

12 May 2023

ASX RELEASE

Company Announcements Platform

Certificate of Amendment

Sezzle Inc. (ASX:SZL) (Sezzle or Company) // Purpose-driven payment platform, **Sezzle**, is pleased to advise that, following the approval of stockholders on 24 April 2023, the ***Certificate of Amendment to the Fourth Restated Certificate of Incorporation*** (attached), has now been filed with the Secretary of State of the State of Delaware.

This announcement has been authorised for release by Justin Clyne, Company Secretary.

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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.

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SEZZLE INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MAY, A.D. 2023, AT 12:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE ELEVENTH DAY OF MAY, A.D. 2023 AT 10:01 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5924070 8100
SR# 20231939172

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203317265
Date: 05-10-23

**CERTIFICATE OF AMENDMENT
TO THE FOURTH RESTATED
CERTIFICATE OF INCORPORATION OF
SEZZLE INC., A PUBLIC BENEFIT CORPORATION**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)


Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned, being the Chief Executive Officer of Sezzle Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), does hereby certify that the following resolutions were adopted by the Corporation's Board of Directors and its stockholders as hereinafter described:

RESOLVED: that the first sentence of Article IV of the Fourth Restated Certificate of Incorporation of this Corporation is hereby amended and restated by deleting the first sentence in its entirety and replacing it with the following two paragraphs:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 750,000,000 shares of Common Stock, US\$0.00001 par value per share ("**Common Stock**"), (ii) 300,000,000 shares of Common Prime Stock, US\$0.00001 par value per share ("**Common Prime Stock**") and (iii) 750,000,000 shares of Preferred Stock, US\$0.00001 par value per share ("**Preferred Stock**").

The foregoing amendment shall be effective as of 9:01 a.m. Central Daylight Time on Thursday, May 11, 2023 (the "Effective Time"). At the Effective Time, each thirty-eight (38) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "**Reverse Stock Split**"). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional shares as a result of the Reverse Stock Split shall be entitled to the rounding up of such fractional share to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("**Old Certificates**"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined as a result of the Reverse Stock Split, as described above."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer on May 9, 2023.

By: 
Name: Charles Youakim
Its: Chief Executive Officer