

ASX Release

11 March 2022

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Share Purchase Plan (SPP)

Zip Co Limited (ASX: Z1P) ("**Zip**", or the "**Company**"), as announced to the ASX on 28 February 2022 and 1 March 2022, Zip successfully conducted a fully underwritten institutional placement new fully paid ordinary shares to institutional, sophisticated and professional investors raising A\$148.7 million (before costs) at an issue price of \$1.90 (the **Placement**).

Shareholders who were on the Company register at 7:00pm (Sydney time) on Friday, 25 February 2022 are being given the opportunity to subscribe for up to \$30,000 worth of new shares (subject to the terms and conditions of the SPP) in Zip at an issue price equal to the lesser of:

- \$1.90, which is the same price at which shares were issued under the Placement; and
- a 2% discount to the volume weighted average price of Zip's shares traded on the ASX during the five trading days up to and including Friday, 1 April 2022 (being the date the offer closes), rounded to the nearest cent.

Zip is seeking to raise approximately \$50 million (before costs) under the SPP. The SPP is not underwritten and Zip may decide to increase this cap and accept oversubscriptions and/or scale back applications under the SPP at its absolute discretion.

The **attached** letter to shareholders, SPP Offer Document and application form are being dispatched to shareholders, and the SPP offer will open at 9.00am (Sydney time) today.

Release approved by the Company Secretary on behalf of the Board.

– SEE ATTACHED –

For more information, please contact:

Vivienne Lee
Director, Investor Relations
vivienne.lee@zip.co

For general investor enquiries, email investors@zip.co

About Zip

ASX-listed Zip Co Limited ACN 139 546 428 (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 14 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, India, Mexico, New Zealand, the Philippines, Poland, Saudi Arabia, Singapore, 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 1,500 Zipsters worldwide.

For more information, visit: www.zip.co

Not for release to US wire services or distribution in the United States

Friday, 11 March 2022

Dear Shareholder

On behalf of the Directors of Zip Co Limited (“**Zip**”), I am pleased to offer you the opportunity to participate in the Zip Share Purchase Plan (“**SPP**”).

The SPP gives Eligible Shareholders (as defined in the SPP Offer Document) the opportunity to acquire up to \$30,000 of new fully paid ordinary shares in Zip (“**New Shares**”) without incurring brokerage or other transaction costs. The SPP aims to raise approximately \$50 million (before costs) and is not underwritten. Zip may decide to increase this cap and accept oversubscriptions and/or scale back applications under the SPP at its absolute discretion.

As announced to the ASX on Monday, 28 February 2022 and Tuesday, 1 March 2022, Zip successfully conducted a fully underwritten placement of new fully paid ordinary shares to institutional, sophisticated and professional investors raising \$148.7 million (before costs) at an issue price of \$1.90 per share (the “**Placement**”). The Placement was undertaken in conjunction with ZIP’s announcement that it has entered into a definitive merger agreement under which it has agreed to acquire Sezzle, Inc. (ASX:SZL) in an all-scrip transaction (the “**Proposed Transaction**”). The Placement was not conditional on completion of the Proposed Transaction occurring. Further details about the Placement and the Proposed Transaction are contained in the announcements released by Zip to ASX.

Zip intends to use the proceeds of the Placement and the SPP to help Zip strengthen its balance sheet and position Zip for sustainable growth by providing more capital runway to execute on potential synergies from the Proposed Transaction. If the Proposed Transaction does not complete, the proceeds of the Placement and the SPP will still be used by Zip to help Zip strengthen its balance sheet and position Zip for sustainable growth and for general working capital purposes.

Importantly, any subscription for New Shares under the SPP is not conditional on the Proposed Transaction completing, and there is a risk that the Proposed Transaction may not be completed in a timely manner or at all.

In applying for New Shares, you are required to represent to Zip that you acknowledge that your application is not conditional on the Proposed Transaction completing and may not be withdrawn even if the Proposed Transaction does not complete, and you are accepting the risk that the Proposed Transaction may not complete. In addition, there are numerous risks associated with the Proposed Transaction, and Zip shareholders are referred to a summary of certain key risks associated with the Proposed Transaction as set out in Appendix B of the Investor Presentation released by Zip to the ASX on Monday, 28 February 2022.

The SPP Offer Document can be downloaded at www.zipsp.com.

The following is a summary of the key features of the SPP:

- 1 **Price** – Shares are offered under the SPP at an issue price equal to the lesser of:
 - \$1.90, which is the same price at which shares were issued under the Placement; and
 - a 2% discount to the volume weighted average price of Zip's shares traded on the ASX during the five trading days up to and including Friday, 1 April 2022 (being the date the offer closes), rounded to the nearest cent.

If the issue price for each New Share under the SPP is \$1.90 (being the same price at which shares were issued under the Placement), such would represent approximately a 14% discount to the last traded price of Zip's shares on Friday, 25 February 2022 of \$2.21, being the final closing price before Zip announced the Proposed Transaction, the Placement and the SPP.

No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of New Shares under the SPP.

You should note that Zip's share price may rise or fall between the date of this offer and the date when New Shares are issued under the SPP. This means that the price you would pay per New Share pursuant to this offer may be either higher or lower than the Zip share price at the time the New Shares are issued under the SPP. If you participate in the SPP, you are accepting the risk that the market price of Zip's shares may change between the offer opening date and the date when New Shares are issued under the SPP. Your application is unconditional and may not be withdrawn even if the market price of Zip shares is less than the issue price for each New Share under the SPP.

- 2 **Eligible Shareholders** – Participation in the SPP is entirely optional and is open to Eligible Shareholders (the eligibility criteria is set out in the SPP Offer Document), including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in the SPP.

The record date for determining the eligibility to participate in the SPP is 7:00pm (Sydney time) on Friday, 25 February 2022.

Your right to participate in the SPP is not transferable. The offer to acquire New Shares is not a recommendation.

- 3 **Offer period** – The SPP opens at 9:00am (Sydney time) on Friday, 11 March 2022 and closes at 5:00pm (Sydney time) on Friday, 1 April 2022.

A summary of other key dates in respect of the SPP is set out in the SPP Offer Document.

- 4 **Scaleback** – Zip may scaleback applications if it receives applications of more than \$50 million, being the maximum amount of funds to be raised under the SPP (subject to Zip's absolute discretion to increase this cap and accept oversubscriptions). A "scaleback" is a reduction in the number of New Shares issued (compared to the number applied for). If applications are scaled back, Zip will refund to applicants the difference between the New Shares issued to that applicant and the parcel that applicant applied for (calculated at the issue price determined in accordance with paragraph 1 above), without interest payable to the applicant.

- 5 **Priority** – All New Shares issued under the SPP will rank equally with existing Zip Shares.

- 6 **How to apply** – To participate in the SPP, please carefully read the SPP Offer Document and the instructions on the enclosed Application Form. To apply and pay for New Shares under the SPP, you must either:

- complete and return the Application Form, together with payment via cheque, bank draft or money order in accordance with the instructions on the Application Form; or
- make a payment directly via BPAY by following the instructions on the Application Form or at the offer website www.zipssp.com.

Applications for New Shares can only be made in \$1,000 increments and must be for a minimum of \$2,000 and a maximum of \$30,000.

In applying for New Shares, you are required to represent to Zip that the total of the application price paid by or on behalf of you under the SPP, and any similar share purchase plan arrangement operated by Zip in the past 12 months, does not exceed \$30,000.

The terms and conditions of the SPP are set out in the SPP Offer Document. I urge you to read the SPP Offer Document in its entirety and seek your own financial, taxation and other professional advice in relation to the SPP before you decide whether to participate. If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you (including taxation implications), you should contact a professional advisor. Zip also recommends that you monitor the Zip share price, which can be found on ASX's website at www.asx.com.au.

If you have any questions in respect of the SPP, please call the Shareholder Information Line on 1300 620 405 (within Australia), or +61 3 9415 4634 (outside Australia), between 8:30am and 5:00pm (Sydney time), Monday to Friday.

On behalf of the Board, I thank you for your continued support of Zip.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Diane Smith-Gander', with a stylized flourish at the end.

Diane Smith-Gander AO
Chair

Not an offer in the United States

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this letter have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.



Zip Co Limited Share Purchase Plan

February 2022

OFFER OPENS

9:00am (Sydney time) on Friday, 11 March 2022

OFFER CLOSES

5:00pm (Sydney time) on Friday, 1 April 2022

This is an important document offering eligible shareholders the opportunity to apply to purchase up to \$30,000 of new fully paid ordinary shares in Zip Co Limited (subject to scale back) without paying brokerage or transaction costs.

In applying for shares, you represent to Zip Co Limited that the total of the application price paid by or on behalf of you under the Share Purchase Plan and any similar share purchase plan arrangement operated by Zip Co Limited in the past 12 months does not exceed \$30,000.

The offer contained in this document does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer. In particular, you are strongly cautioned to not place undue reliance on any forward-looking statement or guidance contained in this document, especially in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the COVID-19 outbreak.

The distribution of this document (including electronic copies) outside Australia and New Zealand may be restricted by law. This document may not be released to US wire services or distributed in the United States.

This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or in any other jurisdiction where such offer or solicitation would be illegal or to, or for the account or benefit of, any person in the United States or in any other jurisdiction where such offer or solicitation would be illegal and may not be sent or disseminated in, directly or indirectly, the United States or any other jurisdiction where such offer or solicitation would be illegal.

TABLE OF CONTENTS

Page no.

1	Zip Co Limited Share Purchase Plan.....	2
2	Purpose of the SPP	2
3	Key risks	3
4	Eligibility to participate in the SPP.....	4
5	Participation is optional.....	6
6	Issue price	6
7	Number of New Shares offered under the SPP.....	7
8	Scaleback.....	7
9	Maximum Applications.....	8
10	Non-renounceable offer	8
11	No other participation costs.....	8
12	Ranking of New Shares.....	8
13	Binding terms.....	9
14	New Zealand	9
15	Applying for New Shares under the SPP	9
16	Shareholder Representations	11
17	Shareholder Certification	12
18	Allotment and quotation dates	13
19	Foreign securities restrictions.....	13
20	ASIC compliance	13
21	Withdrawal, suspension, termination, anomalies and disputes.....	14
22	No underwriting	14
23	Taxation.....	14
24	Currency.....	14
25	Privacy	14
26	Governing law	15
27	Additional questions	15

1 Zip Co Limited Share Purchase Plan

- 1.1 Zip Co Limited (**ZIP**) is pleased to provide eligible ZIP shareholders (as set out below) with the opportunity to participate in the ZIP Share Purchase Plan (**SPP**) by paying up to \$30,000 to subscribe for additional new fully paid ordinary shares in ZIP (**New Shares**) without incurring brokerage or other transaction costs subject to and in accordance with the terms and conditions set out below (**SPP Terms and Conditions**).
- 1.2 The SPP Terms and Conditions have been prepared in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (**SPP Instrument**). Details of this offer and how to participate are set out below.
- 1.3 **Summary of key dates**

Record Date (the date that eligibility to participate in the SPP is determined)	7:00pm (Sydney time) on Friday, 25 February 2022
Announcement of the SPP	Monday, 28 February 2022
SPP offer opens and dispatch SPP documents to shareholders	9:00am (Sydney time) on Friday, 11 March 2022
SPP offer closes	5:00pm (Sydney time) on Friday, 1 April 2022
Announcement of results of the SPP, including scaleback policy (if applicable)	Wednesday, 6 April 2022
Settlement and Allotment of New Shares under the SPP	Friday, 8 April 2022
Expected quotation on the ASX and normal trading of New Shares issued under the SPP	Monday, 11 April 2022
Dispatch of allotment confirmations / holding statements for New Shares issued under the SPP	On or around Monday, 11 April 2022

- 1.4 ZIP may change any of the above key dates at its discretion (even if the offer has opened or applications have been received).

2 Purpose of the SPP

- 2.1 As announced to ASX Limited (**ASX**) on Monday, 28 February 2022 and Tuesday, 1 March 2022, ZIP successfully conducted a \$148.7 million fully underwritten share placement at an issue price of \$1.90 per share

(**Placement**). The Placement was undertaken in conjunction with ZIP's announcement that it has entered into a definitive merger agreement under which it has agreed to acquire Sezzle, Inc. (ASX:SZL) in an all-scrip transaction (the **Proposed Transaction**). The Placement was not conditional on completion of the Proposed Transaction occurring. Further details about the Placement and the Proposed Transaction are contained in the announcements released by ZIP to ASX.

- 2.2 Eligible Australian and New Zealand shareholders are now invited to participate in the SPP. ZIP intends to raise approximately \$50 million under the SPP (subject to ZIP's discretion to increase this cap and accept oversubscriptions and/or scaleback applications).
- 2.3 ZIP intends to use the proceeds of the Placement and the SPP to help ZIP strengthen its balance sheet and position ZIP for sustainable growth by providing more capital runway to execute on potential synergies from the Proposed Transaction. If the Proposed Transaction does not complete, the proceeds of the Placement and the SPP will still be used by ZIP to help ZIP strengthen its balance sheet and position ZIP for sustainable growth and for general working capital purposes.
- 2.4 Importantly, any subscription for New Shares under this SPP is not conditional on the Proposed Transaction completing, and there is a risk that the Proposed Transaction may not be completed in a timely manner or at all. If you participate in the SPP, you are accepting the risk that the Proposed Transaction may not complete. Your application is unconditional and may not be withdrawn even if the Proposed Transaction does not complete.

3 Key risks

- 3.1 There are numerous risks associated with ZIP, the Proposed Transaction, the SPP and the holding of New Shares.
- 3.2 ZIP shareholders are encouraged to review the Investor Presentation released by ZIP to the ASX on Monday, 28 February 2022, which includes a section on risk factors in Appendix B. In particular, ZIP shareholders are encouraged to review the risk factors relating to the SPP, the holding of New Shares, the Proposed Transaction, and ZIP more generally.
- 3.3 You should note that ZIP's share price may rise or fall between the date of this offer and the date when New Shares are issued under the SPP. This means that the price you would pay per New Share pursuant to this offer may be either higher or lower than the ZIP share price at the time the New Shares are issued under the SPP. If you participate in the SPP, you are accepting the risk that the market price of ZIP's shares may change between the offer opening date and the date when New Shares are issued under the SPP. Your application is unconditional and may not be withdrawn even if the market price of ZIP shares is less than the issue price for each New Share under the SPP.

4 Eligibility to participate in the SPP

- 4.1 You are an eligible shareholder and may participate in the SPP (**Eligible Shareholder**) if you were a direct holder of fully paid ordinary shares in ZIP (Shares) at 7:00pm (Sydney time) on Friday, 25 February 2022 (**Record Date**) with an address on the share register in Australia or New Zealand, *unless:*
- (a) you hold Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Shares in any other capacity; or
 - (b) you are in the United States or acting for the account or benefit of a person in the United States (or in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person).
- 4.2 The board of directors of ZIP (**Board**) has determined that because of foreign securities laws, it is not practical for holders of Shares with registered addresses in jurisdictions other than Australia or New Zealand to participate in the SPP. Accordingly, this offer is not made to holders of Shares with a registered address outside Australia or New Zealand.
- 4.3 **Single holders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings such as a holding in your personal name and a holding in your self-managed superannuation fund), you may only contribute up to a maximum of \$30,000 in applying for New Shares.
- 4.4 **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only contribute up to a maximum of \$30,000 in applying for New Shares across all your holdings. An agreement, acknowledgment or certification given by any joint holder of Shares is taken to be an agreement, acknowledgement or certification given by all joint holders.
- 4.5 **Custodians:** Where a custodian (as defined in the SPP Instrument) is a registered holder of Shares and holds Shares on behalf of one or more persons (**Beneficiaries**), the SPP offer is made to the custodian and the custodian has the discretion whether to extend the SPP offer to the Beneficiaries. If a custodian applies for New Shares on behalf of a Beneficiary, ZIP will not issue New Shares unless the custodian provides a “**Custodian Certificate**” which certifies the following in writing to ZIP:
- (a) either or both of the following:
 - (i) that the custodian holds the Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**); or

- (ii) that another custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of a Participating Beneficiary, and the custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the following persons:

- (iii) where sub-paragraph (a)(i) applies — the custodian; and
- (iv) where sub-paragraph (a)(ii) applies — the Downstream Custodian,

to apply for Shares under the SPP on their behalf;

- (b) the number of Participating Beneficiaries;
- (c) the name and address of each Participating Beneficiary;
- (d) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies — the number of Shares that the custodian holds on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies — the number of Shares to which the beneficial interests relate;
- (e) in respect of each Participating Beneficiary:
 - (i) where sub-paragraph (a)(i) applies — the number or the dollar amount of Shares they instructed the custodian to apply for on their behalf; and
 - (ii) where sub-paragraph (a)(ii) applies — the number or the dollar amount of Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:
 - (i) the Shares applied for by the custodian under the SPP in accordance with the instructions referred to in sub-paragraph (e); and
 - (ii) any other Shares issued to the custodian in the 12 months before the application as a result of an instruction given by them to the custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (g) that a copy of this SPP booklet was given to each Participating Beneficiary; and
- (h) where sub-paragraph (a)(ii) applies — the name and address of each custodian who holds beneficial interests in the Shares held by the custodian in relation to each Participating Beneficiary.

- 4.6 Custodians must request a Custodian Certificate when making an application on behalf of beneficiaries. To request a Custodian Certificate, contact ZIP's share registry by emailing custodians@computershare.com.au. Applications received from custodians must be accompanied by a duly completed and signed Custodian Certificate.
- 4.7 **Trustees and Nominees:** If you hold Shares as a trustee or nominee for another person and are expressly noted on the ZIP register as holding Shares on account of another person but you are not a custodian, the beneficiary will be taken to be the registered holder of those Shares. In this instance, an Application by the trustee or nominee will be taken to be an Application by the beneficiary. This means the beneficiary will be treated as the registered holder and clause 4.3 applies.
- 4.8 Custodians, trustees and nominees may not participate in the SPP on behalf of beneficial shareholders located outside Australia and New Zealand.

5 Participation is optional

- 5.1 Participation in the SPP is entirely optional (subject to the eligibility criteria set out above). The offer to acquire New Shares is not a recommendation.
- 5.2 If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you (including taxation implications), you should contact a professional advisor. ZIP also recommends that you monitor the ZIP share price, which can be found on ASX's website at www.asx.com.au.

6 Issue price

- 6.1 The issue price for each New Share under the SPP is the lesser of:
- (a) \$1.90, being the same price at which Shares were issued under the Placement; and
 - (b) a 2% discount to the volume weighted average price of Shares traded on the ASX during the five trading days up to and including Friday, 1 April 2022 (being the date the offer closes), rounded to the nearest cent.
- 6.2 If the issue price for each New Share under the SPP is, pursuant to clause 6.1(a), \$1.90 (being the same price at which Shares were issued under the Placement), such represents approximately a 14% discount to the last traded price of ZIP's Shares on Friday, 25 February 2022 of \$2.21, being the final closing price before ZIP announced the Proposed Transaction, the Placement and the SPP.
- 6.3 No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of New Shares under the SPP.

- 6.4 You should note that ZIP's share price may rise or fall between the date of this offer and the date when New Shares are issued under the SPP. This means that the price you would pay per New Share pursuant to this offer may be either higher or lower than the ZIP share price at the time the New Shares are issued under the SPP. If you participate in the SPP, you are accepting the risk that the market price of ZIP's shares may change between the offer opening date and the date when New Shares are issued under the SPP. Your application is unconditional and may not be withdrawn even if the market price of ZIP shares is less than the issue price for each New Share under the SPP.

7 Number of New Shares offered under the SPP

- 7.1 An Eligible Shareholder may only apply for New Shares in \$1,000 increments. Applications may only be made for New Shares in the amounts as designated on your Application Form from a minimum of \$2,000 up to a maximum of \$30,000 (but subject at all times to \$1,000 increments).
- 7.2 Subject to scaleback, the number of New Shares that will be allotted to you will be determined by dividing the amount of your application monies by the applicable issue price calculated pursuant to clause 6.1, rounded down to the nearest whole number of New Shares.
- 7.3 You agree to pay the applicable issue price calculated pursuant to clause 6.1 per New Share for the number of New Shares that are allocated to you in accordance with these SPP Terms and Conditions.

8 Scaleback

- 8.1 ZIP intends to raise approximately \$50 million under the SPP (subject to ZIP's discretion to increase this cap and accept oversubscriptions). ZIP will scaleback applications if it receives applications of more than the aggregate amount of funds it determines to be raised. A "scaleback" is a reduction in the number of New Shares issued (compared to the number applied for).
- 8.2 If applications are scaled-back, ZIP will refund to applicants the difference between the New Shares issued to that applicant and the parcel that applicant applied for (calculated at the issue price as determined under clause 6.1), without interest payable to the applicant.
- 8.3 If the offer is not scaled-back, any residual amounts that are less than the price of one Share (being the issue price calculated pursuant to clause 6.1, or less) will be retained by ZIP as it is not practical to refund such an amount.
- 8.4 If a scaleback produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.

9 Maximum Applications

- 9.1 The offer under the SPP needs to comply with requirements prescribed by the Australian Securities and Investments Commission (**ASIC**). Under the SPP Instrument, Eligible Shareholders may only pay up to \$30,000 to subscribe for additional New Shares under a share purchase plan in any 12-month period.
- 9.2 Under these requirements, the maximum limitation applies irrespective of the number of Shares you held on the Record Date. This limit applies irrespective of whether you hold Shares in more than one account or capacity or are sent more than one Application Form.
- 9.3 Please note that as part of your application for New Shares under the SPP you must certify that the aggregate application amount of all your applications under the SPP, together with any other Shares acquired by you (or a Custodian (or Downstream Custodian) on your behalf) under the SPP or any similar share purchase plan arrangement operated by ZIP in the previous 12 months, does not exceed \$30,000.
- 9.4 ZIP reserves the right to reject or reduce any application for New Shares under the SPP to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

10 Non-renounceable offer

- 10.1 The offer to purchase New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the offer to anyone else.

11 No other participation costs

- 11.1 No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.
- 11.2 ZIP will pay a 'stamping fee' of 0.25% of the gross amount raised under the SPP (plus any applicable GST) (**Broker Fee**) to stockbrokers (being those entities recognised as full-service brokers or non-advisory brokers by ASX) (**Brokers**) who submit a valid claim and invoice for a Broker Fee on successful applications. The Broker Fee will be payable to any Broker who submits a valid and duly completed claim form (**Claim Form**) to Jarden Australia Pty Ltd (**Jarden**). Brokers should contact Jarden to obtain a Claim Form via email at spp.broker@jardengroup.com.au.

12 Ranking of New Shares

- 12.1 All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.

13 Binding terms

- 13.1 By accepting the offer to purchase New Shares under the SPP, you agree to be bound by these SPP Terms and Conditions and ZIP's constitution.

14 New Zealand

- 14.1 The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of ZIP at the Record Date with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (NZ).
- 14.2 This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (NZ). This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to obtain.

15 Applying for New Shares under the SPP

- 15.1 To participate in the SPP, please carefully read these SPP Terms and Conditions and the instructions on the application form (**Application Form**) which can also be accessed via the offer website www.zipspg.com. To apply and pay for New Shares under the SPP you have two options.

Payment via BPAY (Option 2) is highly recommended in light of delays to postal services caused by the COVID-19 pandemic.

Option 1: Application Form and cheque, bank draft or money order

You can complete the Application Form and return it to Computershare, together with your cheque, bank draft or money order made payable to '**Zip Co Limited**' in accordance with the instructions on the Application Form.

Cheques, bank drafts and money orders must be made in Australian currency and drawn on an Australian bank for the correct amount.

Do not forward cash. Receipts for payment will not be issued.

Option 2: BPAY¹

If you have an Australian bank account, you may make a BPAY payment by using the personalised customer reference number shown on your Application Form which is required to identify your holding. If you make your payment by BPAY, you are not required to return your Application Form, but your payment will constitute your application for New Shares under the SPP and you are taken to make the certifications and representations described in clauses 16 and 17 of these SPP Terms and Conditions.

For more information, visit the offer website www.zipspg.com.

¹ Registered to Bpay Limited ABN 69 079 137 518.

- 15.2 It is your responsibility to ensure that your Application Form with cheque, bank draft or money order or BPAY payment is received by no later than 5.00pm (Sydney time) on Friday, 1 April 2022. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment. Applications received after that time will not be accepted.
- 15.3 Applications may only be made for New Shares in the amounts as designated on your Application Form from a minimum of \$2,000 up to a maximum of \$30,000 (but subject at all times to \$1,000 increments). If the amount of the cheque, bank draft or money order tendered with your Application Form or your BPAY payment is:
- (a) less than \$2,000 — ZIP will not allot any New Shares to you and will refund your application money to you;
 - (b) greater than \$30,000 — subject to scaleback, ZIP will allot the maximum number of New Shares to you in relation to \$30,000 and will refund the excess application money to you; or
 - (c) for an amount between \$2,000 and \$30,000 that is not one of the designated amounts — subject to scaleback, ZIP will allot to you the number of New Shares that would have been allotted to you had you applied for the highest designated amount (rounded down to the nearest \$1,000 increment) that is less than the amount of your cheque, bank draft, money order or BPAY payment, and will refund the excess application money to you.
- 15.4 ZIP will refund application monies received from persons it does not consider to be an Eligible Shareholder, subject to compliance with its legal obligations.
- 15.5 If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred. If your cheque is dishonoured, it will not be re-presented.
- 15.6 If your Application Form is incomplete, contains errors or is otherwise invalid or defective, ZIP may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions.
- 15.7 Applications and payments under the SPP may not be withdrawn once they have been received by ZIP. Application money will not bear interest under any circumstances.
- 15.8 Please read the Application Form or visit the offer website at www.zipssp.com for further details of how to apply for New Shares under the SPP.

16 Shareholder Representations

- 16.1 By applying to participate in the SPP by submitting a BPAY payment or completing and returning the Application Form with application monies, you will be deemed to have represented, warranted and agreed on behalf of each person on whose account you are acting that:
- (a) your application is made in accordance with, and subject to, these SPP Terms and Conditions, the terms set out in the Application Form and that you cannot withdraw or cancel your application and your application is unconditional;
 - (b) you acknowledge that you have read these SPP Terms and Conditions and the terms set out in the Application Form in full and you warrant that all details and statements in your application are true and complete and not misleading;
 - (c) you are an Eligible Shareholder and are eligible to participate in the SPP, and represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States and are not a person to whom it would otherwise be illegal to make an offer or issue New Shares under the SPP;
 - (d) you acknowledge that your application is not conditional on the Proposed Transaction completing and may not be withdrawn even if the Proposed Transaction does not complete, and you are accepting the risk that the Proposed Transaction may not complete;
 - (e) you acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
 - (f) you acknowledge that ZIP, including its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these SPP Terms and Conditions;
 - (g) you are not in the United States and you are not acting for the account or benefit of a person in the United States;
 - (h) you acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares will only be offered and sold to Eligible Shareholders in Australia and New Zealand in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
 - (i) you have not, and will not, send, release or distribute this document or any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;

- (j) if in the future you decide to sell or otherwise transfer the New Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- (k) if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this document, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (l) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on ZIP's share register;
- (m) you agree to be bound by the constitution of ZIP (as it may be amended from time to time);
- (n) you acknowledge that none of ZIP, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice; and
- (o) you authorise ZIP, and its officers and agents, to do anything on your behalf necessary for New Shares to be issued to you in accordance with these SPP Terms and Conditions.

17 Shareholder Certification

- 17.1 By completing and submitting the Application Form with the application monies or making a BPAY payment **you certify** that the aggregate of the application price paid by you for:
- (a) the New Shares the subject of your Application Form or BPAY payment; and
 - (b) any other Shares applied for by you, or which you have instructed a custodian (or Downstream Custodian) to acquire on your behalf, under the SPP or any similar share purchase plan arrangement operated by ZIP in the 12 months prior to the date of lodgement of the Application Form or BPAY payment,
- does not exceed \$30,000.
- 17.2 ZIP reserves the right, and in certain circumstances may be required by the SPP Instrument or other conditions, to reject any application for New Shares under the SPP (in whole or in part), including where it considers that the application (whether alone or in conjunction with other applications) does not comply with these or any other legal requirements.

18 Allotment and quotation dates

- 18.1 New Shares are expected to be allotted under the SPP on Friday, 8 April 2022, and ZIP will apply for those New Shares to be listed for quotation on ASX.
- 18.2 ZIP's share registry will dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.
- 18.3 In advance of your receiving your statement or confirmation, you can check the number of New Shares issued under the SPP by logging onto www.investorcentre.com and following the security access instructions.

19 Foreign securities restrictions

- 19.1 This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or in any other jurisdiction where such offer or solicitation would be illegal or to, or for the account or benefit of, any person in the United States or in any jurisdiction where such offer or solicitation would be illegal and may not be sent or disseminated in, directly or indirectly, the United States or in any jurisdiction where such offer or solicitation would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares will only be offered and sold to eligible shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.
- 19.2 Because of these legal restrictions, you must not send any materials relating to the SPP to any person in the United States or anywhere else outside Australia and New Zealand.
- 19.3 Consistent with the representations contained in these SPP Terms and Conditions and the Application Form, you may not submit an application under this SPP for any person in the United States or anywhere else outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

20 ASIC compliance

- 20.1 This offer for New Shares under the SPP is made in accordance with the requirements of the SPP Instrument. The SPP Instrument grants relief from the requirement of the *Corporations Act 2001* (Cth) to prepare a prospectus / disclosure document for the offer of Shares under the SPP, subject to satisfaction of certain conditions.

21 Withdrawal, suspension, termination, anomalies and disputes

- 21.1 ZIP reserves the right to waive strict compliance with any provision of these SPP Terms and Conditions, to amend or vary these SPP Terms and Conditions and to withdraw this offer or to suspend or terminate the SPP at any time. Any such amendment, variation, withdrawal, suspension or termination will be binding on all Eligible Shareholders, even where ZIP does not notify you of that event. ZIP reserves the right at any time to not accept an application, not issue New Shares or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a custodian applying on behalf of its eligible beneficiaries).
- 21.2 In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.
- 21.3 ZIP may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies, or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by ZIP will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.
- 21.4 ZIP's powers and rights under these SPP Terms and Conditions may be exercised by the Board or any delegate or representative of the Board.

22 No underwriting

- 22.1 The SPP will not be underwritten.

23 Taxation

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in New Shares.

24 Currency

- 24.1 References to \$ means Australian dollars.

25 Privacy

- 25.1 Chapter 2C of the *Corporations Act 2001* (Cth) requires information about shareholders (including name, address and details of the shares held) to be included in ZIP's public register. If a shareholder ceases to be a shareholder, Chapter 2C of the *Corporations Act 2001* (Cth) requires this information to be retained in ZIP's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer shareholders' security holdings.

26 Governing law

- 26.1 This offer and these SPP Terms and Conditions are governed by the laws in force in New South Wales. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.
- 26.2 Other terms and conditions, rights and obligations of the New Shares are contained in the constitution of ZIP. These SPP Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

27 Additional questions

- 27.1 If you have any questions in respect of the SPP, please call the Shareholder Information Line on 1300 620 405 (within Australia) or +61 3 9415 4634 (outside Australia), between 8:30am and 5:00pm (Sydney time), Monday to Friday.



Zip Co Limited
ABN 50 139 546 428

For all enquiries:

Phone:
(within Australia) 1300 620 405
(outside Australia) +61 3 9415 4634

Web:
www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

Your payment must be received by 5:00pm (Sydney time) Friday, 1 April 2022

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Zip Co Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Zip Co Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$30,000.

Zip Co Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Zip Co Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Zip Co Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Zip Co Limited does not notify you of that event. Custodians may request a Custodian Certificate to make an application on behalf of Beneficiaries by contacting Zip Co Limited's share registry at custodians@computershare.com.au.

For more information, the SPP offer document can be downloaded at www.zipsp.com.

Capitalised terms which are not otherwise defined in this document have the meaning given to them in the SPP offer document.

Step 1: Registration Name & Offer Details

Details of the shareholding and the offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that shares may be purchased in increments of \$1,000 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "Zip Co Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Zip Co Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Sydney time) Friday, 1 April 2022


© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name:

Entitlement No:

Offer Details:

Record date:

7:00pm (Sydney time) Friday, 25 February 2022

Minimum value
available to purchase:

\$2,000

Maximum value
available to purchase:

\$30,000

STEP 2

Make Your Payment by 5:00pm (Sydney time) Friday, 1 April 2022

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

BPAY



Biller Code: 372458
Ref No:

Cheque, bank draft or money order



Make your cheque, bank draft or money order payable to
"Zip Co Limited" and cross "Not Negotiable".

Return your payment with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your
payment from your cheque or savings account.

BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Zip Co Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

MAIL

Neither CIS nor Zip Co Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at www.computershare.com/au/privacy-policies.

Detach here

Purchase Details for Zip Co Limited

Amount between \$2,000 and \$30,000 in
\$1,000 increments

A\$

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You may apply for securities in \$1,000 increments from a minimum of \$2,000 up to a
maximum of \$30,000.

Entitlement No:



BPAY is the most efficient and secure form of payment. Your **BPAY**
payment details are shown above.

Contact & Cheque Details

Contact

Name

Daytime

Telephone

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

				A\$
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