



## Announcement Summary

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**Entity name**

ZIP CO LIMITED.

**Date of this announcement**

Friday March 04, 2022

**The +securities the subject of this notification are:**

☒ Other

**Total number of +securities to be issued/transferred**

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Convertible Note - Listed on SGX-ST	2,000	23/04/2021

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 notice of the issue, conversion or payment up of the following unquoted +securities.

### 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

4/3/2022



## Part 2 - Issue details

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### 2.1 The +securities the subject of this notification are:

☒ Other

#### Please specify

Issued further to manual App 3B on 15/4/[21.Notified](#) also on 23/4/21 and ratified in AGM held 4/11/21

### 2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

**New +securities****ASX +security code**

New class - code to be confirmed

**+Security description**

Convertible Note - Listed on SGX-ST

**+Security type**

+Convertible debt securities

**ISIN code**

XS2330529905

**Date the +securities the subject of this notification were issued**

23/4/2021

**Will all the +securities issued in this class rank equally in all respects from their issue date?**☒ Yes**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**☒ Yes**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

Please refer to the Offering Circular lodged with ASX on 21 April 2021 which contains information on the offer and the terms and conditions of the Notes.

**+Convertible debt securities Details****Type of +security**

Convertible note or bond

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 200,000.00000000

**Interest rate type**

Zero coupon/no interest

**Frequency of coupon/interest payments per year**

No coupon/interest payments

**s128F of the Income Tax Assessment Act status applicable to the +security**

s128F exempt

**Is the +security perpetual (i.e. no maturity)?**☒ No



**Maturity date**

23/4/2028

**Select other feature(s) applicable to the +security**

- ☒ Convertible  
☒ Redeemable

**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**

☒ No

**Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged**

Other

**Description**

A variable number of Ordinary shares will be issued if Notes are exchanged.  
In respect of the trigger date above, as outlined in the Appendix 3B lodged on 15 Apr 21, the trigger date was 3 Jun 21.

**Any other information the entity wishes to provide about the +securities the subject of this notification**

A variable number of Ordinary shares in Zip Co Limited (ASX: Z1P) will be issued if Notes are exchanged. The Conversion Price is initially A\$12.39, subject to customary adjustment for dilutive events and upon a change of control in accordance with the terms and conditions of the Notes. The number of Ordinary Shares to be issued is equal to the principal amount of the Notes to be converted divided by the then prevailing Conversion Price.

In Section 4.1 below:

Z1P Ordinary Fully Paid = 588,834,884. This is incorrect as does not include the shares issued further to the App 2A allotted previous to this form (released on 3 March 2022). The correct total is 667,120,023 (588,834,884+78,285,139 = 667,120,023).

**Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B**

Issued further to manual App 3B on 15/4/[21.Notified](#) also on 23/4/21 and ratified in AGM held 4/11/21



Issue details

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**Number of +securities**

2,000

**Were the +securities issued for a cash consideration?**

☒ Yes

**In what currency was the cash consideration being paid?**

AUD - Australian Dollar

**What was the issue price per +security?**

AUD 200,000.00000000

**Purpose of the issue**

To raise additional working capital

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Part 4 - +Securities on issue

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Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:  
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

**4.1 Quoted +Securities (Total number of each +class of +securities quoted)**

ASX +security code and description	Total number of +securities on issue
Z1P : ORDINARY FULLY PAID	667,120,023

**4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)**

ASX +security code and description	Total number of +securities on issue
Z1PAK : WARRANTS	19,365,208
Z1PAL : CONVERTIBLE NOTES	1,000
Z1PAJ : EMPLOYEE OPTION	1,590,561
Z1PAE : PERFORMANCE SHARES	20,000,000
Z1PAH : PERFORMANCE OPTION EX 81C	5,880,000
Z1PAM : PERFORMANCE RIGHTS	8,912,045
Z1PAI : WARRANTS	14,615,000
New class - code to be confirmed : Convertible Note - Listed on SGX-ST	2,000



Part 5 - Other Listing Rule requirements

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**5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?**

☒ No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

☒ Yes

**5.2a Date of meeting or proposed meeting to approve the issue under listing rule 7.1**

4/11/2021