



Announcement Summary

Entity name

ZIP CO LIMITED..

Announcement Type

New announcement

Date of this announcement

Monday December 19, 2022

The +securities to be quoted are:

☒ Other

Total number of +securities to be quoted

ASX +security code	Security description	Number of +securities to be quoted	Issue date
ZIP	ORDINARY FULLY PAID	4,296,863	19/12/2022

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

ZIP CO LIMITED..

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

1.2 Registered number type

ACN

Registration number

139546428

1.3 ASX issuer code

ZIP

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

19/12/2022



Part 2 - Type of Issue

2.1 The +securities to be quoted are:

☒ Other

2.2 The +securities to be quoted are:

☒ Additional +securities in a class that is already quoted on ASX ("existing class")

2.3c Have these +securities been offered under a +disclosure document or +PDS?

☒ No

2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

A proportion of the proposed shares are being issued further to manual Appendix 3B lodged on 26 October 2020, at 9:53am, with the balance being an immediate allotment.

2.4 Any on-sale of the +securities to be quoted 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)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

Additional +securities to be quoted in an existing class

ASX +security code and description

ZIP : ORDINARY FULLY PAID

Issue date

19/12/2022

Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Issue details

Number of +securities to be quoted

4,296,863

Are the +securities being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

The Milestone Consideration Shares are being issued in consideration for the acquisition of all the shares in Urge Holdings Pty Ltd under the Urge Acquisition.

Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted

0.640000

Any other information the entity wishes to provide about the +securities to be quoted

The payments will go to the original Urge Shareholders in their respective portions, with a holding lock of 12 months being applied to a portion of the shares, being 197,426 Shares.

In section 4.1 below:

Z1P Ordinary Fully Paid = 709,976,516. This is incorrect as does not include the shares issued further to the Appendix 2As lodged on 16/12/2022. The correct total is 731,932,992 (709,976,516 + 21,956,476 = 731,932,992)

The purpose(s) for which the entity is issuing the securities

To pay for the acquisition of an asset

Please provide additional details

For definitions refer 26 Oct 20 App 3B. The Milestone Consideration Shares are being issued in consideration for the acquisition of all the shares in Urge Holdings Pty Ltd as outlined and defined in the App 3B lodged on 26 Oct 20.

**Part 4 - Issued capital following quotation**

Following the quotation of the +securities the subject of this application, the issued capital 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 on ASX following the +quotation of the +securities subject of this application)

ASX +security code and description	Total number of +securities on issue
ZIP : ORDINARY FULLY PAID	709,976,516

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
ZIPAK : WARRANTS	19,365,208
ZIPAL : CONVERTIBLE NOTES	2,600
ZIPAJ : EMPLOYEE OPTION	960,262
ZIPAM : PERFORMANCE RIGHTS	19,408,078
ZIPAI : WARRANTS	12,788,125



Part 5 - Other Listing Rule requirements

5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does 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?

☒ No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

This issue will be made up of 484,021 prior approved shares under listing rule 7.2 exception 16 (App 3B on 26 Oct) and 3,812,842 Shares using the Company's 15% placement capacity under listing rule 7.1 (being a total of 4,296,863).

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ N/A