

**Form 605**  
Corporations Act 2001  
Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme ZIP CO LIMITED

ACN/ARSN 139 546 428

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

Name SEZZLE INC. (AND ITS RELATED BODIES CORPORATE, SEE APPENDIX A) (THE "SEZZLE INC. GROUP") and CHARLIE YOUAKIM

ACN/ARSN (if applicable) (ARBN) 633 327 358

The holder ceased to be a substantial holder on 12/07/2022  
The previous notice was given to the company on 01/03/2022  
The previous notice was dated 28/02/2022

### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
12 July 2022	Sezzle Inc. Group	Merger Agreement and Support Agreement annexed to the Notice of initial substantial holder dated 28 February 2022 have been terminated	Sezzle Inc. will receive from Zip U.S. \$11 million, to cover, among other things, Sezzle Inc.'s legal, accounting, and other costs associated with the transaction	(72,158,471) fully paid ordinary securities	72,158,471
12 July 2022	Charlie Youakim	Merger Agreement and Support Agreement annexed to the Notice of initial substantial holder dated 28 February 2022 have been terminated	Sezzle Inc. will receive from Zip U.S. \$11 million, to cover, among other things, Sezzle Inc.'s legal, accounting, and other costs associated with the transaction	(72,158,471) fully paid ordinary securities	72,158,471

### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

4. Addresses

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

Name	Address
Sezzle Inc. Group	See Annexure A
Charlie Youakim	19 Golf View Drive, Dorado, Puerto Rico 00646

**Signature**

print name Charlie Youakim capacity CEO and Board Chairman

sign here  date 14/07/2022

**ANNEXURE A**

The following companies comprise the Sezzle Inc. Group for the purposes of the above Form 605 - Notice of Ceasing to be a Substantial Shareholder:

<b>Name</b>	<b>Address</b>
Sezzle Inc. (ARBN 633 327 358)	251 N 1 <sup>st</sup> Avenue N, Suite 200 Minneapolis, MN 55401, USA  Suite 6.02, Level 6, 28 O'Connell Street Sydney, NSW 2000
<b>Subsidiaries of Sezzle Inc. :</b>	
Sezzle Canada Corp.	900-1959 Upper Water Street, Halifax, NS Canada B3J 3N2
Sezzle Funding SPE, LLC	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Funding SPE II, LLC	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Funding SPE II Parent, LLC	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings I, Inc.	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings II, Inc.	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings III, B.V	Vijzelstraat 68, 1017 HL Amsterdam
Sezzle Holdings IV, Inc.	251 N 1 <sup>st</sup> Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Payments Private Limited	175 and 176 Dollars Colony, Phase 4, JP Nagar, Bannerghatta Main Road, BENGALURU, Bangalore, Karnataka, India, 560076
Sezzle FinTech Private Limited	175 and 176 Dollars Colony, Phase 4, JP Nagar, Bannerghatta Main Road, BENGALURU, Bangalore, Karnataka, India, 560076
Sezzle Germany GmbH	Paul-Robeson-Straße 16, 10439 Berlin, Germany
Sezzle Lithuania UAB	Lvovo g. 25-104, LT-09320 Vilnius, Lithuania
Sezzle Brasil Ltda.	AV Tancredo Neves No. 620 Mundo Plaza, Sala 3305 Caminho das árvores, 41820-020 Salvador, Bahia, Brazil

This is the Annexure of 1 page marked 'A' referred to in the Form 605, Notice of Ceasing to be a Substantial Holder signed by me and dated 14 July 2022.



**Charlie Youakim**  
CEO and Board Chairman  
**Sezzle Inc.**