

Securities Trading Policy

THE WHY and THE WHO

1 Introduction

- 1.1 This Securities Trading Policy (**Policy**) outlines the types of conduct when dealing in securities that are prohibited under the *Corporations Act 2001 (Cth)* (**Act**), and establishes a best practice for Zip Co Limited (**Zip**) that protects Zip and its personnel against the misuse (or the appearance of misuse) of unpublished or confidential information which could materially affect the price or value of Zip's securities (**Zip securities**) (otherwise known as **inside information** under the Act).
- 1.2 **Zip securities** includes shares in Zip, options over those shares and any other financial products of Zip whether traded on the Australian Securities Exchange (**ASX**) or unlisted.
- 1.3 ASX Listing Rule (**ASXLR**) 12.9 requires each entity admitted to the ASX to have a trading policy that regulates trading during certain prohibited periods and to give a copy of that trading policy to the ASX for release to the market. This Policy has been prepared to satisfy ASXLR 12.9 – 12.12.
- 1.4 Zip's Board of Directors has adopted this Policy which, unless otherwise stated, applies to:
 - (a) all employees and directors of Zip and its related companies (**Group**);
 - (b) any consultants, contractors or other service providers deemed included by the Board, as notified from time to time;
 - (c) immediate family members of all Directors (of Zip as defined by the Act), Officers (of Zip as defined by the Act), the Group Executive Team and other senior executives, who have authority and responsibility for planning, directing and controlling the activities of Zip; and
 - (d) companies, trusts and entities over which such Directors, Officers, Group Executive Team members or their immediate family members have control, or otherwise are closely connected to;
 (collectively referred to as **Zip Personnel**).
- 1.5 To ensure that Zip Personnel do not inadvertently breach the insider trading provisions of the Act, Zip Personnel are not permitted to deal in Zip securities during certain periods determined by this Policy. These periods are called **Prohibited Periods** and are determined by the provisions of this Policy. Times that are outside of a Prohibited Period are called **Trading Periods**.
- 1.6 If this Policy applies to you (as Zip Personnel), and you do not understand the summary of the law relating to insider trading set out below or this Policy, or if you are confused as to whether the law applies to you, please contact an Approving Officer. You may also wish to seek your own professional legal advice before dealing in Zip securities.
- 1.7 Approving Officers under this Policy are:
 - (a) Chairperson (for Directors, Officers and members of the Group Executive Team);
 - (b) Chair of the Audit and Risk Committee (for the Chairperson); and/or
 - (c) Company Secretary, Chief Financial Officer or Executive Directors (Group CEO and CEO US) (for all other Zip Personnel).

THE WHAT

2 Prohibited Conduct Under Insider Trading Provisions – Corporations Act

2.1 As a matter of law (which includes the Act), all Zip Personnel must not **deal** (meaning any change whatsoever including, but not limited to, any sale, purchase, exercise of options (even if due to expire), discharge of any right or obligation, or transfer) in Zip securities if in possession of **inside information**.

2.2 Inside Information is information that:

- (a) is not generally available to the Market and other investors; and
- (b) that information may have a material effect on the price or value of a company; and
- (c) if it were generally available, a reasonable person would expect (or ought reasonably to know) it to have a material effect on the price or value of Zip securities.

2.3 Dealing in securities includes:

- (a) applying for, acquiring or disposing of securities;
- (b) entering into an agreement to apply for, acquire or dispose of securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

2.4 Insider trading is a criminal offence.

It is punishable by substantial fines or imprisonment or both. Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation by the company and/or offender to persons who suffer loss or damage because of insider trading.

2.5 Notwithstanding any other provision of this Policy, if a person holds inside information, that person must not buy or sell Zip securities, advise or direct others to do so or pass on the inside information to others. This prohibition applies regardless of how that person gained knowledge of the information.

2.6 Other Entities (including ASX Companies).

The inside information laws and prohibitions against insider trading extend to dealings in securities of **any** companies when in possession of inside information (including for example, companies in a joint venture with Zip).

THE DETAIL

3 Policy for Dealing in Securities

3.1 Subject to the overriding restriction that no Zip Personnel shall deal in any securities when they are in possession of inside information, trading is not permitted during the following **Prohibited Periods**:

- (a) **Lead up to release of Half Year results:** The period from 31 December each year, until the commencement of trade of securities on the ASX on the second ASX trading day following the announcement of the Zip's half-year results to the ASX;

- (b) **Lead up to release of Full Year results:** The period from 30 June each year, until the commencement of trade of securities on the ASX on the second ASX trading day following the announcement of Zip's full-year results to the ASX;
- (c) **Lead up to release of Q1 results:** The period from 30 September each year, until the commencement of trade of securities on the ASX on the second trading day on the ASX following the announcement of Zip's quarterly results for the period 1 July to 30 September; and
- (d) **Lead up to release of Q3 results:** The period from 31 March each year, until the commencement of trade of securities on the ASX on the second trading day on the ASX following the announcement of Zip's quarterly results for the period 1 January to 31 March;
- (e) **Any other time as determined by the Board** of Zip in its sole discretion. Where the Board imposes additional Prohibited Periods from time to time, this may apply to all Zip Personnel or to Designated Persons only as determined by the Board. The Board or Company Secretary may not necessarily be in a position to explain why or for how long the prohibition will be in place.

3.2 For clarity, where:

- (a) an ASX release in respect of clauses 3.1 (a) to 3.1 (d) inclusive is made **prior** to opening of trading on the ASX, the day of the announcement is confirmed as the first trading day on the ASX following the announcement; and
- (b) where an ASX release in respect of clauses 3.1 (a) to 3.1 (d) inclusive is made **after** the opening of trading on the ASX, the next trading day after the day of the announcement is confirmed as the first trading day on the ASX following the announcement.

3.3 All other times during the financial year are **Trading Periods** for the purposes of this Policy.

3.4 As a guiding principle, Zip Personnel are discouraged from actively trading in Zip securities. Whilst Zip encourages share ownership by Zip Personnel and accepts that sales of securities by Zip Personnel may be required under certain circumstances.

4 Additional Requirements for Designated Persons

4.1 A **Designated Person** under this Policy includes:

- (a) Directors, Officers and members of the Group Executive Team;
- (b) Zip Personnel in job grades Manager Level 5 or Professional Level 6 (typically referred to as 'Director' or 'Vice President') or above;
- (c) Zip Personnel in job grades below Manager Level 5 or Professional Level 6, who are advised by an Approving Officer that they are a Designated Person under this Policy because it is likely that they will become aware of inside information because of their role, their work on a particular project or otherwise.

4.2 **During all periods** (including Trading Periods), a Designated Person may only trade Zip Securities with prior written approval. The request for approval must be submitted in writing to, and approved by:

- (a) -(subject to (b), the Chairperson for Directors, Officers or members of the Group Executive Team;
- (b) the Chair of the Audit & Risk Committee for the Chairperson; and

- (c) the Company Secretary, an Executive Director, or Chief Financial Officer for all other Designated Persons,
- 4.3 Designated Persons should use the attached **Securities Trading Notification Form** when applying for written approval from the Approving Officer.
- 4.4 The Approving Officer has **absolute discretion** in considering an application to trade in Zip securities to ensure that the spirit of this Policy is adhered to. The decision made by the Approving Officer is final. The Approving Officer is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval revoked, that fact must be kept confidential.
- 4.5 Designated Persons will be required (upon their appointment and on a continuous basis) to provide Zip with details of any Zip securities held by them or which they otherwise control.

5 Additional Requirements for Directors, Officers and Members of the Group Executive Team

- 5.1 Directors, Officers and members of the Group Executive Team will be required (upon their appointment and on a continuous basis) to provide Zip with details of Zip securities held by them, or their immediate family members or any other closely related parties and associates, or which they otherwise control.
- 5.2 Directors, Officers or members of the Group Executive Team must also take appropriate steps to ensure that their immediate family members or any other closely related parties and associates only trade in Zip securities when they would be permitted to trade Zip securities under this Policy. As such the Board Director, Officer or member of the Group Executive Team must seek approval to trade in accordance with this Policy prior to any trading by their immediate family members or any other closely related parties and associates.

6 Dealing with Convertible Securities

- 6.1 Convertible securities may only be exercised (or converted) in accordance with the terms and conditions of those securities and in accordance with the requirements governing their issue, and, further, in accordance with this Policy. In addition, any dealing of Zip securities acquired upon exercise or conversion of any convertible security must only occur in accordance with this Policy.
- 6.2 Where convertible securities are held by any Zip Personnel and the expiry date of those convertible securities is imminent, special permission for exercise/conversion is required to be obtained from the Approving Officer if the application of this Policy would otherwise prevent exercise/conversion of those convertible securities. The Approving Officer will determine such request in their absolute discretion.

7 Other Prohibited Transactions

- 7.1 Zip Personnel are prohibited from entering transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.
- 7.2 If any Zip Personnel possesses inside information about any securities, that person is prohibited from dealing, procuring any other person to deal in those securities and from directly or indirectly communicating the information to another person who the Zip Personnel believes is likely to deal in, or procure another person to deal in, those securities. To do so runs the risk of the commission of a serious criminal offence.

8 Other Transactions Requiring Approval – All Zip Personnel

- 8.1 Zip Personnel must not enter transactions or arrangements which operate to limit the economic risk of their security holding (including holdings of securities which are unvested or subject to a holding lock or other escrow) in Zip without first seeking and obtaining prior written approval from the Approving Officer.
- 8.2 Zip Personnel must not enter into agreements with lenders with rights over their interests in Zip securities (such as margin loans or other secured financing arrangements) without first seeking and obtaining prior written approval from the Approving Officer.
- 8.3 Zip Personnel must not put in place a non-discretionary trading plan in respect of their Zip securities without first seeking and obtaining written approval from the Approving Officer. Zip Personnel must not cancel any such trading plan during a Prohibited Period unless exceptional circumstances exist and the procedure for written approval has been satisfied.

9 Trading In Exceptional Circumstances

- 9.1 Zip Personnel are not permitted to trade in Zip's securities during a Prohibited Period. However, in exceptional circumstance (as determined by the Approving Officer), Zip Personnel may be permitted to trade during a Prohibited Period. What constitutes 'exceptional circumstances' will be assessed by the Approving Officer on a case by case basis and without limitation may include severe financial hardship or a requirement to comply with a court order or other legal obligation.
- 9.2 The Board may also determine that 'exceptional circumstances' apply in certain situations that affect a number of Zip Personnel.
- 9.3 All Zip Personnel wishing to deal in Zip securities within a Prohibited Period must request written approval using the attached **Securities Trading Notification Form**. The Approving Officer will determine such request in their absolute discretion.

10 Exclusions

- 10.1 The following dealings are excluded from this Policy:
 - (a) Dealings in the Zip's securities which do not result in a change to the beneficial interest of the securities;
 - (b) Acceptance of a takeover offer; and
 - (c) Trading under an offer made to all or most shareholders (e.g. a Share Purchase Plan).

11 Breach of this Policy

- 11.1 A breach of this Policy by an employee is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law and may need to be reported to the Australian Securities & Investment Commission and the Australian Federal police.

THE HOW

12 Administration

- 12.1 This Policy will be administered by the Company Secretary.
- 12.2 An Approving Officer (securities.trading@zip.co) will be available to answer any questions you may have in relation to this policy.
- 12.3 However, neither Zip, nor an Approving Officer are to be held responsible for any answers or any act or omission by you in reliance on those answers.
- 12.4 It is the responsibility of all Zip Personnel to comply with the law, so if in any doubt Zip Personnel should obtain their own legal advice.

13 Review of Policy

- 13.1 The Board will periodically review this Policy to check that it is operating effectively and whether any changes are required.
- 13.2 This Policy may be amended by resolution of the Board.
- 13.3 ASXLR 12.10 requires Zip to give any materially changed copy of this Policy to the ASX for release to the market within 5 business days of the material changes taking effect.

Date of last review: Approved by the Board on 29 November 2023.

Further Information

Contact the Company Secretary on securities.trading@zip.co

Version Control

Variations

This version of the Policy supersedes all previous versions.

Document Title	Securities Trading Policy
Use	Publicly disclosed on the website and lodged with the ASX.
Policy and Procedure Owner	This Policy is owned by the Company Secretary. The Board has final authority to change or make amendments to this document
Policy and Procedure Contacts	Company Secretary
Document Author	Company Secretary
Version	2023 Version
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SECURITIES TRADING NOTIFICATION FORM

Under Zip's Securities Trading Policy (**Policy**), Designated Persons (or Zip Personnel as required) must provide prior notification to, and receive approval from an Approving Officer, **before** dealing in Zip securities.

A response from the Approving Officer will be communicated **within 2 business days** following receipt of this Share Trading Notification Form.

For completion by Designated Persons or Zip Personnel as required

Name:	Date:
Position:	

I request approval for the following dealing in Zip securities:

1. Securities	[insert description of Securities (e.g. Fully Paid Ordinary, Options Exercise)]
2. Nature of dealing	a) [insert full description of dealing, (e.g. purchase of securities, sale of securities, exercise of performance awards)] b) [insert proposed number of securities or \$value]
3. Person/entity dealing	a) [insert the name of the person or the name of the entity dealing in the securities] (If not a Zip employee, describe the relationship of the person to the Zip employee) b) [insert Address (registered with the Share Registry)] c) [insert Holder ID e.g. HIN or SRN or Broker contact details] OR [email address (registered with Share Registry)] OR [phone number]

I confirm the following:

- I read and understood the Policy and the above dealing will not contravene the Policy or any applicable laws.
- I do not possess any inside information.
- **The above dealing will not occur until receipt of approval in writing from the Approving Officer.**
- I understand that approval, if granted, will be **valid for 7 business days**, on the condition that I do not come into possession of price sensitive information before the transaction occurs.
- I understand that approval under the Securities Trading Policy (if given) will not be an endorsement of the above dealing, and that I remain individually responsible for complying with any applicable laws and the Policy.
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Signed: _____

For completion by the Approving Officer

Approval for the above dealing ☐ has been granted ☐ has been refused

Name: _____ Date: _____

Signed: _____