



## Announcement Summary

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**Entity name**

ZIP CO LIMITED.

**Announcement Type**

New announcement

**Date of this announcement**

28/2/2022

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
Z1P	ORDINARY FULLY PAID	222,300,000

**Proposed +issue date**

30/9/2022

Refer to next page for full details of the announcement



## Part 1 - Entity and announcement details

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### 1.1 Name of +Entity

ZIP CO LIMITED.

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

### 1.2 Registered Number Type

ACN

### Registration Number

139546428

### 1.3 ASX issuer code

Z1P

### 1.4 The announcement is

New announcement

### 1.5 Date of this announcement

28/2/2022

### 1.6 The Proposed issue is:

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?** Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	30/6/2022	<input checked="" type="checkbox"/> Estimated	No

**Comments**

Date for determination above: No earlier than 3 months prior to completion of the Sezzle Acquisition. The conditions in the Sezzle Acquisition, must be satisfied by no later than 28 November 2022.

Zip securityholder approval is required to issue Zip ordinary shares and Zip ADRs to Sezzle Inc. (Sezzle) stockholders as consideration for the acquisition by Zip of all the issued capital of Sezzle (Sezzle Acquisition) (Consideration Shares). The Sezzle Acquisition is subject to various conditions precedent, as detailed in Zips ASX announcement dated 28 February 2022 (ASX Announcement).

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

 Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

 No

## Details of +securities proposed to be issued

**ASX +security code and description**

Z1P : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

222,300,000

**Offer price details**



**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Consideration Shares are being issued as consideration for the Sezzle Acquisition.

In respect to estimate of AUD equivalent of the consideration below: Refer to the details contained in the ASX Announcement and Investor Presentation lodged on ASX on 28 February 2022.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

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#### Part 7C - Timetable

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**7C.1 Proposed +issue date**

30/9/2022

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#### Part 7D - Listing Rule requirements

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**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

Yes

**7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

30/6/2022

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No



Part 7E - Fees and expenses

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**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

In respect to 7D.1a: Zip will announce the date of the extraordinary meeting of shareholders to approve the Sezzle Acquisition in due course (EGM Notice).

Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

Acquisition of Sezzle Inc. (ASX: SZL)

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

In respect of 7C.1 Proposed Issue Date: The Consideration Shares will be issued upon completion of the Sezzle Acquisition, which will in any event be no later than 3 months after shareholder approval is obtained for their issuance in accordance with the ASX Listing Rules.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)