

20 June 2023

## ZIP ANNOUNCES RESULTS OF CONSENT SOLICITATION IN RELATION TO ITS ZERO COUPON SENIOR CONVERTIBLE NOTES DUE 2028

Zip Co Limited (ASX: ZIP) (“Zip”, or the “Company”) is pleased to announce that existing holders (“Existing Noteholders”) of outstanding Zero Coupon Senior Convertible Notes due 2028 (ISIN: XS2330529905 / Common Code: 233052990) (the “Convertible Notes”) have approved certain amendments to the terms and conditions of the Convertible Notes (as described in the Company’s ASX announcement dated 8 June 2023<sup>1</sup>).

Along with the concurrent incentivised conversion invitation, this exercise will reduce Zip’s corporate debt by \$192.2 million, further strengthening the balance sheet and positioning the Company for its next phase of growth.<sup>2</sup>

Zip intends that the amendments to the Convertible Notes will become effective following an Extraordinary General Meeting of shareholders (“EGM”) which is proposed to be held on 31 July 2023. The EGM will be called to seek shareholder approval for the physical settlement of the Convertible Notes.

Further details are set out in the attached SGX announcement and will be included in the Company’s Notice of EGM.

Release approved by the Chief Operating Officer.

– ENCL. –

### For more information, please contact:

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<sup>1</sup> With the exception of the amended denomination of the Convertible Notes, which shall be A\$500 per Convertible Note rather than A\$1,000 per Convertible Note.

<sup>2</sup> The tax impact of the proposed liability management exercise is yet to be determined. Please refer to Key Risk 22 on page 15 of the Investor Presentation released on ASX on 8 June 2023 for further detail.

## About Zip

ASX-listed Zip Co Limited (ASX: 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 around the world, including through strategic investments, connecting millions of customers with its global network of tens of thousands of merchants.

Zip provides fair, flexible and transparent payment options to individual consumers, helping them to take control of their financial future and helping merchants to grow their businesses. Zip is committed to responsible lending and is managed by a team with over 100 years' experience in retail finance and payments. Zip is also a licensed and regulated credit provider and was founded in Australia in 2013.

For more information, visit: [www.zip.co](http://www.zip.co)

Shareholders who would like to receive email communications from Computershare for all future correspondence, visit <http://www.computershare.com.au/easyupdate/ZIP>.

## Important notices

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*This announcement contains certain forward looking statements and comments about future events, including about the plans, objectives and strategies of Zip's management, the industry and the markets in which Zip operates and Zip's expectations about the financial and operating performance of its businesses. Forward looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.*

*Forward looking statements involve inherent risks and uncertainties, both general and specific, and there is a risk that such predictions, forecasts, projections and other forward looking statements will not be achieved. A number of important factors could cause Zip's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements and many of these factors are beyond Zip's control.*

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## **SGX-ST ANNOUNCEMENT**

20 June 2023

**Zip Announces Results of the Consent Solicitation  
in relation to its Zero Coupon Senior Convertible Notes due 2028  
(ISIN: XS2330529905 / Common Code: 233052990) of which A\$330,000,000 is outstanding**

Reference is made to the Notice of Electronic Consent and Proposed Meeting dated 8 June 2023 (the “**Notice**”) advising Noteholders that Zip Co Limited (ASX: ZIP) (“**Zip**”, or the “**Company**”) is soliciting consents to an Extraordinary Resolution approving, among other things, the Proposed Amendments as described in the Consent Solicitation Statement dated 8 June 2023 (the “**Consent Solicitation Statement**”). Unless the context requires otherwise, terms defined in the Consent Solicitation Statement and the Notice shall have the same meaning when used in this announcement.

### **Result**

Zip is pleased to announce, and notice is hereby given to Noteholders, that (i) the Extraordinary Resolution was duly passed on 19 June 2023 by Electronic Consent by Noteholders holding an aggregate principal amount of A\$308,100,000, representing a majority of 93.36 per cent of the aggregate principal amount of the Notes outstanding, and (ii) the Eligibility Condition was satisfied. Accordingly, the Electronic Consent Pass Date occurred on 19 June 2023. The Extraordinary Resolution shall be binding on all Noteholders whether or not voting in favour of the Extraordinary Resolution.

### **Cancellation of the Meeting**

As the Extraordinary Resolution was passed by Electronic Consent, pursuant to the terms of the Consent Solicitation Statement and the Notice, the Meeting is no longer required to be convened and Zip hereby announces the cancellation of the Meeting.

### **Implementation**

Without prejudice to Zip’s option and sole discretion to terminate the Consent Solicitation, and subject to the satisfaction of the other Consent Conditions, the Proposed Amendments will be implemented by way of execution of the Amendment Documents on the Amendment Date, which is expected to be 31 July 2023 (the expected date of the EGM).

Notes that have been subject to account blocking as a result of the voting instructions for the Consent Solicitation shall be unblocked from the date of this Announcement.

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## Conversion Invitation

Reference is made to the SGX announcement dated 8 June 2023 relating to the proposed conversion invitation (the “**Conversion Invitation Announcement**”). As per the Conversion Invitation Announcement, eligible Noteholders will have five business days to submit to the Conversion Agent the Conversion Instructions in relation to their confirmed Conversion Allocation (and accordingly, any such Conversion Instructions should be submitted through the Clearing Systems by no later than 23:00 p.m. (Hong Kong time) on 27 June 2023).

This announcement has been approved by the Company for release to the SGX-ST.

For more information, please contact:

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For general investor enquiries, email [investors@zip.co](mailto:investors@zip.co)

## Important notices

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*This announcement must be read in conjunction with the Consent Solicitation Statement. The Consent Solicitation Statement contains important information which should be read carefully before any decision is made in respect of the proposal. If Noteholders are in doubt about any aspect of the proposal in this announcement and/or the action they should take, they should seek their own financial advice, including as to any tax consequences, from their stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser.*

*This announcement does not constitute or contemplate an offer of, or an offer to purchase or sell, or a solicitation of an offer to purchase or sell, any securities in the United States or any other jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions. Persons into whose possession this announcement comes are required by Zip, the Trustee, the Dealer Manager, the Tabulation Agent and the Principal Paying and Conversion Agent to inform themselves about, and to observe, any such restrictions. This announcement does not constitute a solicitation in any circumstances in which such solicitation is unlawful. None of Zip, the Trustee, the Dealer Manager, the Tabulation Agent, the Principal Paying and Conversion Agent, the Registrar or the Transfer Agent or any of their respective affiliates, directors, board members, employees, officers, consultants, advisers or agents, or any person*

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*The Notes referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state or other jurisdiction of the United States, and the Notes may not be offered, sold or delivered, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.*

*No EEA or UK PRIIPs KID – No EEA or UK PRIIPs key information document (KID) has been prepared as not available to retail in EEA or the United Kingdom.*

*This announcement contains certain forward looking statements and comments about future events, including about the plans, objectives and strategies of Zip’s management, the industry and the markets in which Zip operates, Zip’s expectations about the financial and operating performance of its businesses, the timetable and outcome of the Conversion Invitation, the outcome of the Placement and the use of proceeds thereof. Forward looking statements can generally be identified by the use of forward-looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward looking statements.*

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