

29 September 2021

Corporate Governance Statement and Appendix 4G

Zip Co Limited (ASX: Z1P) (“Zip”, or the “Company”) attaches the following documents in relation to FY2021:

- Corporate Governance Statement; and
- Appendix 4G

Release approved by the Chief Executive Officer on behalf of the Board.

- ENDS -

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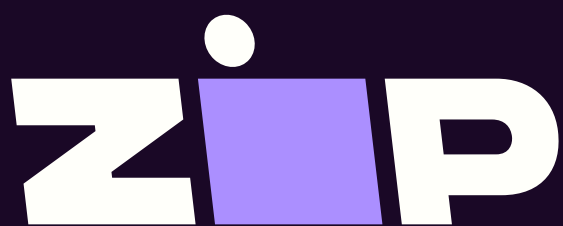
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About Zip

ASX-listed Zip Co Limited (Z1P: ASX) or (“Zip”) is a leading global financial services company, offering innovative, people-centred products that bring customers and merchants together. On a mission to be the first payment choice everywhere and every day, Zip offers point-of-sale credit and digital payment services in 12 markets around the world, including through strategic investments, connecting millions of customers with its global network of tens of thousands of merchants.

One of the fastest growing BNPL providers globally, Zip has a presence in Australia, Canada, Czech Republic, Mexico, New Zealand, the Philippines, Poland, Saudi Arabia, South Africa, UAE, the United Kingdom and the USA. Zip provides fair, flexible and transparent payment options to individual consumers and SMBs, helping them to take control of their financial future and helping merchants to grow their businesses. Zip is committed to responsible lending and also owns Pocketbook, a leading personal financial management tool. Founded in Australia in 2013, Zip now employs over 1,000 Zipsters worldwide.



Corporate Governance Statement 2021

Zip Co Limited ACN 139 546 428

Corporate Governance Framework

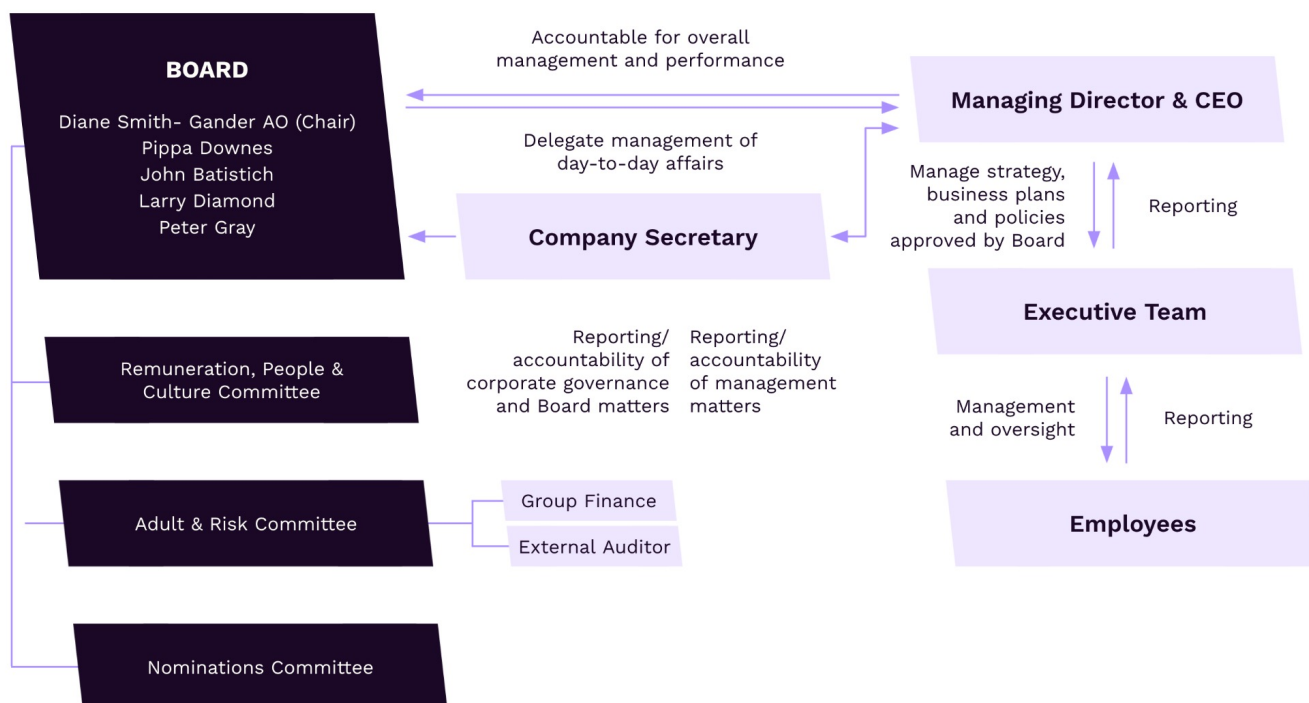
The directors and management of Zip Co Limited (Z1P or the Company) are committed to conducting the business of the Company and its controlled entities (the Group) in an ethical manner and in accordance with high standards of corporate governance.

This Corporate Governance Statement describes Z1P's corporate governance framework, policies and practices during the financial year ended 30 June 2021 (the Reporting Period or FY2021). This statement has been approved by the Board and is current as at 27 September 2021.

Throughout FY2021, Z1P's corporate governance arrangements were consistent with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th ed) (the ASX Principles). The Appendix 4G, which is a checklist cross referencing the ASX Principles to the relevant disclosures in this Corporate Governance Statement and the 2021 Annual Report has been lodged with the ASX, and a copy is also available on the corporate website.

Z1P is committed to ensuring that its corporate governance framework, policies and practices reflect a high standard of corporate governance. Delivering on this commitment requires Z1P to have a sound understanding of current governance requirements and practices, as well as being attuned to emerging governance trends and shifting stakeholder expectations. Good corporate governance practice support sustainable performance by Z1P over time.

Z1P's governance framework is summarised below.



The corporate governance policies and documents adopted by Z1P and referred to in this Corporate Governance Statement are published on the corporate governance page of the Z1P website.

Z1P's Purpose and Values

Mission

To be the first payment choice, everywhere and every day.

Purpose

Create a world where people can live fearlessly today, knowing they're in control of tomorrow.

Values

- Own it
- Change the game
- Stronger together
- Customer first

At an enterprise level, Z1P's purpose provides Z1P and its Directors, employees and suppliers with the foundations for actions and, together with Z1P's values, guide Z1P's thinking and decision-making. Further information about Z1P's purpose can be found on Z1P's website and on page 5 of the FY21 Annual Report.

The values underpin Z1P's global business, and the Board and management are guided by these core values when making decisions for Z1P, including in relation to its corporate governance policies and practices.

The Global Executive Team is responsible for instilling Z1P's values across Z1P and continually reference and reinforce the values with staff.

Z1P's Board

As at 27 September 2021, Z1P's Board comprised three non-executive Directors, Z1P's Global Managing Director and Chief Executive Officer (**CEO**), Larry Diamond and Global Chief Operating Officer (COO), Peter Gray. An overview of the qualifications, appointment date, experience and responsibilities of each Director is set out at pages 53-55 of the FY2021 Annual Report.

NAME	DATE OF APPOINTMENT	INDEPENDENT
Diane Smith-Gander AO (Chair)	1 February 2021	Yes
Larry Diamond (Global Managing Director and Chief Executive Officer)	11 September 2015 Appointed MD & CEO on 1 July 2016	No
Peter Gray Global Chief Operating Officer and Executive Director	11 September 2015 Appointed COO on 1 July 2016	No
Pippa Downes	1 October 2020	Yes
John Batistich	6 September 2018	Yes

- Phillip Crutchfield was a director and the Chair of the Board from the beginning of the Reporting Period until 2 March 2021.
- Dianne Challenor was a director from the beginning of the Reporting Period until 1 October 2020.

ROLES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the governance of Z1P. The role of the Board is to safeguard Z1P's interests and foster sustainable value creation while considering the reasonable interests of shareholders, employees, customers, and other relevant stakeholders.

The Board reviews and approves Z1P's strategic direction and provides oversight of management. Additionally, the Board is responsible for guiding Z1P's corporate culture by establishing the tone from the top and monitoring the implementation of, and broader adherence to, Z1P's core values, policies and related processes. This includes monitoring Z1P's approach to the management of both financial and non-financial risks, such as its exposure to technology risks, safety risks and potential damage to Z1P's reputation.

Responsibilities specifically reserved to the Board are set out in a formal Board Charter, which the Board reviews every two years. The Board Charter was last reviewed and updated in July 2020 and a copy is available on the Corporate Governance Page of the Company's website.

RESPONSIBILITIES OF THE CHAIR

Under Z1P's Constitution, the Board elects a Chair from amongst the non-executive Directors. This means that the roles of the Chair and the CEO are not exercised by the same individual. It is also a requirement of Z1P's Board Charter that the Chair be independent.

The Chair presides over Z1P's Board meetings and shareholder meetings. Some of the key responsibilities of the Chair include:

- leading the Board in reviewing and discussing Board matters;
- facilitating effective contributions by all Directors and monitoring Board performance;
- reviewing corporate governance matters with the Company Secretary and reporting to the Board; and
- maintaining a regular dialogue with the CEO, and being the principal communication channel between the Board and management.

Zip's current Chair is Diane Smith-Gander AO. The Board is satisfied that Diane Smith-Gander is, and has been since she was appointed in February 2021, an independent Director.

BOARD MEETINGS

The Board met 12 times during the financial year. Directors' attendances are set out on page 56 of the 2021 Annual Report.

In addition to the Board considering strategic matters at each scheduled Board meeting, the Board also holds a separate session each year to discuss Z1P's strategy.

INDEPENDENCE

The Board regularly assesses the independence of each Director and has determined that each non-executive Director is, and was throughout the entirety of the financial year, independent. As the CEO and COO are both executives, they are not considered to be independent.

Z1P considers a Director to be independent if the Director is independent of management and is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of Z1P rather than in the interests of an individual shareholder or other party.

When assessing the independence of a Director, the Board considers the matters potentially affecting the independent status of a Director as described in the ASX Principles. Materiality is assessed on a case by case basis by reference to each Director's individual circumstances rather than by applying general materiality thresholds. As at the date of this statement, there were no relationships or associations of the kind referred to in Box 2.3 of the ASX Principles in relation to Z1P's non-executive Directors.

BOARD COMPOSITION

Skills and capabilities

Z1P seeks to maintain a Board of Directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of, and competence to deal with, current and emerging issues relevant to overseeing a large rapidly growing global fintech business.

The Board skills matrix is reviewed annually by the Board, with a view to capturing the skills needed to address existing and emerging business and governance issues relevant to the Group, and considers any changes in the Group's circumstances and strategic priorities.

The current mix of skills and experience represented on the Board as at the date of this Corporate Governance Statement is set out in the skills matrix below.

SKILLS/EXPERIENCE	DESCRIPTION	LEVEL
INDUSTRY		
Retail/Ecommerce	Experience in the retail/ecommerce	Proficient
Payments/Affiliates	Experience in conducting business directly with consumers	Proficient
Issuing responsible credit	Experience with customer base	Practiced
Global markets	Experience in conducting business in, and proven knowledge of, an overseas market in which the Company operates	Practiced

¹ **Proficient** means regarded to have expert or highly qualified proficiency, knowledge and experience in the subject matter or domain and has been seen to contribute these skills in Board and Committee conversations and critical thinking.

Practiced means has developed a sound working knowledge and understanding of the subject matter through either past executive or management roles, extensive on-the-job application of skills in Board and Committee activities and/or through training and professional development activities.

SKILLS/EXPERIENCE	DESCRIPTION	LEVEL
DIGITAL & TECHNOLOGY		
Digital platforms	Experience in the use of online platforms to deliver products and services	Practiced
Disruptive technology	Experience in digital technologies, implementing technology products, leveraging digital technologies and digital disruption	Proficient
Online communities	Experience in leveraging online communities	Practiced
GOVERNANCE, STAKEHOLDERS AND REGULATORY		
Listed companies	Experience as a director on a listed company Board in Australia or overseas	Practiced
People and culture	Experience in building workplace capability, setting a remuneration framework that attracts and retains high calibre executives, and promoting diversity and inclusion	Proficient
HSE and sustainability	Experience related to workplace health, safety, environment and corporate responsibility issues within a large business	Practiced
Legal, governance and compliance	Ability in, and understanding of the application of legal, governance and compliance principles and regulations	Proficient
Risk management and compliance oversight	Experience in identifying, assessing and managing strategic, operational and financial risks and monitoring compliance management frameworks and systems	Proficient
SENIOR EXECUTIVES		
Executive leadership	Held senior executive position in an organisation of significant size/a listed company in Australia or overseas	Proficient
Financial acumen	Qualifications or experience in financial accounting and reporting, corporate finance and internal controls	Proficient

SKILLS/EXPERIENCE	DESCRIPTION	LEVEL
SENIOR EXECUTIVES		
Capital management	Experience in capital management strategies, including capital partnerships, debt financing and capital raisings	Proficient
Mergers and acquisitions	Experience in corporate transactions and joint ventures	Proficient
Strategy	Experience in developing, implementing and challenging a plan of action to achieve the Company's long-term objectives	Proficient

The skills analysis demonstrated that Z1P's Board members are highly experienced and most skills that would be considered important to the effective performance of the Board are present.

The Board uses the Board Skills Matrix as part of succession planning to assess the skills and experience that may be required on the Board in the future to support effective governance and the delivery of Z1P's strategy, having regard to the ongoing transition of the fintech sector. Considering the rapid expansion of the business over the last few years, Z1P is looking to appoint two more directors to assist with scaling global technology/products, high growth company experience, and supplement US payments and retail/ecommerce experience.

NOMINATIONS AND APPOINTMENT

The Nominations Committee oversees matters related to the composition of the Board, including arrangements for the selection and appointment of new Directors. When considering the appointment of a new Director, the Committee engages the services of an executive recruitment firm to assist in identifying suitable candidates for consideration for appointment to the Board and to carry out appropriate reference checks.

Newly appointed Directors must stand for appointment at the next subsequent Annual General Meeting of the Company (**AGM**). The Notice of Meeting for the AGM provides shareholders with material information about each Director standing for election or re-election, including details of their relevant skills, independence, experience, other directorships and whether the Board supports the election or re-election of the Director. Directors seeking election are also given the opportunity to address the AGM and to answer questions from shareholders.

New Directors receive a formal letter of appointment that sets out their duties, responsibilities, rights and remuneration entitlements, together with copies of policies and other supporting information for the Group (the induction pack).

These processes have been followed in relation to the appointment of Diane Smith-Gander and Pippa Downes who were both appointed to the Board during FY2021. Pippa Downes' appointment was subsequently approved at the 2020 Annual General Meeting.

BOARD EFFECTIVENESS

Building director capability

The formal letter of appointment and induction materials provided to a newly appointed Director contains detailed information to allow the new Director to gain an understanding of:

- Z1P, its operations and governance systems;
- the rights, duties and responsibilities of Directors;
- the role of each Board Committee;
- the roles and responsibilities of the Executive Team; and
- Z1P's financial, strategic, and operational risk management positions.

New Directors also enter into a program of meetings with members of Z1P's Executive Team to learn about the business.

Directors also undertake a program of ongoing Director education, including presentations on a range of topics generally relevant to Z1P's business activities, including compliance training and presentations by external industry and subject matter specialists. In FY2021, the Directors were given the opportunity to have discussions with, or receive tabled reports from, a range of external presenters, including experts on stakeholder engagement, capital markets, tax advisers, diversity specialists and conducted a full cyber incident simulation with management and external experts.

PERFORMANCE AND EVALUATION

The Board regularly reviews its own performance and the performance of individual Directors. Going forward the intention is for a formal review of the performance of the Board to be conducted every 2nd year with an external facilitator.

The review conducted during FY2021 was facilitated by John Batistich, Chair of the Remuneration, People & Culture Committee, who possesses experience in conducting Board performance reviews. The review process involved a review of Board papers, discussion with Directors and the Executive Team, all of which involved qualitative and quantitative assessments.

The FY2021 review focused on the following key areas:

- Strategic Vision, Objectives and Decisions;
- Board Skills, Experience and Attributes;
- Board Values, Behaviours and Culture;
- Board Relationships;
- Board Leadership, Roles and Accountability; and
- Corporate Governance Practices and Information.

The overall assessment was that the Board functions effectively in the discharge of its responsibilities. Following the review, the Board discussed the outcomes and identified several actions to further strengthen its performance in recognition of the future challenges facing Z1P and the fintech sector more generally. Those areas included enhanced ways of working with the Executive Team, heightened focus on Z1P's future growth pathways and strategic priorities.

Board Committees

The Board has established three Committees as follows:

- Audit & Risk Committee (**ARC**);
- Nominations Committee; and
- People, Remuneration & Culture Committee (**RPCC**).

Each Committee's roles and responsibilities and membership requirements are set out in its Charter. Details of the number of Committee meetings held and each Director's attendance at those meetings are set out on page 56 of the 2021 Annual Report. An overview of the roles and responsibilities, composition and membership of each Committee as at 27 September 2021 is set out in the table below. Each Committee reports to the Board and makes recommendations to the full Board for its consideration as appropriate.

EVALUATION OF BOARD COMMITTEES

The Charter for each Board Committee requires an annual review of performance. During FY2021, each Board Committee discussed the Committee's performance over the past 12 months. Each Committee considered, together with relevant members from management, whether the Committee had achieved its objectives for the financial year and reviewed the effectiveness of the Committee and how its members had worked together, including with management. Following this review, each Committee was satisfied that it had been effective in performing its responsibilities under its Charter.

MEMBERSHIP		PURPOSE AND RESPONSIBILITIES	
AUDIT & RISK COMMITTEE (ARC)			
<ul style="list-style-type: none"> . Pippa Downes (Chair) . Diane Smith-Gander . John Batistich 	<p>The ARC assists the Board to fulfil its responsibilities through the effective identification, assessment, monitoring and management of risks and compliance with legal and regulatory requirements.</p> <p>Specifically, the ARC’s primary responsibilities include overseeing:</p> <ul style="list-style-type: none"> . the integrity of financial reporting; . external audit engagement; . risk management controls, policies and procedures; and . policies and procedures for ensuring Z1P’s compliance with laws and regulations. 		
NOMINATIONS COMMITTEE			
<ul style="list-style-type: none"> . Diane Smith-Gander (Chair) . Pippa Downes . John Batistich 	<p>The Nominations Committee’s purpose is to review and recommend to the Board matters relating to:</p> <ul style="list-style-type: none"> . optimal Board composition; . performance evaluation of the Board, its Committees and individual Directors; and . succession planning for the Board. 		
REMUNERATION, PEOPLE & CULTURE COMMITTEE (RPCC)			
<ul style="list-style-type: none"> . John Batistich (Chair) . Diane Smith-Gander . Pippa Downes 	<p>The RPCC:</p> <ul style="list-style-type: none"> . makes recommendations to the Board in respect of Z1P’s remuneration practices and framework to ensure alignment with Z1P’s core Values, risk appetite and desired company culture; . reviews the performance and remuneration of senior management; . makes recommendations to the Board in relation to Director remuneration, employment-related policies, talent management and succession planning for key management roles and measurable diversity objectives. 		

Z1P's Executive Team

The Board has delegated to the CEO, Larry Diamond, the authority to manage Z1P's day-to-day affairs and the authority to manage Z1P's affairs in relation to all matters, other than those responsibilities reserved by the Board to itself, including in the Board Charter.

The CEO's role includes:

- leading Z1P's Executive Team;
- accounting to the Board for Z1P's overall management and performance; and
- management of Z1P in accordance with the strategy, business plans and policies approved by the Board.

The CEO has authority in turn, to delegate to the Executive Team. The Executive Team comprises the CEO and senior managers who report directly to the CEO.

Specific limits on the authority delegated to the CEO and the Executive Team are set out in a Delegations of Authority Procedure endorsed by the Board.

Each member of Z1P's Executive Team (including the CEO) is employed under a Service Agreement that sets out the terms on which the Executive is employed including details of the Executive's duties, responsibilities, rights and remuneration entitlements. The Service Agreement also sets out the circumstances in which the employment of the Executive may be terminated by either Z1P or the Executive, including details of notice periods and the amounts payable to the Executive because of the termination by Z1P of the Executive's employment.

When considering the appointment of a new Executive, Z1P carries out appropriate reference checks (including due-diligence in respect of the candidate's character, experience, education, criminal record and bankruptcy status) before Z1P makes an offer of employment.

While Executive Team members have individual accountability for their respective business functions, the Executive Team has collective accountability for management of risk across Z1P. This is supported by, among other things, regular results and priorities meetings where emerging risks and key decisions affecting the business are discussed and agreed by Executive Team members.

The CEO and other members of the Executive Team regularly attend Board and Committee meetings to report on and discuss key issues and the existing and emerging risks of the business.

REMUNERATION

The Remuneration Report on pages 57-77 of the 2021 Annual Report sets out Z1P's policies and practices for remunerating non-executive Directors and executives.

PERFORMANCE EVALUATION

The Board reviews the CEO and notes Executive Team's performance annually against agreed performance objectives and other relevant factors.

Executive Team performance evaluations were conducted for FY21 in accordance with this process. Details of the evaluation process and the linkages between the result of performance evaluations and remuneration are disclosed in the Remuneration Report on pages 64-96.

COMPANY SECRETARY

The Board is responsible for the appointment of Z1P's Company Secretary. David Franks of Automic Group and Tai Phan have been appointed as Joint Company Secretaries to the Board and each Board Committee, attending all meetings of the Board and Committees as required.

The Company Secretary is accountable to the Board through the Chair on all corporate governance matters and all matters to do with the proper functioning of the Board.

Diversity, Equity & Inclusion

Z1P's Diversity Policy describes Z1P's approach to diversity and inclusion and how these attributes are to be embedded in Z1P workplaces. It provides a framework to effectively embed and support a diverse and inclusive workplace for all employees.

By framing diversity, equity and inclusion to be about balanced teams and equity of experience, Z1P aims to build high-performing teams and remove obstacles that prevent people from being their best.

On 27 August 2021, the Board set the following gender balance targets for the Group to be achieved by 30 June 2026:

- Global Executive cohort: 30% women
- Global Director/VP cohort: 40% women / 40% men / 20% any gender
- Global Manager cohort: 40% women / 40% men / 20% any gender
- Global total workforce: 40% women / 40% men / 20% any gender

These targets are supported by internal goals for gender balance that are measured at a functional team and regional level. Goals have also been set to drive gender equity across the employee experience, including through measuring and responding to gaps in employee engagement.

Z1P will be gathering data to understand its workforce and any gaps that exist, which will inform the development of a broader set of goals that target other diversity demographics in the future.

The RPCC recommends measurable objectives for achieving gender diversity to the Board for adoption each year and receives regular reports on the progress in achieving those objectives. Further detail of the Group's diversity, equity and inclusion activities during FY2021 are contained at pages 24-31 of the Annual Report.

Z1P completed the Australian Workplace Gender Equality Agency's (WGEA) compliance program for 2020/21. The submission provides transparency on gender balance across the workforce, as well as initiatives, policies and practices that support gender equality. These reports will be publicly available on the WGEA Data Explorer.²

Risk management framework and financial reporting

RISK MANAGEMENT FRAMEWORK

Z1P faces a variety of risks due to the nature of its business. Details of Z1P’s strategic risks, including Z1P’s economic, environmental and social risks and how these risks are managed, are set out in FY21 Business Review of the Annual Report from page 13 and in the Social Impact Report from page 23.

Z1P is committed to ensuring that risk management practices are embedded into business processes to drive consistent, effective and accountable action, decision-making and management practice.

The Board has adopted a Risk Management Policy that sets out Z1P’s objectives for risk management and clearly articulates the responsibilities of all Z1P personnel in relation to the management of financial and non-financial risks.

Z1P seeks to embed risk management principles and practices into strategy development and day-to-day business processes to achieve robust and responsible commercial outcomes. Z1P’s Risk Management model is based on the ‘three lines of defence’ and is illustrated in the table below.

OVERSIGHT	Board of Directors
	Audit & Risk Committee
	Operational Risk Committee

ACCOUNTABILITY & RESPONSIBILITY	1st line of defence	2nd line of defence	3rd line of defence
		<i>Business divisions/units</i>	<i>Group Legal & Compliance</i>
	Responsible for effectively identifying, assessing & managing risk to achieve Z1P’s objectives in accordance with Z1P’s risk management policy and standards	Responsible for enterprise wide risk and compliance standard systems. Oversight and support.	Responsible for independent assurance on governance, risk management and internal control processes.

² In 2021, the reporting deadline for all organisations participating in WGEA’s compliance program was delayed until August 11. This has delayed the publication of submissions.

Z1P systematically examines all technical and financial activities to identify material risk exposures using an enterprise-wide risk program aligned with ISO31000, the international standard for risk management. This program is supported by:

- Z1P's Risk Management Policy; and
- Z1P's risk management and assessment standards, the objectives of which are to provide guidance to Z1P employees on how to conduct risk assessments, ensure consistency and simplicity in approach to risk identification, evaluation and management, and establish a common 'risk' language across the business.

Z1P has implemented policies that directly or indirectly serve to mitigate and manage risk (including the Securities Trading Policy and the Continuous Disclosure Policy).

In 2021 a Group Money Laundering Reporting Officer (**MLRO**) was appointed with accountability for ensuring compliance with anti-money laundering and counter terrorism financing (**AML/CTF**) legislation and reporting to senior management and the Board. In addition there are local MLROs appointed in each country where Zip conducts its business. Zip maintains robust AML/CTF programs that meet the legislative requirements of the jurisdictions where it conducts its business. External independent audits of the programs are conducted on a regular basis to ensure the programs remains effective and current.

Credit Risk at Zip is overseen by the Credit Risk Committee which is attended by senior management drawn from Credit, Operations, Finance and Data Analytics. The Committee is accountable for managing credit risk, arrears and losses across the Group.

ROLES OF THE BOARD AND ARC

The Board is responsible for approving and monitoring the implementation of policies governing Z1P's systems of internal compliance, risk management and control.

The ARC, among other things, reviews and recommends Z1P's risk management policies and material strategic risks to the Board for approval, and reviews and monitors the implementation of policies and procedures for identifying, assessing, monitoring and managing risk. During FY21, the ARC and the Board considered and agreed Z1P's Top 10 Risks each quarter.

The ARC receives presentations from management on Z1P's material strategic risks (both financial and non-financial) and the controls in place to mitigate or manage those risks at each meeting. Each year the ARC and the Board review Z1P's strategic risks and the risk management framework to ensure that it continues to be sound and operates effectively and within the risk appetite set by the Board.

In addition, the ARC has assumed responsibility for overseeing the issues, incidents and risks identified by management in the quarterly Group financial, legal, compliance and risk reports, and ensuring there is clear accountability for, and effective closure of, relevant issues. During early FY22, the Board will conduct an external review of Z1P's risk management framework and conduct tests to ensure that it remains sound and continues to operate effectively within the risk appetite set by the Board.

The ARC receives regular presentations from management throughout the year on specific risk topics, for example IT security, anti-money laundering, design and distribution obligations, treasury, finance and insurance. The ARC also has responsibility for reviewing and approving the investigation of any complaints received via the Company's whistleblower hotline.

Whilst the Company does not have a separate Internal Audit function, it does conduct independent investigation into identified risks and various control issues. This is overseen by the Finance and IT teams with the support of external advisers and investigators. All such matters are reported to the ARC and Board.

FINANCIAL REPORTING

The Board receives reports from management about Z1P's financial performance and business results at each scheduled meeting.

The ARC reviews and discusses the half-yearly and full year financial reports with management and the external auditors, including the disclosures made in those reports and recommends to the Board whether the financial reports should be approved.

Before the Board approves the financial statements for a financial period (including the full year and half-year), the CEO and CFO provide declarations to the Board that, in their opinion, the financial records of Z1P have been properly maintained and that the financial statements comply with the Accounting Standards and give a true and fair view of the financial position and performance of Z1P. They also provide confirmation that these opinions have been formed based on a sound system of risk management and internal control, which is operating effectively.

Z1P is committed to providing clear, concise and effective disclosure to shareholders and other stakeholders in its corporate reports. In circumstances where Z1P's auditor has not been required to review a periodic corporate report, Z1P conducts an internal verification exercise to ensure that its reports are materially accurate, balanced and provide investors with appropriate information to make informed investment decisions. Material statements in these documents are verified by relevant business management prior to approval for release to the market.

EXTERNAL AUDITOR

The role of the external auditor is to provide an independent opinion that Z1P's financial reports are true and fair and comply with applicable regulations.

Z1P's external auditor is Deloitte. Deloitte attends the AGM each year and shareholders may ask the auditor written questions in advance of the AGM or ask questions at the AGM, relevant to the audit.

Z1P's ARC Charter contains details of the procedure for the selection, appointment, independence and performance of the external auditor.

Under the ARC Charter, the external auditor's services are monitored to ensure that they do not provide any services which might threaten their independence, or conflict with their assurance and compliance role.

Reports on the provision of auditing and related services are provided to the ARC on a regular basis. The ARC and the Board concluded that non-audit services provided during FY21 did not compromise the external auditor's independence requirements under the Corporations Act.

The performance of the external auditor is discussed by the ARC following completion of the full year financial statements. The Chair of the ARC subsequently meets with the external auditor to discuss recommendations for improvements to the conduct of the audit.

Z1P's key corporate governance policies

Details of Z1P's key corporate governance policies are summarised below – copies of each are available on the Corporate Governance page of Z1P's corporate website.

CODE OF CONDUCT

Z1P has a Code of Conduct that applies to Z1P, its Directors, employees and contractors and sets out the standards of responsibility and ethical conduct required. Z1P's commitments under the Code are as follows:

- Act in accordance with the Company's values and in the best interests of the Company,
- Treat each other with respect and dignity,
- Respect the law and act accordingly,
- Be fair and honest in your dealings,
- Use the Company's property responsibly and in the best interest of the Company and its reputation,
- Be responsible for your actions and accountable for their consequence, and
- Be responsible to the community and to the individual.

These commitments drive behaviours aligned with Z1P's core Values. Training on the Code of Conduct is part of the induction process for new Z1P people. All Z1P people periodically complete online refresher training modules on the Code of Conduct.

The Code provides a mechanism to enable Z1P people to report actual or suspected breaches, in addition there is an independent service to allow for anonymous reporting via the whistleblower hotline. The ARC oversees the application of the Code in Z1P, including overseeing the investigation of alleged breaches of the Code where appropriate, monitoring compliance and recommending amendments to the Board.

Any material breaches of the Code are reported to the Board and monitored until the relevant breach is considered closed.

ANTI-BRIBERY & CORRUPTION POLICY

Z1P's Anti-Bribery and Corruption Policy prohibits any Z1P activities that cause, support, or conceal corruption or bribery in any form.

Any material breaches are reported to the Board.

CONTINUOUS DISCLOSURE POLICY

Z1P's Continuous Disclosure Policy describes Z1P's continuous disclosure obligations and how they are managed by Z1P.

The Managing Director & CEO is responsible for monitoring compliance with the Policy including determining whether market sensitive information should be disclosed to the ASX. Directors receive

copies of all announcements immediately after notification to the ASX. All ASX announcements are available from Z1P's Investment Centre on its corporate website.

DIVERSITY POLICY

The Diversity Policy is designed to foster many facets of diversity in addition to gender, including different ages, ethnicities and backgrounds at all levels within the Group. For more detail on the Company's Diversity disclosures please see pages 24-31 of this Statement.

ENVIRONMENTAL & SOCIAL POLICY

Z1P is committed to conducting its operations in a socially and environmentally responsible manner. This policy demonstrates Z1P's commitment to operate the business sustainably and sets out the minimum level of controls and monitoring required across the Group to ensure compliance with environmental laws, regulatory requirements and social licence to operate. The Policy underpins the Company's Social Impact Strategy. For more detail of the Strategy please see pages 24-31 of the FY2021 Annual report.

HEALTH & SAFETY POLICY

Z1P is committed to providing a healthy and safe place to work. The Company believes in providing a safe and healthy environment with work practices that do not compromise the safety, security, physical and mental health and wellbeing of its employees, visitors and contractors is essential to Zip's long-term success. This policy demonstrates Z1P's commitment to providing a safe and healthy workplace and sets out the minimum level of controls and monitoring required across the Group to ensure compliance.

HUMAN RIGHTS STATEMENT AND SUPPLIER CODE OF CONDUCT

In June 2020 Z1P Adopted a Human Rights Statement and Supplier Code of Conduct. The Human Rights Statement outlines Z1P's commitment to upholding international human rights standards across its business, as aligned to the International Bill of Human Rights, among other conventions.

Z1P's Joint Modern Slavery Statement outlines the steps Z1P has taken across its business and supply chains to combat modern slavery. The Supplier Code of Conduct outlines the standards to which Z1P holds its suppliers accountable, in areas such as child labour, human rights and anti-discrimination. This is now part of the Company's legal, contracting process.

SECURITIES TRADING POLICY

Z1P's Securities Dealing Policy outlines when Z1P employees may deal in the Company's securities.

All staff are required to seek pre-approval from the Approving Officer in advance of trading in the Company's securities. The Policy was updated in June 2021 and is compliant with the Corporations Act 2001 (Cth) and ASX Listing Rules requirements.

WHISTLEBLOWER POLICY

Z1P's Whistleblower Policy encourages reporting of suspected unethical, illegal or undesirable behaviour and promotes a culture of honest and ethical conduct.

A third party whistleblower service provider facilitates Z1P's employees and other stakeholders speaking up regarding any concerns that Z1P or its people are failing to meet ethical or legal standards. Any material incidents are reported to the Board.

Shareholder engagement

Z1P operates an investor relations program to facilitate effective two-way communications with investors. This program seeks to keep shareholders informed about Z1P's activities and to listen to issues or concerns raised by shareholders.

Z1P holds regular investor briefings and provides all materials, archived recordings and transcripts via its website. As well as attending broker-sponsored conferences, Z1P participates at several industry conferences throughout the year.

Copies of new and substantive investor or analyst presentations are lodged with the ASX ahead of the presentation.

Z1P also engages with corporate governance advisory firms, shareholder representative bodies, institutional investors, proxy advisers and retail investor groups to understand market expectations on topics including governance, ESG and remuneration.

From time to time, the Chair of the Board and the Chair of the RPCC participate in meetings with such organisations so the Board can be in a better position to receive direct feedback about the effectiveness of Z1P's corporate governance arrangements.

Fundamental to Z1P's investor relations program is the management of its continuous disclosure obligations, which facilitates all shareholders having access to important company information. In addition to lodging this information with the ASX, Z1P uses its website to make information about the company and its activities available to shareholders. The Investor Centre on Z1P's website contains a range of information relevant to shareholders including copies of past Annual Reports and ASX announcements.

Shareholders may elect to receive all shareholder communications, and announcements by email and may also communicate with Z1P and the Share Registry electronically.

In relation to AGMs, shareholders are invited to submit questions before the meeting. This helps the company understand shareholder issues and concerns and address key areas of shareholder feedback. The Chair also encourages shareholders to ask questions and make comments about Z1P's operations and the performance of the Board and senior management at the AGM. The Chair may respond directly to questions or, at her discretion, may refer a question to another Director, the CEO or a member of the Executive Team. All resolutions at the AGM are decided by a poll.

Shareholder meetings are webcast and analyst/media briefings in relation to half-year and full year financial results and other significant events can be heard by teleconference.

The Z1P Share Register is managed and maintained by Computershare Investor Services Pty Limited. Shareholders can access their shareholding details or make enquiries about their current shareholding electronically by quoting their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), via the Computershare Investor Centre.

The health and safety of our people, shareholders and the communities in which we operate is of paramount importance to Z1P. Accordingly, considering the uncertainty and potential health risks created by the COVID-19 pandemic, and taking into consideration the actions taken by governments to address these concerns, this year Z1P's AGM will be held virtually on 4 November 2021.

Shareholders will be able to vote and submit questions in advance and "live" during the meeting. Z1P considers these measures to be appropriate for the 2021 AGM given the likelihood that physical attendance will not be feasible for most shareholders.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Zip Co Limited

ABN/ARBN

50 139 546 428

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://zip.co/investors/about/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at *29 September 2021* and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 29 September 2021

Name of authorised officer authorising lodgement: Diane Smith-Gander AO



¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://zip.co/investors/about/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>The Corporate Governance Statement.</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) at:</p> <p>The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <p>The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: The Corporate Governance Statement.</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://zip.co/investors/about/corporate-governance and the information referred to in paragraphs (4) and (5) at: The Annual Report.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our board skills matrix at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <ul style="list-style-type: none"> • The Corporate Governance Statement; and • The Annual Report <p>and, where applicable, the information referred to in paragraph (b) at:</p> <p>N/A</p> <p>and the length of service of each director at:</p> <ul style="list-style-type: none"> • The Corporate Governance Statement; and • The Annual Report 	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: The Corporate Governance Statement.	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://zip.co/investors/about/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: The Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://zip.co/investors/about/corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: The Corporate Governance Statement	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://zip.co/investors/about/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: The Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at: The Corporate Governance Statement.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> and we have disclosed whether we have any material exposure to environmental and social risks at: The Annual Report and, if we do, how we manage or intend to manage those risks at: The Annual Report	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://zip.co/investors/about/corporate-governance</p> <p>and the information referred to in paragraphs (4) and (5) at: The Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: The Annual Report</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our policy on this issue or a summary of it at: The Corporate Governance Statement</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable