



CHAIRMAN'S LETTER

Dear Securityholder,

Notice is given that the meeting of the Common Stock and CDI holders (**Securityholders**) of Sezzle Inc (**Sezzle** or the **Company**) will be held on Monday, 1 June 2020 at 10.30 a.m. Australian Eastern Standard Time (Sunday, 31 May 2020 at 7.30 p.m. US Central Daylight Time).

Sezzle values the health and wellbeing of all its stakeholders and, as such, due to the extraordinary circumstances surrounding the COVID-19 pandemic, the meeting will be held virtually. There will **not** be a physical meeting. The Board believes that this decision is in the best interests of the health and safety of everyone who was expecting to attend the meeting.

Notwithstanding the change to the way the meeting is to be held, we believe it is important that you have the opportunity to communicate your views with us and we encourage participation in the meeting by watching our live webcast and asking questions and voting in the manner described in the attached Notice.

The Board will do its utmost to ensure that everyone who has a right to speak at the meeting is able to ask questions of the auditor, the directors and management as well as to make comments during the meetings.

How you can participate remotely:

1. Common Stock holders can appoint the Chair of the meeting as proxy in advance by completing the proxy form attached to the notice and provide specific instructions on how their vote is to be exercised on each item of business and the Chair of the meeting must follow your instructions. Common stock holders may also vote online during the meeting. Instructions on how to vote are set out in the notice.
2. Securityholders are encouraged to submit questions ahead of the meeting to either the Company or the auditor. We will also provide a facility for securityholders to submit questions online during the meetings. Further details are set out on the notice.
3. A live webcast will be available which will allow securityholders to participate in the meeting with written questions and cast their vote at <https://web.lumiagm.com/371496723>. The webcast will also be archived on Sezzle's website for you to access at your convenience.
4. The presentations to be given by me and the CFO will be accessible, as usual, on the ASX prior to the commencement of the meeting.



The Notice of Meeting explains the business of the meeting along with voting information and proxy forms together with details of where these can be lodged.

On behalf of the Board, I look forward to your participation at the meeting in the manner outlined herein.

Yours faithfully,

Charlie Youakim

CEO and Executive Chairman



8 May 2020

ASX RELEASE

Company Announcements Platform

Notice of Annual Meeting of Stockholders & Proxy Statement

Sydney, Australia and Minneapolis, United States. Sezzle Inc. (ASX: **SZL**, **Sezzle** or **Company**), is pleased to present the enclosed Notice of Annual Meeting of Stockholders & Proxy Statement which will be distributed to the holders of the Company's Common Stock and CDIs on or about Friday 8 May, 2020.

Annual Meeting of Stockholders

The Annual Meeting of Stockholders of Sezzle Inc. (the **Meeting**) has been scheduled as follows:

Date - Monday, 1 June 2020

Time - 10.30 a.m. Australian Eastern Standard Time (Sunday 31 May 2020 at 7.30 p.m. US Central Daylight Time)

Venue - The meeting will be a virtual meeting and stockholders and CDI holders are encouraged to vote in advance via the instructions provided in this notice.

Enclosed is a notice of meeting and proxy form detailing the business to be dealt with at the Meeting.

An electronic version of the Company's 2019 Annual Report is available on the ASX website and also on the Company's website at www.sezzle.com/investors

You are encouraged to complete the enclosed proxy form or CDI Voting Instruction Form and submit it as soon as possible in the envelope provided or faxed to the Company's share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) so that it is received by no later than 10:30am (Sydney time) on Thursday 28 May 2020 or 7:30pm (Minnesota time) on Wednesday 27 May 2020. Alternatively, you can cast your vote online before 10:30am (Sydney time) on Thursday 28 May 2020 or 7:30pm (Minnesota time) on Wednesday 27 May 2020 by following the instructions in the proxy form.



We look forward to receiving your proxy.

This ASX release and the accompanying Notice of Annual Meeting of Stockholders and accompanying documents were authorised by the Sezzle Board.

ENDS

Further information

Investor Relations

+61 391 112 670

investorrelations@sezzle.com

Justin Clyne

Company Secretary

+61 407 123 143

jclyne@clynecorporate.com.au

Media Enquiries

Mel Hamilton - M&C Partners

+61 417 750 274

melissa.hamilton@mcpartners.com.au

About Sezzle Inc.

Sezzle is a rapidly growing fintech company on a mission to financially empower the next generation. Sezzle's payment platform increases the purchasing power for more than one million Active Customers across the U.S. and Canada by offering interest-free instalment plans at online stores and select in-store locations. Sezzle's transparent, inclusive, and seamless payment option allows consumers to take control over the spending, be more responsible, and gain access to financial freedom. When End-customers apply, approval is instant, and their credit scores are not negatively impacted.

This increase in purchasing power for End-customers leads to increased sales and basket sizes for the more than 12,000 Active Merchants that offer Sezzle in the U.S. and Canada.

For more information visit sezzle.com.

Sezzle's CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers of securities which are made outside the US. Accordingly, the CDIs, have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are 'restricted securities' under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person who is not a QIB for the foreseeable future except in very limited circumstances until after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a FOR Financial Product designation on the ASX. This designation restricts any CDIs from being sold on ASX to US persons excluding QIBs. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person who is not a QIB. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is given that an Annual Meeting of Stockholders of Sezzle Inc. (**Sezzle** or the **Company**) will be held by virtual technology on Monday, 1 June 2020 at 10.30 a.m. Australian Eastern Standard Time (Sunday 31 May 2020 at 7.30 p.m. US Central Daylight Time), for the purposes set forth below under the heading “Items of Business”.

This Notice is accompanied by a Proxy Statement, Explanatory Notes, a Proxy Form and CDI Voting Instruction Form, which all form part of this Notice.

Terms and abbreviations used in this Notice, including the Proxy Form and CDI Voting Instruction Form are defined in Schedule One of the Explanatory Notes.

1 Reports for the Year Ended 31 December 2019

To receive the financial report, director’s report, remuneration report and auditors’ report for the Company and its controlled subsidiaries for the year ended 31 December 2019.

2 Re-Election of Charlie Youakim

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

‘That Mr Charlie Youakim, being eligible, be re-elected as an Executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal.’

Board Recommendation and Chairman’s Voting Intention for Item 2

The Directors (with Mr Charlie Youakim abstaining) recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

3 Re-election of Paul Victor Paradis

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

‘That Mr Paul Victor Paradis, being eligible, be re-elected as an executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal.’

Board Recommendation and Chairman’s Voting Intention for Item 3

The Directors (with Mr Paul Victor Paradis abstaining) recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

4 Re-Election of Kathleen Pierce-Gilmore

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

‘That Ms Kathleen Pierce-Gilmore, being eligible, be re-elected as an independent, non-executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until her successor has been duly elected

and qualified, or until her earlier death, resignation, retirement, disqualification or removal.'

Board Recommendation and Chairman's Voting Intention for Item 4

The Directors (with Ms Kathleen Pierce-Gilmore abstaining) recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

5 Re-Election of Paul Purcell

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

'That Mr Paul Purcell, being eligible, be re-elected as an independent, non-executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal.'

Board Recommendation and Chairman's Voting Intention for Item 5

The Directors (with Mr Paul Purcell abstaining) recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

6 Re-Election of Paul Alan Lahiff

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

'That Mr Paul Alan Lahiff, being eligible, be re-elected as an independent, non-executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal.'

Board Recommendation and Chairman's Voting Intention for Item 6

The Directors (with Mr Paul Alan Lahiff abstaining) recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

7 Approval of Amendment to 2019 Equity Incentive Plan to Increase the Number of Shares of Common Stock Reserved for Issuance Thereunder

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

'That, for the purpose of Exception 13 of ASX Listing Rule 7.2 and for all other purposes, approval is given to:

- (a) increase the aggregate number of Shares which may be issued or transferred pursuant to awards under the Company's 2019 Equity Incentive Plan by 16,000,000 Shares (equivalent to 16,000,000 CDIs) such that a total of 16,000,000 Shares (equivalent to 16,000,000 CDIs) will be reserved for issuance under the 2019 Equity Incentive Plan*

(subject to adjustment as provided by the 2019 Equity Incentive Plan); and

- (b) *amend Section 3 of the 2019 Equity Incentive Plan to reference that the aggregate number of Shares that may be issued under the 2019 Equity Incentive Plan will be 26,000,000 Shares (subject to adjustment as provided by the 2019 Equity Incentive Plan).'*

Voting Exclusion Statement for Item 7

The Company will disregard any votes cast in favour of Item 7 by or on behalf of any person who is eligible to participate in the 2019 Equity Incentive Plan.

However, this does not apply to a vote cast in favour of Item 7 by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with directions given to the proxy or attorney to vote on the Item in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chairman to vote on the Item as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Item; and
 - (ii) the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation and Chairman's Voting Intention for Item 7

The Directors do not make any recommendation in respect of this item of business given the interest of the directors. The Chairman intends to vote undirected proxies in favour of this Item.

8 Increase in the Number of Directors From 5 To 7

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

'That in accordance with Clause 3.2 of the Company's By-laws, the maximum number of Directors of the Company be increased to seven (7) with immediate effect.'

Board Recommendation and Chairman's Voting Intention for Item 8

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

9 Election of Michael Cutter as a Director

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

‘That, subject to the passing of Item 8 herein, Mr Michael Cutter, being eligible, be elected as an independent, non-executive Director of the Company to hold office until the next Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation, retirement, disqualification or removal.’

Board Recommendation and Chairman’s Voting Intention for Item 9

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

10 Approval for Additional Placement Capacity

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities totaling up to 10% of the issued ordinary capital of the Company (at the time of issue) over a 12 month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement for Item 10

The Company will disregard any votes cast on Item 10 by a person who is expected to participate in, or who will 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 entity).

However, this does not apply to a vote cast in favour of Item 10 by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with directions given to the proxy or attorney to vote on the Item in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chairman to vote on the Item as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Item; and
 - (ii) the holder votes on the Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Board Recommendation and Chairman's Voting Intention for Item 10

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

11 Approval of Amendment to By-laws and Certificate of Incorporation

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

'That, in accordance with Subchapter XV of the Delaware General Corporation Law, the Company amend its Certificate of Incorporation and its By-laws to become a public benefit corporation by making the amendments summarised in the Explanatory Memorandum.'

Board Recommendation and Chairman's Voting Intention for Item 11

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Important Information

Record Date

You are entitled to notice of, and to vote at, the Meeting (and any adjournment or postponement thereof if you were a Shareholder on Friday 1 May 2020 at 7:00pm Australian Eastern Standard Time (2.00 a.m. Friday 1 May 2020 US Central Daylight Time) (the **Record Date**).

Voting by Proxy

Whether or not you plan to participate in the webcast, you can ensure that your Shares are represented at the Meeting by promptly completing, signing and returning the Proxy Form or voting and submitting your Proxy Form online, in each case in accordance with the instructions on the Proxy Form, as soon as possible. If you later decide to participate in the webcast, you may withdraw your proxy and vote in person.

Holders of CDIs as at the Record Date are entitled to receive notice of, and to participate in the webcast or any adjournment or postponement of the Meeting and may instruct the Company's CDI depositary, CHESS Depositary Nominees Pty Ltd (**CDN**) or some other entity, including themselves or the Chairman, as proxy of CDN, to vote the Common Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or online. Doing so permits CDI holders to instruct CDN or other designated proxy to vote on their behalf in accordance with their written instructions.

Forward Looking Statements

Certain statements in this Notice and its accompanying documents relate to the future. These statements reflect views only as of the date of this Notice. While the Company believes that the expectations reflected in the forward-looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the

occurrence of an event expressed or implied in any forward-looking statements in this Notice and its accompanying documents will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the subject matter of an Item which is not contained in this Notice or its accompanying documents. Any information which is not contained in this Notice or accompanying documents may not be relied on as having been authorised by the Company or the Board.

Responsibility for information

The information contained in this Notice and its accompanying documents has been prepared by the Company and is the responsibility of the Company. A copy of the Notice and its accompanying documents has been provided to ASX. Neither ASX nor any of its officers take any responsibility for the contents of the Notice or the accompanying documents.

Electronic copy

An electronic copy of this Notice and accompanying documents is available on the ASX website and also on the Company's website at sezzle.com/investors

Dated 4 May 2020

BY ORDER OF THE BOARD

Justin Clyne

Company Secretary

PROXY STATEMENT

Introduction

The Board of Sezzle Inc. (**Sezzle** or the **Company**) is soliciting proxies for use at the annual meeting of stockholders of the Company (**Meeting**) to be held by virtual technology at 10.30 a.m. (Sydney time) on 1 June 2020 (Sunday 31 May 2020 at 7.30 p.m. US Central Daylight Time), and any adjournment or postponement of the Meeting. This Proxy Statement accompanies the Notice and has been prepared to assist Shareholders in determining how to vote on the Items of business at the Meeting. This Proxy Statement is intended to be read in conjunction with the Notice and the Explanatory Notes. If you were a Shareholder as of 7:00pm Australian Eastern Standard Time on Friday 1 May 2020 (**Record Date**), you are invited to vote on the Items of business as contained in the Notice and as described below. Those persons holding CDIs are entitled to receive notice of the Meeting and may instruct CHES Depositary Nominees Pty Ltd (**CDN**) or other entity (including themselves as proxy of CDN or the Chairman to vote at the Meeting by following the instructions on the CDI Voting Instruction Form.

What is the purpose of the Meeting?

At the Meeting, Shareholders are invited to act upon the Items of business outlined in the Notice. The Items outlined in the Notice are:

| 2020 Annual Meeting of stockholders |
|--|
| Item 1 - Reports for the year ended 31 December 2019 |
| Item 2 - Re-Election of Charlie Youakim |
| Item 3 - Re-Election of Paul Victor Paradis |
| Item 4 - Re-Election of Kathleen Pierce-Gilmore |
| Item 5 - Re-Election of Paul Purcell |
| Item 6 - Re-Election of Paul Alan Lahiff |
| Item 7 - Approval of amendment to 2019 Equity Incentive Plan to increase the number of Shares of Common Stock reserved for issuance thereunder |
| Item 8 - Increase in the Number of Directors from 5 to 7 |
| Item 9 - Election of Michael Cutter as a Director |
| Item 10 - Approval for Additional Placement Capacity |
| Item 11 - Approval of Amendment to By-Laws and Certificate of Incorporation |

A detailed explanation of each proposed Item, and reasons for why approval is being sought by the Company, are contained in this explanatory memorandum.

Who is entitled to vote at the Meeting?

If you were a Shareholder, either as a Stockholder of Record or as the beneficial owner of Common Shares, at the Record Date, you may vote your Shares at the Meeting.

As of the Record Date, there were 179,303,438 Common Shares outstanding (with 178,384,828 held in the form of CDIs), all of which were entitled to vote with respect to the items of business at the Meeting, other than Items 7 and 10 which are subject to the voting exclusions for each Item. Each holder of Common Shares has one vote for each Common Share held at the Record Date. Each CDI holder is entitled to direct CDN to vote one Common Share for every CDI held by the CDI holder.

How can I attend the meeting?

All of our stockholders and CDI holders are invited to attend the meeting.

Holders can watch and participate in the meeting virtually via the online platform by visiting <https://web.lumiagm.com/371496723> or by using the Lumi AGM app (which is available by downloading the app from the Apple App Store or Google Play Store).

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

- (a) Entering the meeting ID of **371-496-723**;
- (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 appointed by a stockholder or a CDI holder, you can log in by:

- (a) Entering the meeting ID of **371-496-723**;
- (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 and have not appointed yourself as a proxyholder, you can log in by:

- (a) Entering the meeting ID of **371-496-723**;

- (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 www.sezzle.com/investors or by emailing Sezzle's Australian Company Secretary, Justin Clyne, at jclyne@clynecorporate.com.au.

How many Shares must be present to hold the Meeting?

In accordance with the By-laws and Certificate of Incorporation, the holders of a majority of the shares of stock issued and outstanding and entitled to vote must be present at the Meeting in order to hold the Meeting and conduct business. Shares are counted as present at the Meeting if:

- (a) you are a Stockholder of Record and either:
 - (i) you are present and vote in person at the meeting;
 - (ii) you have properly and timely submitted your proxy as prescribed in the Proxy Form; or
- (b) you are a CDI holder and you have properly and timely submitted your CDI Voting Instruction Form.

What is the difference between a Stockholder of Record and a Street Name Holder?

If you own Shares registered directly in your name with our U.S. share registrar, Computershare Investor Services Pty Limited, you are considered the Stockholder of Record with respect to those Shares. As a Stockholder of Record, you have the right to grant your voting proxy directly to the company or to vote in person at the 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 Stockholder of Record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in "street name" and this notice was forwarded to you by that organisation. 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 below under the section of this Proxy Statement titled '*How do I vote my common stock?*'. Since a Street Name Holder is not the Stockholder of Record, you may not vote your Shares in person at the Annual Meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the Stockholder of Record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described under the section of this Proxy Statement titled '*How do I vote my CDIs?*'.

How do I vote my Common Stock?

If you are a Stockholder of Record, there are three ways to vote:

- (a) by completing, signing and returning the Proxy Form in accordance with its instructions;
- (b) in person via the webcast at the Meeting; or
- (c) online in accordance with the instructions on the Proxy Form.

Valid proxies must be received by the Share Registry no later than **10:30am (Sydney time) on Thursday 28 May 2020** or **7:30pm (Minnesota time) on Wednesday 27 May 2020**.

If you hold your Common Shares as a Street Name Holder, you must vote your Common Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of Record. You will receive a voting instruction form to use in directing the broker, bank, trust or other nominee how to vote your Common Shares.

How do I vote my CDIs?

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

- (a) instruct CHESS Depository Nominees Pty Ltd, as the Stockholder of Record, to vote the Common Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form; or
- (b) inform the Company that you wish to nominate yourself or another person to be appointed as CDN's proxy with respect to the Common Shares underlying your CDIs for the purposes of voting at the Meeting by completing the CDI Voting Instruction Form.

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

Completed CDI Voting Instruction Forms must be provided to CDN no later than **10:30am (Sydney time) on Thursday 28 May 2020** or **7:30pm (Minnesota time) on Wednesday 27 May 2020**.

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

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

Voting Requirements

Item 1 – Reports for the year ended 31 December 2019

There is no requirement for Shareholders to approve and no vote will be taken with respect to the financial report, director's report, remuneration report and auditors' report. However, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the operations and management of the Company.

Items 2 – 6 and 9 – Election of Directors

You may vote “FOR” or “ABSTAIN” on Items 2 – 6 and 9.

The By-laws provides that each Director shall hold office until the annual meeting of Shareholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal. At the Meeting, the holders of Common Shares voting as a class will be entitled to re-elect each of the five Directors of the Corporation. Subject to the passing of Item 8 at the Meeting, the holders of Common Shares voting as a class will be entitled to elect a sixth Director of the Corporation. The vote required to approve each of Items 2 to 6 and 9 is a “FOR” vote of the holders of a plurality of the votes cast on such Item. The five or six director nominees receiving the highest number of “FOR” votes from holders of stock entitled to vote thereon will be elected and each of the Directors is running unopposed for re-election, therefore an abstention vote will have no effect with respect to the outcome of Items 2 to 6 and 9. However, an abstention vote will be counted for purposes of establishing a quorum.

Under ASX Listing Rule 14.2.1, a proxy form must allow Shareholders to vote for a resolution, against a resolution or to abstain from voting on a resolution. However, ASX granted the Company a waiver from ASX Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director. The terms of the waiver are that:

- (a) the Company complies with the relevant U.S laws as to the content of proxy forms applicable to resolutions for the election of directors;
- (b) any notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case;
- (c) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and
- (d) the waiver from ASX Listing Rule 14.2.1 only applies for so long as the relevant U.S laws and the Company’s By-laws permit the election of directors by way of a plurality of votes cast on such resolutions.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote the Shares underlying your CDIs.

Item 7 - Approval of amendment to 2019 Equity Incentive Plan to increase the number of Shares of Common Stock reserved for issuance thereunder

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve an amendment to increase the number of securities under the Company’s 2019 Equity Incentive Plan by 16,000,000 and consequential amendments to the 2019 Equity Incentive Plan to update the aggregate number of Shares that may be issued under the Plan.

The proposal to approve the increase of Shares in the 2019 Equity Incentive Plan requires an affirmative vote of a majority of the Shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote the Shares underlying your CDIs.

Item 8 – Increase in the number of directors from 5 to 7

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve an amendment to the Company’s By-laws to increase the maximum number of Directors of the Company from five (5) to seven (7).

The proposal to amend the Company’s By-laws requires an affirmative vote of a majority of the Shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote the Shares underlying your CDIs.

Item 10 – Approval for Additional Placement Capacity

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve the Company to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the AGM.

The proposal to approve the Company’s placement capacity requires an affirmative vote of at least 75% of the Shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote the Shares underlying your CDIs.

Item 11 – Approval of Amendment to By-laws

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve an amendment to the Company’s By-laws and Certificate of Incorporation to enable the Company to become a public benefit corporation.

The proposal to amend the Company's By-laws requires an affirmative vote of at least two-third of the Shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered Shares present and entitled to vote and thus will have the effect of a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote the Shares underlying your CDIs.

How does the Board recommend that I vote?

The Board's recommendation for each Item is contained in the Notice. The Board:

- (a) recommends that you vote "FOR" the approval of Items 2, 3, 4, 5, 6, 8, 9, 10 and 11 (with each Director abstaining from making a recommendation in relation to his or her own re-election); and
- (b) does not make any recommendation in respect of this Item 7 given the interest of the directors in the outcome of the Item.

Can any other business be conducted at the Meeting?

Yes. All matters brought before the Meeting must be stated in the Notice or otherwise properly brought before the Meeting by or at the direction of the Board, or a Stockholder of Record entitled to vote at the meeting in compliance with our By-laws.

The Company and the Board are not aware of any properly submitted business to be acted upon at the Meeting that is not set forth in this Notice.

What happens if the Meeting is adjourned?

The Meeting may be adjourned by the Chairman of the Meeting for the purposes of, among other things, soliciting additional proxies. In the absence of a quorum of any class of stock entitled to vote on a matter, an adjournment may be made from time to time with the approval of the affirmative vote of the holders of a majority of outstanding shares of such class present or represented by proxy and entitled to vote on such matter at the Meeting. The Company is required to notify Shareholders of any adjournments of more than 30 days or if a new record date is fixed for the adjourned meeting. Except as described above, notice is not required for an adjourned meeting if the time, place and means of remote communication for the adjourned meeting are announced at the meeting at which the adjournment occurs. Unless a new record date is fixed, your proxy will still be valid and may be voted at the adjourned meeting unless properly revoked. You will still be able to change or revoke your proxy until it is voted.

Can I change my vote after submitting my proxy?

If you are a Stockholder of Record, you may change your vote at any time before the proxy is voted at the Meeting by:

- (a) submitting a later-dated proxy online before 10:30am (Sydney time) on Thursday 28 May 2020 or 7:30pm (Minnesota time) on Wednesday 27 May 2020;

- (b) submitting a later-dated proxy to the Company, which must be received before the Meeting;
- (c) sending a written notice of revocation to the Company, which must be received before the Meeting; or
- (d) by attending the virtual Meeting and voting online. Attendance at the virtual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Meeting.

If you are a CDI holder and you direct CDN to vote by completing and returning the CDI Voting Instruction Form, you may revoke those instructions by delivering a written notice of revocation to the Share Registry bearing a later date than the CDI Voting Instruction Form previously sent, provided the notice of revocation is received before **10:30am (Sydney time) on Thursday 28 May 2020** or **7:30pm (Minnesota time) on Wednesday 27 May 2020**.

Are there foreign ownership restrictions?

CDIs are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933, as amended (**Securities Act**) for offers of securities which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are “restricted securities” under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the US or to a US person for the foreseeable future except in very limited circumstances after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a ‘FOR US’ designation on ASX. This designation restricts any CDIs from being sold on ASX to US persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a US person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

EXPLANATORY NOTES

Item 1 - Reports for the year ended 31 December 2019

The Company, being incorporated in the state of Delaware, United States, is not required to meet the Australian Corporations Act requirement to lay the annual financial report, director's report, remuneration report and auditors' report before the Meeting.

The Board has decided that, in the interests of corporate governance, it will lay the financial report, director's report, remuneration report and auditors' report for the year ending 31 December 2019 before the Meeting. There is no requirement for Shareholders to approve those reports. However, Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the operations and management of the Company.

Copies of the financial report, director's report, remuneration report and auditors' report for consideration at the Meeting can be accessed on the Company's website at sezzle.com and on ASX. If a Shareholder would like to receive a hard copy, please contact the Share Registry.

Items 2 - 6 – Re-Election of Directors

Each of the Directors were appointed to the Board prior to the Company's listing on ASX.

Clause 3.3 of the By-laws provides that each Director shall be elected at each annual meeting of stockholders and shall hold office until the next annual meeting of Shareholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal. All Directors seek re-election in accordance with the Certificate of Incorporation and the By-laws.

As indicated in the Proxy Statement, ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against an Item to elect a Director in a CDI Voting Instruction Form. CDI holders will only be able to vote "FOR" or "ABSTAIN" on Items 2 to 6. An "ABSTAIN" vote will have no effect on these resolutions and will be counted for the purposes of determining quorum. Further information on each Item for the re-election of Directors is included below.

Item 2 - Re-Election of Charlie Youakim

Mr Youakim is a co-founder, Executive Chairman and Chief Executive Officer of Sezzle.

Mr Youakim is a serial technology entrepreneur with nearly 10 years of experience in growing fintech companies from inception to large-scale businesses. Mr Youakim began his career as an engineer and software developer. After successfully advancing in his early career, he returned to business school where he was able to focus on expanding his knowledge of finance, marketing, and business strategy.

In 2010, after completing business school, Mr Youakim founded his first payments company, Passport. Passport became a leader in software and payments for the transportation industry. At Passport, Mr Youakim led the construction of the original technology, and led the company as it disrupted the industry through the introduction of white label systems and payments wallets. Passport is the technology behind enterprise transportation installations like ParkChicago, ParkBoston and the GreenP in Toronto.

Mr Youakim co-founded Sezzle in 2016, where he also planned much of the business's technology architecture.

Mr Youakim has a degree in mechanical engineering from the University of Minnesota and an MBA from the Carlson School of Management at the University of Minnesota.

Shareholders should note that Mr Youakim is also the Chief Executive Officer of Sezzle and his election as a Director does not affect this role. As Chief Executive Officer, Mr Youakim is ultimately responsible for ensuring the successful delivery of Sezzle's financial and operational targets and strategies.

Mr Youakim was first appointed to the Board as a Director on 4 January 2016. In accordance with the Certificate of Incorporation and the By-laws, Mr Youakim submits himself for re-election as a Director at the Meeting.

The Directors (with Mr Youakim abstaining) recommend that the Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 3 - Re-Election of Paul Victor Paradis

Mr Paradis is a Cofounder, Executive Director and Chief Revenue Officer at Sezzle.

Mr Paradis has extensive experience in sales and marketing. He began his career in sales with the Minnesota Timberwolves of the National Basketball Association. He left the Timberwolves to attain his MBA from the Carlson School at the University of Minnesota, where he focused on marketing and strategy. While in graduate school, Mr Paradis worked for Ionix Medical, a medical device startup. After graduating from the Carlson School, Mr Paradis spent six years leading sales and marketing at Dashe & Thomson and the Abreon Group, management consultancies focused on IT transformation adoption.

Mr Paradis left the Abreon Group in 2016 when he co-founded Sezzle. At Sezzle, Mr Paradis oversees sales, marketing, partnerships, and merchant development.

Mr Paradis has a BA in political science from Davidson College and an MBA from the University of Minnesota.

Shareholders should note that Mr Paradis is also the Chief Revenue Officer of Sezzle and his election as a Director does not affect this role.

Mr Paradis was first appointed to the Board as a Director on 10 May 2018. In accordance with the Certificate of Incorporation and the By-laws, Mr Paradis submits himself for re-election as a Director at the Meeting.

The Directors (with Mr Paradis abstaining) recommend that the Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 4 - Re-Election of Kathleen Pierce-Gilmore

Ms Pierce- Gilmore has been a payments and fintech executive for 20+ years across firms, including American Express, Capital One, PayPal, and most recently startup companies Raise

Marketplace and Flexa Technologies. She has held leadership positions from leading Strategy to COO, President, and CEO roles. In addition to her deep expertise in customer experience, consumer lending, product development, and P&L management, she has also led businesses on the merchant side of the payments ecosystem. She is currently CEO of a boutique executive search firm focused primarily in the fintech space. Ms Pierce-Gilmore graduated with a BA from the Integrated Sciences Program at Northwestern University and has recently completed the Non-Executive Director Diploma program through the Financial Times.

Ms Pierce-Gilmore was appointed to the Board as an independent Non-executive Director on 15 April 2019. In accordance with the Certificate of Incorporation and the By-laws, Ms Pierce-Gilmore submits herself for re-election as a Director at the Meeting.

The Directors (with Ms Pierce-Gilmore abstaining) recommend that the Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 5 - Re-Election of Paul Purcell

Mr Paul Purcell has invested in financial services companies (public and private markets) for nearly 20 years. He retains a specific specialisation in emerging financial innovation as well as non-bank financial services. He has been the Chief Investment Officer of Jupiter Management since 1 January 2019 and prior to assuming that position, he led the sourcing and origination of investments at Continental Investors. Mr Purcell is a frequent panelist at industry conferences and has published several articles on trends and developments in the emerging commerce and financial services marketplaces.

Mr Purcell currently serves on the boards of Sezzle, Listo!, Veritec Solutions, Align Income Share Funding, Drizly, Winestyr, Intuition LLC, CarHop, and What's Next Media. He was a board observer at LevelUp through its acquisition by GrubHub and he was formerly a board member at WePay from the time of Continental Investor's Series C lead investment through the purchase of WePay by J.P. Morgan Chase.

Prior to joining Continental Investors, Mr Purcell was a co-founder of Continental Advisors, a manager of two sector-based hedge funds. He was also Manager of Internet Marketing at the Chicago Board Options Exchange, a department he helped to found. Paul is a graduate of the University of San Diego where he was recently elected to the Board of Trustees.

Mr Purcell was appointed to the Board as an independent Non-executive Director on 15 April 2019. In accordance with the Certificate of Incorporation and the By-laws, Mr Purcell submits himself for re-election as a Director at the Meeting.

The Directors (with Mr Purcell abstaining) recommend that the Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 6 - Re-Election of Paul Alan Lahiff

Mr Paul Lahiff was previously Chief Executive Officer of Mortgage Choice and prior to this, Chief Executive Officer of Permanent Trustee and Heritage Bank. He also held senior management roles for Westpac Banking Corporation in Sydney and London.

Mr Lahiff is a Non-Executive Director of AUB Holdings, 86 400 and NESS Superannuation. He previously held board roles with Sunsuper, Thorn Group, Cuscal, Australian Retail Credit Association, New Payments Platform Australia and Cancer Council NSW.

Mr Lahiff holds a BSC degree from the University of Sydney, is a graduate of the Australian Institute of Company Directors, and lives in Sydney, Australia.

Mr Lahiff was appointed to the Board as an independent Non-executive Director on 7 May 2019. He chairs both Sezzle's Audit and Risk Committee and Remuneration Committee.

In accordance with the Certificate of Incorporation and the By-laws, Mr Lahiff submits himself for re-election as a Director at the Meeting.

The Directors (with Mr Lahiff abstaining) recommend that the Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 7 – Approval of amendment to 2019 Equity Incentive Plan to increase the number of Shares of Common Stock reserved for issuance thereunder

Background

Prior to the Company's Initial Public Offering (**IPO**) and listing on the on the ASX, on 24 June 2019 the Board adopted the 2019 Equity Incentive Plan (the **Current Plan**) which was summarised in *section 4.10 (b)* of the Company's Prospectus with a copy of the Current Plan lodged with the ASX. Under the Current Plan, the Board authorised the issuance of up to 10,000,000 Shares which was subsequently increased to 14,000,000 Shares on 6 April 2020.

The Board sought to increase the number of shares authorised to be issued to 14,000,000 so that there would be a sufficient number of Shares available for issuance under the Current Plan to make equity awards at that time. All securities issued under the increased Current Plan Limit (i.e. in excess of 10,000,000) were issued under the Company's existing placement capacity under Listing Rule 7.1.

As at 15 April 2020, 20,568,439 Shares were subject to outstanding awards under both the Current Plan and the 2016 Employee Stock Option Plan (the **Former Plan**) which is summarised in *section 4.10 (a)* of the Company's Prospectus. 2,464,814 Shares remain available for future issuance under the Current Plan and no shares remain available for issuance under the Former Plan.

The Board is seeking Shareholder approval to increase the Current Plan Limit by 16,000,000 Shares (including the 4,000,000 Shares authorised by the Board on 6 April 2020) to ensure there is a sufficient number of Shares available to make new equity awards under the Current Plan and, therefore, be able to continue to incentivize the Company's current employees and service providers and to incentivize new employees and service providers that may join the Company.

Should Shareholder approval be granted for this Item, the number of Shares authorised for issuance under the Current Plan will increase to 26,000,000 Shares (**New Plan Limit**). Should Shareholder approval not be granted for this Item, the Board still proposes to increase the limit

to 26,000,000 however any further issuances will come out of the Company's capacity under Listing Rule 7.1 unless subsequently ratified by Shareholders at a future stockholder meeting.

Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of Shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Exception 13 of ASX Listing Rule 7.2 (**Exception 13**) provides that this 15% limit does not apply to the issue of securities by an entity under an employee incentive scheme if, in the case of a scheme established before the entity was listed on ASX, a summary of the terms of the scheme and the maximum number of Equity Securities proposed to be issued under the scheme were set out in the prospectus lodged with ASX under condition 3 of Listing Rule 1.1 (the **Prospectus**).

As Exception 13 is only available if, and to the extent, that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the Prospectus, the Company seeks Shareholder approval under this Item 7 to give effect to the proposed amendments to the Current Plan and to increase the Current Plan limit by a further 16,000,000 Shares for the purpose of Exception 13.

If Shareholders approve Item 7, the Company will be able to issue Equity Securities under the Current Plan, subject to the New Plan Limit, without those securities counting towards the Company's 15% limit on new issues of Equity Securities under ASX Listing Rule 7.1 for a three-year period commencing on the date of the Meeting.

The Company notes that it will continue to be required to obtain Shareholder approval under ASX Listing Rule 10.14 in relation to any future issuance of Equity Securities under the Current Plan to a Director, an associate of a Director or any person whose relationship with the Company is, in ASX's opinion, such that approval should be obtained.

A summary of the terms of the Current Plan is set out in Schedule Two.

A summary of the Current Plan is contained within section 4.10 (b) of the Company's Replacement Prospectus dated 8 July 2019 and a full copy of the Current Plan was lodged with the ASX on 7 August 2019.

In addition to the above, and for the purpose of Listing Rule 7.2 (Exception 13(b)):

- (a) the number of Equity Securities in the Company that have been issued under the Current Plan since the date Sezzle was listed on ASX is 6,385,186;
- (b) following Shareholder approval, the maximum number of Shares authorised for issuance under the Company's 2019 Equity Incentive Plan will be 26,000,000 Shares; and
- (c) a voting exclusion statement in relation to this Item is set out in the Notice.

Board Recommendation and Chairman's Voting Intention for Item 7

The Directors do not make any recommendation in respect of this item of business given the interest of the directors. The Chairman intends to vote undirected proxies in favour of this Item.

Item 8 – Increase in the Maximum Number of Directors from five (5) to seven (7)

Clause 3.2 of the By-laws limits the number of Directors of the Company to five Directors, unless the Company, in a general meeting, resolves otherwise.

The Board currently comprises five Directors. It is proposed that, in accordance with Clause 3.2 of the By-laws, the maximum number of Directors permitted be increased from five to seven in order to allow the Board to:

- (a) propose the appointment of Michael Cutter as Director; and
- (b) allow the Board to maintain flexibility for succession planning so as to be able to appoint additional directors to enhance and complement the Board's skill set.

Board Recommendation and Chairman's Voting Intention for Item 8

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

Item 9 – Election of Michael Cutter as Director

This Item 9 relates to the election of Mr Michael Cutter as a Director of the Company who offers himself for election. If Item 8 is not passed, then the maximum number of Directors will remain at five. In this event, this Item 9 seeking the election of Mr Cutter will not be put to the meeting.

Clause 3.3 of the By-laws provides that each Director shall be elected at each annual meeting of stockholders and shall hold office until the next annual meeting of Shareholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal. Mr Cutter seeks election in accordance with the Certificate of Incorporation and the By-laws.

As indicated in the Proxy Statement, ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against an Item to elect a Director in a CDI Voting Instruction Form. CDI holders will only be able to vote "FOR" or "ABSTAIN" on Item 9. An "ABSTAIN" vote will have no effect on this Item and will be counted for the purposes of determining quorum. Further information on the election of Mr Cutter is included below.

Mr Cutter is an independent director and Board Advisor with an extensive career in financial services, spanning more than 32 years, both in Australia and abroad. Mr Cutter's roles have

included time as the CEO at GE Money Australia & New Zealand, CEO of Wesfarmers/OAMPS Insurance Broking, CRO at ANZ (Australia) and Head of Portfolio Management NAB.

Mr Cutter has extensive knowledge of consumer lending markets and broad-based Risk Management expertise. Mr Cutter is a Graduate of the AICD and has held numerous directorships and chairmanships with Wesfarmers, ANZ and GE. He is a Senior Fellow of Finsia, was a Director of the Women's Cancer Foundation from 2006 to 2015 and served as a Director of the Australian Finance Conference until 2009 and National Insurance Brokers Association until 2014.

Mr Cutter is currently a principle of Kadre Consulting and a Board Advisor to PNO Insurance and Sezzle.

Item 10 – Approval for Additional Placement Capacity

Background

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% (the **10% Placement Capacity**) to 25%.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation of \$300,000,000.

Item 10 seeks shareholder approval by way of a special resolution for Sezzle to have the additional 10% Placement Capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Shareholders approve Item 10, Sezzle will be able to issue equity securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Item 10 is not passed, Sezzle will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Item 10 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 10 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

The Company is not currently an Eligible Entity as, although it is not included in the S&P/ASX 300 Index, it has a current market capitalisation based on the number of Common Stock on issue as at 30 April 2020 of \$304,542,468. If on the date of the Meeting, the Company's market capitalisation still exceeds \$300,000,000 or it has been included in the S&P/ASX 300 Index, then Item 10 will be withdrawn and not put to the Meeting.

The Equity Securities issued under Listing Rule 7.1A 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.

Formula for calculating Additional 10% Placement Facility

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(a \times d) - e$$

Where:

- a** is the number of shares on issue 12 months before the date of issue or agreement:
 - (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% annual placement capacity without shareholder approval;
 - (d) less the number of fully paid shares cancelled in the 12 months.
- Note that **A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% annual placement capacity.
- d** is 10%.
- e** is 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 shareholders under Listing Rule 7.1 or 7.4.

Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Item 10:

(a) Minimum Price at which Equity Securities may be issued

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within -10 Trading Days of the date above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the next annual general meeting, if less than 12 months after the date of the Meeting; and
- (iii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking), after which date, an approval under Listing Rule 7.1A ceases to be valid.

(c) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Item 10 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice of Meeting.

The table also shows the voting dilution impact where the number of CDIs on issue changes and the economic dilution where there are changes in the issue price of CDIs issued under the 10% Placement Capacity.

| Number of CDIs on Issue (variable A in ASX Listing Rule 7.1A.2) | Dilution based on number of CDIs issued (being 10% of the number of Shares at the time of issue) | Dilution | | |
|---|--|---|---|---|
| | | Funds raised based on issue price of \$0.85 (50% decrease in current issue price) | Funds raised based on issue price of \$1.70 (Current issue price) | Funds raised based on issue price of \$2.55 (50% increase in current issue price) |
| 178,384,798 (Current) | 17,838,479 | \$15,162,707 | \$30,325,414 | \$45,488,121 |
| 267,577,197 (50% increase)* | 26,757,719 | \$22,744,061 | \$45,488,122 | \$68,232,183 |
| 356,769,596 (100% increase)* | 35,676,959 | \$30,325,415 | \$60,650,830 | \$90,976,245 |

*The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- (i) The current CDIs on issue are as at the date of this Notice.
- (ii) The issue price set out above is based on the closing price of the Company's CDIs on the ASX on 30 April 2020 of \$1.70.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Common Stock and CDI holders should note that there is a risk that:

- (i) the market price for CDIs may be significantly lower on the issue date than on the date of the Meeting; and
 - (ii) the CDIs may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for a broad range of uses including but not limited to:
 - (A) acquire or otherwise invest into new projects or assets;
 - (B) to fund the financing costs or equity component contributions to existing or new projects or assets;
 - (C) to fund development work on existing or new projects or assets;
 - (D) for growth opportunities or strategic partnerships; and/or
 - (E) for working capital.

(e) Allocation policy for issues under 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) For the purposes of Listing Rule 7.3A.6, the Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM.
- (g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

Voting Exclusion

A voting exclusion statement is included in this notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Item 10.

Item 11 – Approval of Amendment to By-Laws and Certificate of Incorporation

Background

In accordance with Article XI of the By-laws, the Company may amend the By-laws by seeking approval from the Stockholders entitled to vote. Further, and in accordance with Subchapter XV of the General Corporation Law, the Company seeks Stockholder approval to amend its Certificate of Incorporation. Accordingly, the Company seeks Stockholder approval to amend its By-laws and Certificate of Incorporation by special resolution as set out below.

A copy of the amended By-laws and Certificate of Incorporation are available upon request to the Company's US General Counsel and Corporate Secretary, Don McConnell, at don.mcconnell@sezzle.com

The Company is currently a Delaware incorporated C-Corporation, pursuant to Subchapter C of the U.S. Internal Revenue Code. It is proposed that the Company amend its By-laws and Certificate of Incorporation in accordance with Subchapter XV of the Delaware General Corporation Law to become a Public Benefit Corporation (**PBC**). Item 11 is a special resolution requiring at least two thirds of votes cast by Shareholders present and eligible to vote at the Meeting to be in favour of Item 11 for it to be passed.

Public Benefit Corporation

A PBC is a for profit business that has a stated public interest purpose in its certificate of incorporation to allow for a purpose beyond maximizing profit for its stockholders. A PBC utilises its business growth and profits to create a positive impact for its employees, communities, the environment and its shareholders. A PBC can be thought of as a standard corporation whose directors must use at least some corporate resources to promote its stated public benefit.

Reason for Proposed Change to a PBC

If Item 11 is approved, the Company's mission will include creating a social or environmental benefit in addition to creating shareholder value. In particular, the Company shall promote a specific public benefit of having a material positive effect (or reduction of negative effects) on consumer empowerment, education, and transparency in the Corporation's local, national, and global communities.

The advantages for becoming a PBC include:

- (a) the Company will be a clear differentiator in an increasingly growing, and sometimes crowded, industry;
- (b) Sezzle is more likely to become an employer of choice as the younger workforce increasingly seek employment from companies which align with their ethical values;
- (c) further opportunities to conduct business with brands who also care about sustainability;
- (d) potential for Sezzle to have an increased consumer base for conscious consumers;
- (e) added credibility to Sezzle's mission statement and potential to grow capital through impact investing; and
- (f) further opportunities for PR and marketing.

We note that the main argument against registering the Company as a PBC is that the company will not be required to be focused purely on the best interests of shareholders and will be able to consider other stakeholder groups and pursue other activities other than those which maximize profit for shareholders.

Reporting Requirements

If the Company becomes a PBC it will be required to, at least once every two years, provide Stockholders with a statement as to the Company's promotion of its stated public benefits, including:

- (a) the objectives that the Board has established to promote the stated public benefits;
- (b) the standards the Board has adopted to measure the Company's progress in promoting the stated public benefits;
- (c) objective factual information based on those standards, regarding the Company's success in meeting its objectives for promoting the stated public benefits; and
- (d) an assessment of the Company's success in meeting the objectives and promoting the stated public benefits.

This information will be included in the Company's Annual Report. In addition, stock certificates and holding statements issued by the Company will be clearly marked to identify that the Company is a PBC.

Proposed Amendments

In order to become a PBC, the Company must amend its Certificate of Incorporation and its By-laws.

The amendment to the By-laws will delete existing clauses 2.4 and 3.1 and will replace them with the following provisions:

“2.4 Notice of Stockholders’ Meetings

All notices of meetings with stockholders shall be in writing and shall be sent or otherwise given in accordance with Section 2.5 of these Bylaws not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. The notice shall specify the place (if any), date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meetings, and in the case of a special meeting, the purpose or purposes for which the meeting is called. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. Every notice provided hereunder shall include a statement to the effect that the Corporation is a public benefit corporation formed pursuant to Subchapter XV of the General Corporation Law.

...

3.1 Powers

Subject to the provisions of the General Corporation Law and any limitations in the Certificate of Incorporation or these By-laws relating to action required to be approved by the stockholders or by the outstanding shares, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these By-laws or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation. Pursuant to Subchapter XV of the General Corporation Law, the Board of Directors shall manage the Corporation in a manner that balances the stockholders’ pecuniary interests, the best interests of those materially affected by the Corporation’s conduct, and the public benefits identified in the Certificate of Incorporation.”

The Company intends to make the following amendments to its Certificate of Incorporation by replacing Article III with the following and adding to Article VII:

ARTICLE III

In pursuing any business, trade, or activity which may lawfully be conducted by the Corporation, the Corporation shall promote a specific public benefit of having a material positive effect (or reduction of negative effects) on consumer empowerment, education, and transparency in the Corporation’s local, national, and global communities. This Article may be amended or deleted only pursuant to the requisite stockholder approval required by Subchapter XV of the General Corporation Law.

ARTICLE VII

Any disinterested failure to satisfy Section 365 of the General Corporation Law shall not, for the purposes of Sections 102(b)(7) or 145 of the General Corporation Law, constitute an act or omission not in good faith, or a breach of the duty of loyalty.

Board Recommendation and Chairman's Voting Intention for Item 11

The Directors recommend that Shareholders eligible to vote on this Item vote in favour of this Item. The Chairman intends to vote undirected proxies in favour of this Item.

SCHEDULE ONE – GLOSSARY

Capitalised terms used in the Notice, Proxy Statement and Explanatory Notes have the following meanings unless the context otherwise requires:

| | |
|---|---|
| 2016 Employee Stock option Plan or Former Plan | The 2016 Employee Stock Option Plan summarised in section 4.10 (a) of the Company's Prospectus. |
| 2019 Equity Incentive Plan or Current Plan | the equity incentive plan adopted by the Company on 24 June 2019. |
| 10% Placement Capacity | has the meaning given to that term in Item 10 of the Explanatory Notes. |
| ASX | ASX Limited ABN 98 008 624 691 or the securities market operated by it, as the context requires. |
| Board | board of Directors of the Company. |
| By-laws | the amended and restated by-laws of the Company, adopted on 1 May 2019. |
| CDI | a CHESS Depositary Interest, representing a beneficial interest in one share of Common Stock. |
| CDI Voting Instruction Form | the form that a CDI holder must submit that instructs CDN on how to vote the Common Stock underlying the CDIs, a template of which accompanies this Notice. |
| CDN | CHESS Depositary Nominees Pty Limited ACN 071 346 506 |
| Certificate of Incorporation | the amended and restated certificate of incorporation of the Company dated 1 May 2019. |
| Chairman | chairman of the General Meeting. |
| Common Stock | a share of common stock of the Company |
| Company or Sezzle | Sezzle Inc. ARBN 633 327 358. |
| Corporations Act | <i>Corporations Act 2001</i> (Cth). |
| Delaware General Corporation Law | Title 8, Chapter 1 of the Delaware Code. |
| Director | director of the Company. |
| Eligible Entity | means an entity that, at the date of the relevant general meeting: <ul style="list-style-type: none"> (a) is not included in the S&P/ASX 300 Index; and (b) has a maximum market capitalisation of \$300,000,000. |

| | |
|------------------------------|--|
| Equity Securities | has the meaning given to that term in the Listing Rules. |
| Explanatory Notes | the explanatory notes that accompany this Notice. |
| Item | an item of business of the Meeting, as contained in this Notice. |
| Listing Rule | the listing rules of the ASX. |
| Meeting | the Company's annual meeting of Stockholders, the subject of the Notice. |
| Notice | this notice of Meeting, including the Proxy Statement and the Explanatory Notes. |
| Proxy Statement | the proxy statement included in this Notice. |
| Record Date | Friday 1 May 2020 at 7:00pm Australian Eastern Standard Time (2.00 a.m. Friday 1 May 2020 US Central Daylight Time) |
| Shareholder | a holder of Common Stock, including as Stockholder of Record or as the beneficial holder as a Street Name Holder or CDI holder. |
| Share Registry | Computershare Investor Services Pty Limited ACN 078 279 277. |
| Stockholder of Record | a person who directly holds the Common Stock of the Company. For CDI holders, the Stockholder of Record is CDN. |
| Street Name Holder | a person who holds Common Stock of the Company in an account at a brokerage firm, bank, broker-dealer, trust, custodian or similar organisation. |
| Trading Day | means a day determined by ASX to be a trading day and notified to market participants being: <ul style="list-style-type: none"> (a) a day other than: <ul style="list-style-type: none"> (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and (ii) any other day which ASX declares and publishes is not a trading day; and (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day. |

Schedule Two – Summary of the 2019 Equity Incentive Plan

Summary of the 2019 Equity Incentive Plan

This summary of the 2019 Equity Incentive Plan (the **Plan**) provided below is qualified by reference to the full text of the Plan, which is available on request from the Company.

Purpose

The purpose of the Plan is designed to help the Company (a) attract and retain the best available personnel for positions of substantial responsibility; (b) to provide additional incentive to key employees, prospective employees and consultants; (c) to align the interests of such persons with the Shareholders; and (d) promote the success of the Company's business. The Plan is further intended to provide the Company with flexibility in its ability to motivate, attract, and retain the services of members of the Board of Directors, key employees, prospective employees and consultants upon whose judgment, interest, and special effort the successful conduct of the Company's operation is largely dependent.

Administration

The Plan will be administered by the Remuneration and Nomination Committee. Subject to the provisions of the Plan, the administrator generally has the power to determine:

- (a) who will receive awards under the Plan;
- (b) the number of securities to be covered by each award;
- (c) the terms and conditions, not inconsistent with the terms of the Plan, of any award granted under the Plan, including, without limitation, the exercise or purchase price (if any) applicable to the award, the time or times when awards may be granted, may vest, may be exercised, and/or may be terminated or forfeited and any restriction or limitation regarding any award or the Shares underlying any award;
- (d) specifically in the case of Options:
 - (i) the exercise price of any Options granted, which will generally not be less than fair market value of the Company's Shares on the date the Option is granted;
 - (ii) the number of Shares into which an Option is exercisable, provided that such Options may not be exercisable over a percentage of the Company's share capital;
 - (iii) the terms on which the Options will become exercisable; and
 - (iv) the termination or cancellation provisions applicable to the Options which are granted, provided that the expiry date is, in most cases, not more not be more than 10 years from the date the Option was granted; and
- (e) to construe and interpret the terms of the Plan and any award agreement.

Eligibility

Employees and consultants of the Company and its subsidiaries and Directors of the Company are eligible to receive awards under the Plan.

As of April 29, 2020, the Company had approximately 130 employees, 3 non-employee directors (who received stock options under the Former Plan), and a limited number of outside consultants who were eligible to participate in the Plan.

Limitation on Awards and Shares Available

An aggregate total of 14,000,000 shares of common stock (**Shares**) and CDIs are currently reserved for issuance under awards granted under the Plan. If Item 7 in the Items of Business of the Notice is approved by Shareholders, 26,000,000 Shares would be reserved for issuance under awards granted under the Plan.

Awards under the Plan are subject to the following additional limits:

- (a) no grantee will be granted awards covering more than a total of 1,000,000 Shares or CDIs in aggregate during any calendar year;
- (b) no grantee will be granted awards covering more than a total of 2,000,000 Shares or CDIs in aggregate during the life of the Plan;
- (c) the aggregate dollar value of awards granted to any non-employee director (based on the fair market value of each award on the grant date) in any calendar year will not exceed US\$250,000;
- (d) the aggregate fair market value (determined as of the time of grant) of the Shares with respect to which an incentive stock option (ISO) is exercisable for the first time by an eligible employee in any calendar year will not exceed US\$200,000.

If an award under the Plan is cancelled, terminated, surrendered or otherwise expires or lapses for any reasons, any Shares or CDIs subject to such award may, to the extent of such forfeiture, expiration or cash settlement, be used again for new grants under the Plan.

Awards

The Plan provides for the grant of stock options, including ISOs and nonqualified stock options (**NSOs**), restricted stock, dividend equivalents, restricted stock units (**RSUs**), performance-based award, other incentive awards and stock appreciation rights (**SARs**). Certain awards under the Plan may constitute or provide for a deferral of compensation, subject to Section 409A of the U.S. Internal Revenue Code, which may impose additional requirements on the terms and conditions of such awards. All awards under the Plan will be set forth in award agreements, which will detail all terms and conditions of the awards, including any applicable vesting and payment terms and post-termination exercise limitations. Awards may be settled in Shares, cash, CDIs, other securities, other Awards, or other property..

A brief description of each award type follows.

- (a) Stock options, including ISOs, as defined under Section 422 of the Code, and NSOs, may be granted pursuant to the Plan. Stock options provide for the purchase of Shares or CDIs in the future at an exercise price set on the grant date; provided, however, that ISOs shall only be issued with respect to Shares (not CDIs). ISOs, by contrast to NSOs, may provide tax deferral beyond exercise and favourable capital gains tax treatment to their holders if certain holding period and other requirements of the Internal Revenue Code of 1986, as amended from time to time, or any successor thereto (the Code) are satisfied. The exercise price of a stock option may not be less than 100% of the fair

market value of the underlying share on the date of grant (or 110% in the case of ISOs granted to certain significant shareholders), except with respect to certain substitute options granted in connection with a corporate transaction. The term of a stock option may not be longer than ten years (or five years in the case of ISOs granted to certain significant shareholders). Vesting conditions determined by the plan administrator and set forth in the award agreement may apply to stock options and may include continued service, performance and/or other conditions.

- (b) SARs may be granted pursuant to the Plan. SARs entitle their holder, upon exercise, to receive from the Company an amount equal to the appreciation of the Shares or CDIs subject to the award between the grant date and the exercise date. The exercise price of a SAR may not be less than 100% of the fair market value of the underlying Share or CDI, as applicable, on the date of grant and the term of a SAR may not be longer than ten years. Vesting conditions determined by the plan administrator and set forth in the award agreement may apply to SARs and may include continued service, performance and/or other conditions.
- (c) Restricted shares, restricted CDIs, RSUs, and performance-based awards may be granted pursuant to the Plan. Restricted Shares and CDIs is an award of non-transferable Shares or CDIs, as applicable, that remain forfeitable unless and until specified conditions are met, and which may be subject to a purchase price. RSUs represent the right to receive CDIs, Shares, cash or other securities or property in the future, at such times, and subject to such conditions as the plan administrator shall determine. Performance-based award are contractual rights to receive an equity-based, equity-related or cash-based award in the future based on the attainment of specified performance goals, in addition to other conditions which may apply to these awards. Stock options, SARs, restricted shares, restricted CDIs and RSUs may constitute performance-based awards. Conditions applicable to restricted shares, restricted CDIs, RSUs and performance-based awards may be based on continuing service, the attainment of performance goals and/or such other conditions as the plan administrator may determine. In addition, with respect to a share of restricted stock or a restricted CDI dividends which are paid prior to vesting shall only be paid out to the holder upon the release of restrictions on such share or CDI and, if such share or CDI is forfeited, the grantee shall have no right to dividends.
- (d) Dividend equivalents may be granted pursuant to the Plan. Dividend equivalents represent the right to receive the equivalent value of dividends that would be paid on Shares or CDIs covered by such award if such Shares or CDIs had been delivered pursuant to such award. The grantee of a dividend equivalent right will have only the rights of a general unsecured creditor of the Company until payment of such amounts is made as specified in the applicable award agreement.

Claw-Back Provisions, Transferability, and Participant Payments

All awards are subject to the provisions of any claw-back policy implemented by the Company to the extent set forth in the Plan and/or in the applicable award agreement. Other than by will or the laws of descent and distribution, awards under the Plan are generally non-transferable, and are exercisable only by the participant. With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the Plan, the plan administrator may, in its discretion, accept cash, check or any other form of consideration approved by the Company and permitted by applicable law including a deduction or withholding from any payment or distribution to a grantee.

Change in Control

In the event of a sale of substantially all of the Company's assets, merger or other change in control, as defined under the Plan, unless otherwise set forth in the applicable award agreement, each outstanding award will be treated as the administrator determines, including, but not limited to, settling the awards for an amount of cash or securities, providing for the assumption or substitution of the outstanding award, modifying the terms of such awards to add events, conditions or circumstances upon which the vesting of such awards, or lapse of restrictions, will accelerate, deem any performance conditions satisfied at target, maximum or actual performance through closing or provide for the performance conditions to continue, accelerate the vesting of awards in full or on a pro-rata basis, the cancellation of the outstanding award if not exercised prior to the change in control on such terms and conditions as it deems appropriate, including providing for the cancellation of such outstanding award for no consideration.

Amendment and Termination

Subject to compliance with applicable law or the ASX Listing Rules, the Board may from time to time suspend, discontinue, revise or amend the Plan in any respect whatsoever provided no such amendment shall materially adversely impair the rights of any participant under any outstanding award, without his or her consent. Pursuant to the ASX Listing Rules and the Code, certain amendments may require the approval of the Shareholders.

The 2019 Incentive Plan will automatically terminate in 2029, unless terminated prior.

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 **10:30am (AEST) Thursday, 28 May 2020**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHES Depositary Interest is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at Friday, 1 May 2020 at 7:00pm (AEST) entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHES Depositary 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 CHES Depositary Nominees Pty Ltd enough time to tabulate all CHES Depositary 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.

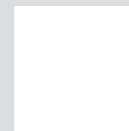
Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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: 183831

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 CHES Depositary Nominees will vote as directed

Voting Instructions to CHES Depositary Nominees Pty Ltd

Please mark box A OR B

I/We being a holder of CHES Depositary Interests of Sezzle Inc. (the Company), hereby direct CHES Depositary Nominees Pty Ltd (CDN) to:

A ☐ vote on my/our behalf with respect to the Items of Business below in the manner instructed in Step 2 below.

B ☐ OR appoint the Chairman of the Meeting

OR

to attend, speak and vote the shares underlying my/our holding at the Annual General Meeting of Sezzle Inc. to be held on Monday, 1 June 2020 at 10:30 am (AEST) (Sunday 31st May 2020 at 7:30 pm US Central Daylight Time) and at any adjournment or postponement of that meeting. Where no direction is given, the proxy may vote as they see fit.

Step 2 Items of Business

Please Note: If you mark the ABSTAIN box for an Item, you are directing CHES Depositary Nominees Pty Ltd or its 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 | |
|---------|---|--------------------------|--------------------------|--------------------------|
| Item 2 | Re-Election of Charlie Youakim | <input type="checkbox"/> | <input type="checkbox"/> | |
| Item 3 | Re-Election of Paul Victor Paradis | <input type="checkbox"/> | <input type="checkbox"/> | |
| Item 4 | Re-Election of Kathleen Pierce-Gilmore | <input type="checkbox"/> | <input type="checkbox"/> | |
| Item 5 | Re-Election of Paul Purcell | <input type="checkbox"/> | <input type="checkbox"/> | |
| Item 6 | Re-Election of Paul Alan Lahiff | <input type="checkbox"/> | <input type="checkbox"/> | |
| | | FOR | AGAINST | ABSTAIN |
| Item 7 | Approval of Amendment to 2019 Equity Incentive Plan to increase the Number of Shares of Common Stock reserved for Issuance Thereunder | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 8 | Increase in the Number of Directors From 5 To 7 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | FOR | ABSTAIN | |
| Item 9 | Election of Michael Cutter as a Director | <input type="checkbox"/> | <input type="checkbox"/> | |
| | | FOR | AGAINST | ABSTAIN |
| Item 10 | Approval for Additional Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 11 | Approval of Amendment to By-laws and Certificate of Incorporation | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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 and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

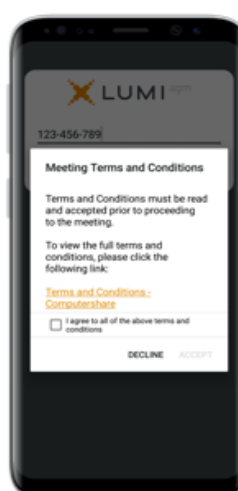
Meeting ID: 371-496-723

Online registration will open 1 hour before the start of the meeting

- 1** To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



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



OR



- 3** To register follow one of the three options below

Participate in the meeting online as a stockholder

To log in, you must select "I am a stockholder/proxy" and have the following information:
Username is your holder ID and Password is your zipcode (for US residents) or the three-character country code of your registered address (for non-US residents) (e.g. NZL)

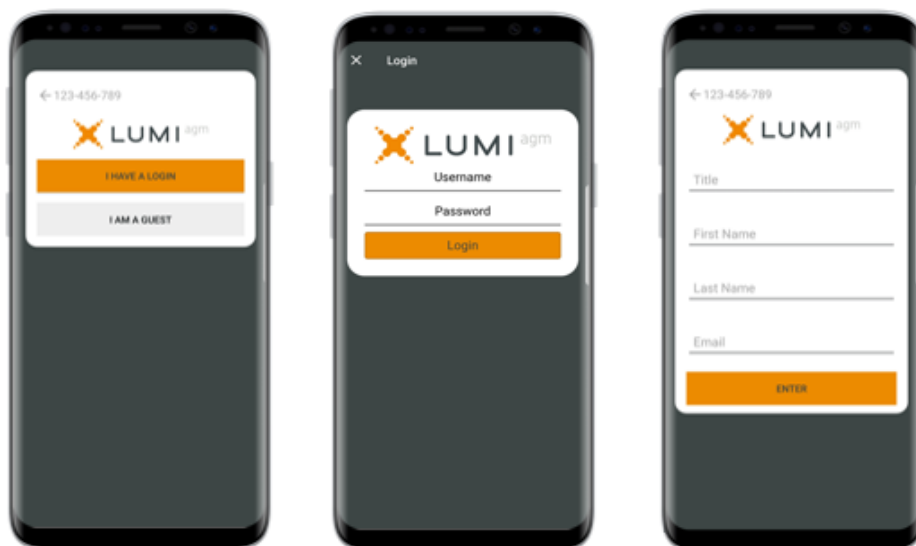
Participate in the meeting online as a proxyholder appointed by a stockholder or a CDI holder

To log in, you must select "I am a stockholder/proxy" and have the following information:



To receive your 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.

Participate in the meeting online as a CDI holder and have not appointed yourself as a proxyholder

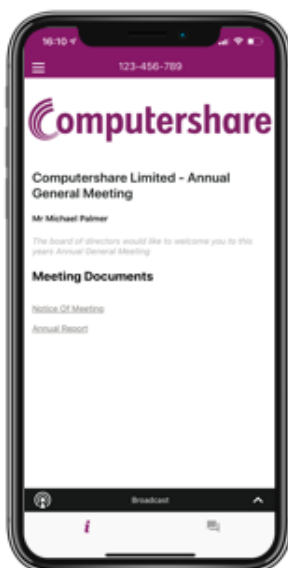
To log in, you must select "I am a CDI holder/guest" and then enter your name and Email Address.



4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.

5 View the webcast
To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds*. Toggle between the up or down arrow  to view another screen.

(*Dependant on the speed of your internet)



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



Home page icon, displays meeting information




Questions icon, used to ask questions



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

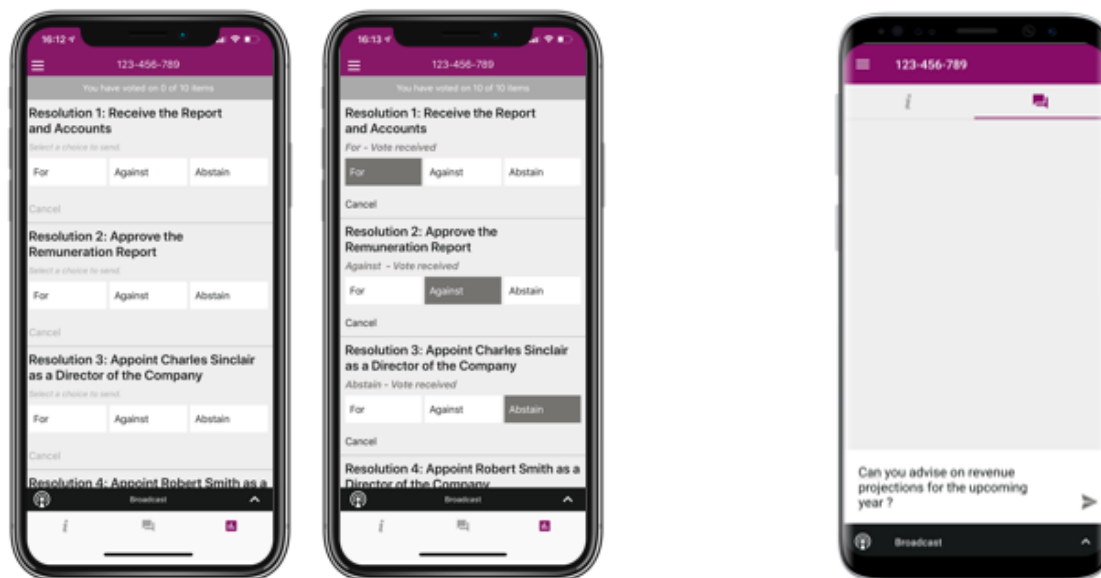
6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device 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 or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.





On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

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