secretary, Westpac Banking Corporation 04/04/2019

### TRANSACTION HISTORY

Sales & Purchases for the period : 23/03/2019 to 2/04/2019

SECURITY: Z1P

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#### Asgard Capital Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/03/2019	Asgard Capital Management Limited	Purchase	10,000	16,900.00	Ordinary	10,000
	<b>Total</b>		<b>10,000</b>	<b>16,900.00</b>		
	<b>Asgard Capital Management Limited Total :</b>		<b>10,000</b>	<b>16,900.00</b>		

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#### BT Funds Management Limited

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Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/03/2019	BT Portfolio Services Limited	Purchase	4,890	8,499.31	Ordinary	4,890
	<b>Total</b>		<b>4,890</b>	<b>8,499.31</b>		
	<b>BT Funds Management Limited Total :</b>		<b>4,890</b>	<b>8,499.31</b>		

## ANNEXURE B – ASSOCIATED COMPANIES

This is annexure ‘B ’ (being 2 pages) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin– Company Secretary, Westpac Banking Corporation – 04/04/2019

Westpac Banking Corporation	Australia	St.George Commercial Credit Corporation Limited	Australia
1925 (Commercial) Pty Limited	Australia	St.George Custodial Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	St.George Equity Finance Limited	Australia
1925 Advances Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Advance Asset Management Limited	Australia	St.George Finance Limited	Australia
Altitude Administration Pty Limited	Australia	St.George Life Limited	Australia
Altitude Rewards Pty Limited	Australia	St.George Motor Finance Limited	Australia
Aotearoa Financial Services Limited	New Zealand	St.George Security Holdings Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	Sydney Capital Corporation Inc.	USA
Asgard Capital Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
Asgard Wealth Solutions Limited	Australia	Value Nominees Pty Limited	Australia
Belliston Pty Limited	Australia	W2 Investments Pty Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	Waratah Receivables Corporation Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Waratah Securities Australia Limited	Australia
BT Australia Pty Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Financial Group (NZ) Limited	New Zealand	Westpac Administration 2 Pty Limited	Australia
BT Financial Group Pty Limited	Australia	Westpac Administration 3 Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Westpac Administration 4 Pty Limited	Australia
BT Funds Management Limited	Australia	Westpac Administration Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Westpac Altitude Rewards Trust	Australia
BT Portfolio Services Limited	Australia	Westpac Americas Inc.	USA
BT Private Nominees Pty Limited	Australia	Westpac Asian Lending Pty Limited	Australia
BT Securities Limited	Australia	Westpac Bank-PNG-Limited	Papua New Guinea
Capital Corporate Finance Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Capital Finance (NZ) Limited	Australia	Westpac Capital Markets LLC	USA
Capital Finance Australia Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Capital Finance New Zealand Limited	New Zealand	Westpac Cash PIE Fund	New Zealand
Capital Fleetlease Limited	Australia	Westpac Covered Bond Trust	Australia
Capital Motor Finance Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Capital Rent Group Limited	Australia	Westpac Databank Pty Limited	Australia
CBA Limited	Australia	Westpac Debt Securities Pty Limited	Australia
Challenge Limited	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade ABS Series 2015-1 Trust	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade ABS Series 2016-1 Trust	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade ABS Series 2017-1 Trust	Australia	Westpac Europe Limited	UK
Crusade ABS Series 2017-1P Trust	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade ABS Series 2018-1P Trust	Australia	Westpac Financial Consultants Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Trust No.2P of 2008	Australia	Westpac Financial Services Group Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
eQR Securities Pty. Limited	Australia	Westpac Financial Services Limited	Australia
General Credits Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac General Insurance Services Limited	Australia

Hastings Investment Management Pty Ltd	Australia	Westpac Global Capital Markets Pty Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Group Investment-NZ-Limited	New Zealand
Magnitude Group Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac Investment Capital Corporation	USA
Net Nominees Limited	Australia	Westpac Investment Vehicle No.2 Pty Limited	Australia
Number 120 Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Life Insurance Services Limited	Australia
Pendal Short Term Income Fund	Australia	Westpac Life-NZ-Limited	New Zealand
Pendal Long Term Income Fund	Australia	Westpac New Zealand Group Limited	New Zealand
Planwise AU Pty Ltd	Australia	Westpac New Zealand Limited	New Zealand
Qvalent Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Nominees-NZ-Limited	New Zealand
Reinventure Special Purpose Investment Unit Trust	Australia	Westpac Notice Saver PIE Fund	New Zealand
Reinventure Fund, I.L.P.	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Reinventure Fund II I.L.P.	Australia	Westpac NZ Covered Bond Limited	New Zealand
Reinventure Fund III I.L.P.	Australia	Westpac NZ Operations Limited	New Zealand
RMS Warehouse Trust 2007-1	Australia	Westpac NZ Securitisation Holdings Limited	New Zealand
Sallmoor Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Securitor Financial Group Limited	Australia	Westpac NZ Securitisation No.2 Limited	New Zealand
Seed Pool Trust No. 2	Australia	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Series 2008-1M WST Trust	Australia	Westpac Overseas Holdings Pty Limited	Australia
Series 2009-1 WST Trust	Australia	Westpac Properties Limited	Australia
Series 2011-1 WST Trust	Australia	Westpac RE Limited	Australia
Series 2011-2 WST Trust	Australia	Westpac Securities Administration Limited	Australia
Series 2011-3 WST Trust	Australia	Westpac Securities Limited	Australia
Series 2012-1 WST Trust	Australia	Westpac Securities NZ Limited	New Zealand
Series 2013-1 WST Trust	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Series 2013-2 WST Trust	Australia	Westpac Securitisation Management Pty Limited	Australia
Series 2014-1 WST Trust	Australia	Westpac Singapore Limited	Singapore
Series 2014-2 WST Trust	Australia	Westpac Structured Products Limited	Australia
Series 2015-1 WST Trust	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Series 2019-1 WST Trust	Australia	Westpac Syndications Management Pty Limited	Australia
SIE-LEASE (Australia) Limited	Australia	Westpac Term PIE Fund	New Zealand
SIE-LEASE (New Zealand) Pty Limited	New Zealand	Westpac TPS Trust	Australia
Sixty Martin Place (Holdings) Pty Limited	Australia	Westpac Unit Trust	Australia
St.George Business Finance Pty Limited	Australia	Westpac USA Inc.	USA

## ANNEXURE C

This is the annexure 'C' (being 5 pages including this page) referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

The copies of the documents attached to this annexure 'C' are a true copy of the originals.

Tim Hartin– Company Secretary, Westpac Banking Corporation – 04/04/2019



13 March 2019

The Directors  
Zip Co Limited  
Level 14, 10 Spring Street  
Sydney NSW 2000

**Private and Confidential**

Dear Sirs

### Agreement in connection with Subscription Agreement

We refer to the subscription agreement between Zip Co Limited (formerly zipMoney Limited) (the *Issuer*) and Westpac Banking Corporation (the *Subscriber*) dated 4 August 2017 (the *Subscription Agreement*).

On 11 March 2019, the Issuer notified the Subscriber of its intention to conduct a capital raising to raise approximately \$48 million (the *Proposed Capital Raising*). This letter deed records the parties' agreement in relation to the Proposed Capital Raising.

Unless otherwise defined in this letter deed, capitalised terms have the meanings given to those terms in the Subscription Agreement.

#### 1. Terms of Proposed Capital Raising

- 1.1 The Issuer agrees that the Proposed Capital Raising is subject to, and will be conducted on, the following terms and conditions:
  - (a) The amount to be raised pursuant to the Proposed Capital Raising (pre-transaction costs) and the New Subscription Shares (defined below) will be no greater than A\$57 million;
  - (b) The issue price under the Proposed Capital Raising will be \$1.53 per Share (*Proposed Capital Raising Price*);
  - (c) The maximum number of Shares to be issued under the Proposed Capital Raising will be approximately 37 million.;
  - (d) Shares to be issued under the Proposed Capital Raising will be freely transferable from their date of issue and will rank equally with all existing Shares then on issue;
  - (e) The Proposed Capital Raising will not require, or be subject to, Shareholder approval or any other regulatory approval; and
  - (f) The Proposed Capital Raising will be conducted in accordance with all applicable laws and the ASX Listing Rules.
- 1.2 The Issuer agrees to immediately provide to the Subscriber copies of all information in connection with the Proposed Capital Raising that is provided by the Issuer or on its behalf to Shaw and Partners Ltd, or to prospective investors in the Proposed Capital Raising.
- 1.3 The parties agree that clause 17 of the Subscription Agreement continues to apply and a party will not make any public announcement or statement about the Subscriber's potential participation in the

WESTPAC BANKING CORPORATION ABN 33 007 457 141





Proposed Capital Raising except as follows (or using such other language as agreed by the parties in advance in writing):

"As previously announced by the Company on 7 August 2017 and 8 September 2017, under the terms of the investment by Westpac Banking Corporation Limited ("Westpac") in the Company, Westpac was granted a top-up right which will enable Westpac to maintain its percentage shareholding in Zip by participating in the Placement. The Company confirms that notice has been given to Westpac for the purpose of Westpac considering its top-up right. In the event that Westpac exercises its top-up right, Westpac will be entitled to subscribe for up to an additional (insert) shares in the Company raising up to an additional (insert) million. Westpac and the Company have agreed that Westpac has until [1 April 2019] to advise the Company if it will take up its entitlement (including the extent to which it will take up its entitlement). If Westpac does not take up its entitlement in full, Zip may offer the remaining shares to other professional and sophisticated investors."

## 2. Top up Right

Notwithstanding when the Issuer undertakes the Proposed Capital Raising, the Issuer will provide the Subscriber with the opportunity to participate in a New Issue of Shares (the **New Subscription Shares**) on a basis that enables the Subscriber to maintain its same ownership interest in the Shares of the Issuer based on the total number of Shares on issue as at 11 March 2019 (the **Top up Right**). The Top up Right is to be on the following terms:

- (a) The Subscriber's Entitlement under the Top up Right will be on equivalent terms to those offered to other subscribers under the Proposed Capital Raising.
- (b) The Subscriber has until 5.00pm on Monday, 1 April 2019 to determine whether to exercise the Top up Right.
- (c) If the Subscriber elects to exercise the Top up Right, the Subscriber must confirm in writing its intent to do so (including the extent to which it intends to take up) to the Issuer by the time specified in sub-paragraph 2(b). Such notice once given is irrevocable.
- (d) If the Subscriber does not confirm to the Issuer in writing its intent to take up the Top up Right in accordance with sub-paragraphs 2(b) and (c), the Subscriber will be deemed to have elected not to take up the Top up Right and the Issuer will be entitled to place the Subscriber's Entitlement with one or more third parties. If the Subscriber only elects to take up part (but not all) of its Top up Right in accordance with sub-paragraphs 2(b) and (c), the Issuer will be entitled to place some or all of the remainder of the Subscriber's Entitlement with one or more third parties.
- (e) On receipt of a notice from the Subscriber in accordance with sub-paragraphs 2(b) and (c), the Issuer must do all things necessary so that the settlement date for the new subscription will be on the third Business Day after the date of the notice from the Subscriber (the **Settlement Date**).
- (f) On the Settlement Date, the Issuer must:
  - (i) issue the New Subscription Shares to the Subscriber (or its nominees or custodians, as directed in writing by the Subscriber);
  - (ii) deliver to the Subscriber a holding statement from the Issuer's Share registry confirming that the name (and relevant details) of the Subscriber has been entered onto the Issuer's Share register as the holder of the New Subscription Shares;

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- (iii) execute and lodge with ASX in accordance with all applicable Laws an Appendix 3B in respect of the quotation of the New Subscription Shares; and
  - (iv) ensure that the New Subscription Shares are issued fully paid and free of all security interests, be freely transferable on ASX, and rank equally in all respects with the existing Shares of the Issuer on issue when the New Subscription Shares are issued (including as to voting rights, entitlement to dividends and upon a winding-up), including by executing and lodging with ASX in accordance with all applicable Laws a Cleansing Statement in respect of the New Subscription Shares in a form agreed by the parties prior to the Settlement Date.
- (f) On the Settlement Date, the Subscriber must pay, or cause to be paid, in Australian Dollars in Immediately Available Funds to the Issuer's account (such account to be notified by the Issuer to the Subscriber at least two Business Days prior the Settlement Date), an amount equal to the number of New Subscription Shares multiplied by the Proposed Capital Raising Price.

### 3. Consent

In consideration for and subject to the Issuer's compliance with the Top up Right, the Subscriber hereby consents to the Issuer undertaking the Proposed Capital Raising prior to the Subscriber electing to exercise its Top up Right or otherwise subscribing for any new Shares under the Proposed Capital Raising.

### 4. Risk governance, policies and procedures

The parties agree to work together in good faith to consider the Issuer's risk governance, maturity, and policies and procedures in support of assessing the Subscriber's appetite to exercise its Top up Right.

### 5. Representations and Warranties

- (a) Each party represents and warrants to the other that each of the following statements is true, accurate and not misleading as at each of the date of this letter deed and the Settlement Date:
  - (i) It is a body corporate validly existing under the laws of its place of incorporation or establishment.
  - (ii) It has the corporate power to enter into and perform its obligations under this letter deed and to carry out the transactions contemplated by this letter deed.
  - (iii) It has taken all necessary corporate action to authorise the entry into and performance of this letter deed and to carry out the transactions contemplated by this letter deed and no Authorisation, registration or qualification of or, or any waiver or modification, with any Governmental Agency or any other person is required for it to perform its obligations under this letter deed.
  - (iv) This letter deed is its valid and binding obligation.
  - (v) It is not required to obtain under the Corporations Act or the Listing Rules the approval of its shareholders in relation to the performance of any its obligations under this letter deed (including the issue of the New Subscription Shares).
- (b) The Issuer represents and warrants to the Subscriber that each of the following statements is true, accurate and not misleading as at each of the date of this letter deed and the Settlement Date:

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WESTPAC BANKING CORPORATION ABN 33 007 457 141



- (i) the New Subscription Shares will be validly issued;
- (ii) the New Subscription Shares will rank equally in all respects with the existing ordinary shares of the Issuer on issue;
- (iii) the New Subscription Shares will have the rights set out in the Constitution;
- (iv) the Issuer has the ability to issue the New Subscription Shares free from all Encumbrances (other than those in the Constitution), and the Subscriber will receive good, valid and incontestable title to the Subscription Shares free from any Encumbrance (other than those in the Constitution); and
- (v) the New Subscription Shares will have no restriction on their issue or transfer.

## 6. General

- (a) The agreement documented in this letter deed takes effect on and from the date of this letter deed.
- (b) The parties agree that other than to the extent amended by this letter deed, the provisions of the Subscription Agreement remain in full force and effect.
- (c) Clauses 1, 17, 19 and 20 of the Subscription Agreement apply to this letter deed as if set out in full in this letter deed, with all references to 'this Agreement' to be construed as references to 'this letter deed'.
- (d) This letter deed may be executed in any number of counterparts. All counterparts together will be taken to constitute one instrument.
- (e) This letter deed is governed by the laws of New South Wales, and each party irrevocably accepts the non-exclusive jurisdiction of courts with jurisdiction there.

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WESTPAC BANKING CORPORATION ABN 33 007 457 141

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**Westpac**

**bankSA**

**st.george**

**BT** Financial Group



**RAMS**

**Bank of Melbourne**


Executed and delivered as a Deed in Sydney.


Signed Sealed And Delivered for and on behalf of **Westpac Banking Corporation** by its attorneys, under the Power of Attorney each of whom, by executing this appointment, state that they have received no notice of revocation of the Power of Attorney, in the presence of:

  
\_\_\_\_\_  
Witness Signature  
Jasmin Last  
\_\_\_\_\_  
Print Name

  
\_\_\_\_\_  
Name: **Stefan Edwards**  
Tier One Attorney Tier One Attorney  
  
\_\_\_\_\_  
Name: **Marisha Steinberg**  
Tier One Attorney

Executed in accordance with section 127 of the *Corporations Act 2001* by **Zip Co Limited**:

  
\_\_\_\_\_  
Director Signature  
LARRY DIAMOND  
\_\_\_\_\_  
Print Name

  
\_\_\_\_\_  
Director/~~Secretary~~ Signature  
PETER GRAY  
\_\_\_\_\_  
Print Name

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