

28 July 2022

Ms Renee Hutchens
Adviser, Listings Compliance
Sydney

Response to ASX Price Query Request

Sezzle Inc. (ASX:SZL) (Sezzle or Company) // refers to the ASX's Price Query Letter dated 27 July 2022 (**ASX Letter**) and, adopting the same numbering as contained therein, responds as follows.

1. No. Sezzle is not aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities.
2. Not applicable.
3. No. The Company is not aware of any explanation for the increased securities price and volume. However, we note on the date in question that the entire sector strongly outperformed the market in terms of price and relative historical trading volume. We believe it is likely that investors led the increase in trading activity, because of the sector having been significantly down in recent weeks.
4. Sezzle confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
5. Sezzle confirms that this response has been authorized for release by the full Board of Sezzle.

Contact Information

For more information about this announcement:

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About Sezzle Inc.

Sezzle is a fintech company on a mission to financially empower the next generation. Sezzle's payment platform increases the purchasing power for millions of consumers by offering interest-free installment plans at online stores and select in-store locations. Sezzle's transparent, inclusive, and seamless payment option allows consumers to take control over their spending, be more responsible, and gain access to financial freedom.

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, unless the re-sale of the CDIs is registered under the Securities Act or another 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.



27 July 2022

Reference: 55686

Mr Justin Clyne
Company Secretary
Clyne Corporate

By email: Jclyne@clynecorporate.com.au

Dear Mr Clyne

Sezzle Inc. ('SZL'): Price - Query

ASX refers to the following:

- A. The change in the price of SZL's securities from a low of \$0.36 on 26 July 2022 to a high of \$0.79 today at the time of writing.
- B. The significant increase in the volume of SZL's securities traded from 26 July 2022 to 27 July 2022.

Request for information

In light of this, ASX asks SZL to respond separately to each of the following questions and requests for information:

- 1. Is SZL aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
- 2. If the answer to question 1 is "yes".
 - (a) Is SZL relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in SZL's securities would suggest to ASX that such information may have ceased to be confidential and therefore SZL may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is "yes", you need to contact us immediately to discuss the situation.
 - (b) Can an announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).
 - (c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
- 3. If the answer to question 1 is "no", is there any other explanation that SZL may have for the recent trading in its securities?
- 4. Please confirm that SZL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
- 5. Please confirm that SZL's responses to the questions above have been authorised and approved under its published continuous disclosure policy or otherwise by its board or an officer of SZL with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **4:30 PM AEST Wednesday, 27 July 2022**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall

within the exceptions mentioned in Listing Rule 3.1A, SZL's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require SZL to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in SZL's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in SZL's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to SZL's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that SZL's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Renee Hutchens

Adviser, Listings Compliance (Sydney)