



Announcement Summary

Entity name

ZIP CO LIMITED.

Announcement Type

New announcement

Date of this announcement

Monday October 18, 2021

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
Z1P	ORDINARY FULLY PAID	1,091,499	18/10/2021

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

Z1P

1.4 The announcement is

New announcement

1.5 Date of this announcement

18/10/2021



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

As approved by Shareholders on 30 October 2019, up to 5,402,727 fully paid ordinary shares to be issued as the Earn Out Consideration in connection with the acquisition of PartPay Limited (Earn Out Consideration). This represents the second hurdle of the Earn Out Consideration in the amount of 1,091,499 shares (PartPay Consideration Shares).

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

Z1P : ORDINARY FULLY PAID

Issue date

18/10/2021

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

1,091,499

Are the +securities being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

PartPay Consideration Shares - Earn Out Consideration in connection with the acquisition of PartPay Limited (Earn Out Consideration) following satisfaction of conditions.

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

6.500000

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

PartPay Consideration Shares - 5% discount to the volume weighted average price of its Shares on the ASX in the trading days prior to issuance i.e. up to 13th October 2021 being \$6.50.

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

To pay for the acquisition of an asset

Please provide additional details

A summary of the material terms of the PartPay Acquisition was included within the Notice of Meeting lodged with ASX on 30 September 2019.

<https://www.asx.com.au/asxpdf/20190930/pdf/4490lgdd211ygl.pdf>

In section 4.1

Z1P Ordinary Fully Paid = 565,732,445. This is incorrect as does not include the shares issued in the App 2A allotted previous to this form. The correct total is 567,732,445 (565,732,445 + 2,000,000)



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
Z1P : ORDINARY FULLY PAID	565,732,445

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	2,535,598
Z1PAE : PERFORMANCE SHARES	20,000,000
Z1PAH : PERFORMANCE OPTION EX 81C	5,880,000
Z1PAM : PERFORMANCE RIGHTS	6,314,672
Z1PAI : WARRANTS	14,615,000



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?

Yes

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

30/10/2019