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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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## Important notices

*Not for release, publication or distribution, in or into, or to any person located or resident in the United States, or in or into any jurisdiction where it is unlawful to release, publish or distribute this announcement.*

*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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*who controls any of them, will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.*

*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.*

*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.*

*Forward looking statements are provided as a general guide only, and should not be relied on as an indication or guarantee of future performance and involve known and unknown risks, uncertainty and other factors, many of which are outside the control of Zip. As such, undue reliance should not be placed on any forward looking statement. Past performance information given in this announcement is given for illustrative purposes only and is not necessarily a guide to future performance and no representation or warranty is made by any person as to the likelihood of achievement or reasonableness of any forward looking statements, forecast financial information or other forecast. Nothing contained in this announcement is to be relied upon as a promise, representation, warranty or guarantee as to the past, present or the future performance of Zip.*