



Announcement Summary

Entity name

ZIP CO LIMITED.

Announcement Type

New announcement

Date of this announcement

Monday May 24, 2021

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	PERFORMANCE SECURITIES	3,550,000

Proposed +issue date

Thursday September 30, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

ZIP CO LIMITED.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

1.2 Registered Number Type

ACN

Registration Number

139546428

1.3 ASX issuer code

Z1P

1.4 The announcement is

New announcement

1.5 Date of this announcement

Monday May 24, 2021

1.6 The Proposed issue is:

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 - Are any of the following approvals required for the placement or other type of issue?

- +Security holder approval
- Court approval
- Lodgement of court order with +ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

PERFORMANCE SECURITIES

+Security type

Other

Number of +securities proposed to be issued

3,550,000

Offer price details



Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

In connection with the acquisition of Spotii Holdings Ltd, as announced to the ASX on 24 May 2021, Zip Co Limited has agreed to pay up to US\$15 million of 'deferred consideration' to a subset of sellers of Spotii Holdings Ltd.

The contractual right to receive deferred consideration technically constitutes a 'performance security' under the ASX Listing Rules, as Zip Co Limited has a right to pay the deferred consideration by way of an issue of ordinary shares. Any such ordinary shares would be issued at the higher of the volume weighted average price of Zip Co Limited's shares on the ASX for the 30 trading days before the applicable issue date, and a prescribed minimum share price of A\$6.00 per share.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

6.000000

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

Zip Co Limited has agreed to pay up to US\$15 million of 'deferred consideration' in connection with the acquisition of Spotii Holdings Ltd, as announced to the ASX on 24 May 2021.

Part 7C - Timetable

7C.1 Proposed +issue date

Thursday September 30, 2021

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Zip Co Limited proposes to issue performance securities which, if Zip Co Limited elects to settle all or part those performance securities by way of an issue of ordinary shares, will result in the issue of up to a maximum of 3,550,000 fully paid ordinary shares.



7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

If Zip Co Limited elects to settle all or part of the performance securities by way of an issue of ordinary shares, 60% of such shares will be subject to a 1-year voluntary escrow commencing on 1 July immediately after the relevant 'performance period'.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Zip Co Limited has agreed to pay up to US\$15 million of 'deferred consideration' in connection with the acquisition of Spotii Holdings Ltd, as announced to the ASX on 24 May 2021.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue