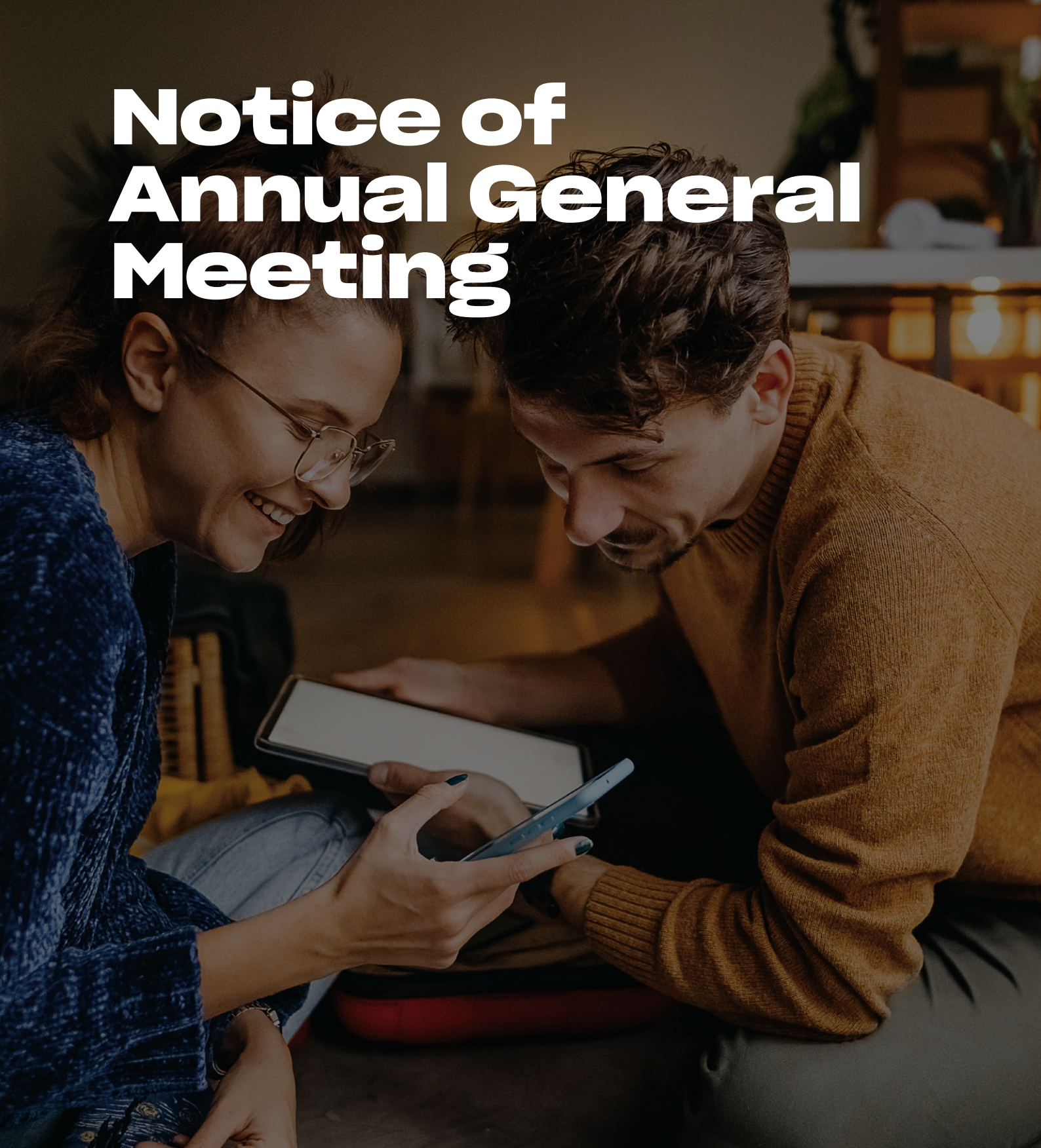


# Notice of Annual General Meeting



## **Zip Co Limited**

ACN 139 546 428  
Level 7, 180 George Street, Sydney NSW 2000  
[zip.co/home](http://zip.co/home)

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## Letter from the Chair



I am pleased to invite you to the 2024 Annual General Meeting of Shareholders of Zip Co Limited (**Zip** or the **Company**).

Date: Thursday 7 November 2024

Time: 10:00am (AEDT)

Online: <https://meetnow.global/MRVSNRR>

Dear Shareholder,

Consistent with the approach we have taken for the last few years, this year's Annual General Meeting (**AGM** or **Meeting**) will be held virtually (through the Computershare platform).

Shareholders will be able to vote and submit questions in advance and "live" during the Meeting. Zip considers these measures to be appropriate for the AGM and that they make participation more easily accessible to most Shareholders.

You may participate in the AGM in the following ways:

- (a) **Online:** Shareholders can access the Computershare AGM platform from their computer, tablet or mobile device at <https://meetnow.global/MRVSNRR>. Online registration will open 30 minutes before the AGM commences. The platform will allow Shareholders to view the Meeting, vote and submit questions in real-time. Instructions on how to do so are included in the Notice of Meeting and further details are published on the Zip website.
- (b) **Lodging a proxy in advance of the Meeting:** You can do this online at [www.investorvote.com.au](http://www.investorvote.com.au). Instructions on how to vote and appoint a proxy are detailed on the front of the Proxy Form. Proxy Forms must be received no later than 10:00am (AEDT) on Tuesday, 5 November 2024 to be valid for the AGM. Proxy Forms must be lodged online or by:
  - (i) **Fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
  - (ii) **Mail** to Computershare Investor Services Pty Ltd, GPO BOX 242, Melbourne Victoria 3001, Australia.
- (c) **Lodging questions in advance of the Meeting:** Questions can be submitted in advance of the Meeting via Computershare at [www.investorvote.com.au](http://www.investorvote.com.au).
- (d) **Watching a live webcast of the AGM:** The AGM will be available to view at <https://meetnow.global/MRVSNRR>.

### Business of the AGM

Cynthia Scott, our Group CEO and Managing Director, and I will provide a brief presentation at the AGM before formal Items of business are considered. The most frequently asked questions from Shareholders will be dealt with in these presentations or prior to the resolutions (as appropriate) and as many as possible during the Meeting. However, there may not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders.

The business to be dealt with at the AGM is provided on pages 09 to 25 of the Notice of Meeting.

We ask that Shareholders monitor Zip's website at <https://zip.co/investors> and the ASX Markets Announcements Platform for any updates to the arrangements for the AGM. Shareholders are also encouraged to consider providing an email address to receive communications or notifications directly at [www.investorcentre.com/au](http://www.investorcentre.com/au).

I look forward to welcoming you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Diane Smith-Gander', written over a light purple rectangular background.

**Diane Smith-Gander AO**  
Chair

26 September 2024

# Business of the AGM

## 1. Annual Financial Report, Directors' Report and Auditor's Report

To receive and to consider the Annual Financial Report, the Directors' Report and the Auditor's Report for Zip and its consolidated entities for the financial year ended 30 June 2024.

## 2. Remuneration Report

To consider and, if thought fit, pass the following as an Ordinary Resolution:

To adopt the Remuneration Report for the financial year ended 30 June 2024, as set out in the Directors' Report in the Annual Financial Report.

Note: the vote on this item is advisory only and does not bind the Directors or Zip. A voting exclusion applies to this Item. See page 08 for details.

## 3. Election and Re-Election of Directors

To consider and, if thought fit, pass the following, each as an Ordinary Resolution:

### (a) Election of Kevin Moss as a Director.

*That Kevin Moss, having been appointed as a Director of the Company effective 21 May 2024 in accordance with the Company's Constitution, and being eligible, is elected as a Director of the Company.*

### (b) Election of Matthew W. Schuyler as a Director.

*That Matthew W. Schuyler, having been appointed as a Director of the Company effective 7 October 2024 in accordance with the Company's Constitution, and being eligible, is elected as a Director of the Company.*

### (c) Re-Election of Diane Smith-Gander AO as a Director.

*That Diane Smith-Gander AO, who retires by rotation in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company.*

## 4. The Granting of Restricted Rights to Non-Executive Directors

To consider and, if thought fit, pass the following as an Ordinary Resolution:

*That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the issue of Restricted Rights to Non-Executive Directors of the Company in office from time to time under the Zip Co Limited NED Equity Plan (ZIPNEP) for the next three years commencing on the day this resolution is passed.*

A voting exclusion applies to this Item. See page 08 for details.

## 5. Grant of Short-Term Variable Reward (STVR) Shares Under the Equity Incentive Plan

To consider and, if thought fit, pass the following, each as an Ordinary Resolution:

### (a) Cynthia Scott – Issue of STVR Shares under the Equity Incentive Plan.

*That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the issue of 238,278 STVR shares to Cynthia Scott (a Director of the Company) under the Equity Incentive Plan.*

### (b) Larry Diamond – Issue of STVR Shares under the Equity Incentive Plan.

*That approval is given for the purposes of ASX Listing Rule 10.14 and all other purposes, for the issue of 164,263 STVR shares to Larry Diamond (a Director of the Company) under the Equity Incentive Plan.*

A voting exclusion applies to each of these items. See page 08 for details.

## Business of the AGM continued

### 6. Grant of Long-Term Variable Reward (LTVR) Performance Rights Under the Equity Incentive Plan to Cynthia Scott

To consider and, if thought fit, pass the following as an Ordinary Resolution:

*That approval is given for the purposes of ASX Listing Rule 10.14, section 200B of the Corporations Act and all other purposes, for the issue of 736,329 LTVR Performance Rights to Cynthia Scott (a Director of the Company) under the Equity Incentive Plan.*

A voting exclusion applies to this Item. See page 08 for details.

### 7. Renewal of Proportional Takeover Provisions in the Company's Constitution

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

*That, for the purposes of sections 136(2) and 648G(4) of the Corporations Act and for all other purposes, the proportional takeover approval provisions in clause 13.6 of the Company's Constitution be renewed for a period of three years commencing on the day this resolution is passed.*

By Order of the Board.



**Sarah Brown**  
Company Secretary

## Explanatory Notes

These Explanatory Notes form part of this Notice of Meeting and should be read in conjunction with it. The Explanatory Notes have been prepared to provide Shareholders with important information regarding the Items of business proposed for consideration at the AGM. Capitalised terms in this Notice of Meeting are defined in the Glossary on pages 26 to 27.

### Determination of Entitlement to Vote

For the purposes of voting at the AGM, the Directors have determined that Zip shares will be taken to be held by persons registered as Shareholders at 7:00pm (AEDT) on Tuesday, 5 November 2024. This means that transfers of Shares registered after that time will be disregarded in determining entitlements to participate at the AGM and vote on the resolutions set out in this Notice of Meeting.

### Voting on Resolutions

Each of the resolutions set out in this Notice of Meeting will be decided by poll.

The resolution proposed in Item 7 is a Special Resolution. The resolutions for the other Items are Ordinary Resolutions.

### Online Platform

Shareholders (or their proxies) will be able to participate in the Meeting (including voting and asking questions), in real time via the Computershare online platform using either a computer, tablet or mobile device with an internet connection.

Online registration will open 30 minutes before the AGM commences. Zip recommends Shareholders log into the online platform at least 15 minutes prior to the scheduled start time for the AGM in accordance with the instructions below.

Enter <https://meetnow.global/MRVSNRR> into a web browser on your computer or online device. To participate in the Meeting follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and click 'Continue'.

You can view the Meeting live, ask questions verbally or via a live text facility, and cast votes at the appropriate times while the AGM is in progress.

More information regarding participating in the AGM (including browser requirements) can be found in the Computershare online meeting guide at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

### Webcast

You can also view a live webcast of the Meeting at <https://meetnow.global/MRVSNRR>.

## Explanatory Notes continued

### Shareholder Voting and Proxies

#### Appointing a Proxy

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and specify the percentage or number of votes each proxy can exercise. If the Proxy Form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

You can vote and appoint a proxy by completing and signing the enclosed Proxy Form and sending or submitting the form as follows:

- **Online:** Lodge the Proxy Form online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. Shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) as shown on the front of the Proxy Form.
- **Mobile:** Scan the QR Code on your Proxy Form and follow the prompts.
- **Fax:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- **Post:** Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001.
- **Custodian Voting:** For intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Your proxy instruction must be received not later than 48 hours before the commencement of the Meeting, being 10:00am (AEDT) on Tuesday, 5 November 2024. Proxy Forms received after this time will be invalid.

#### Asking Questions

We encourage you to submit questions in advance of the Meeting on any matter that may be relevant to the Meeting. You can do this by logging onto [www.investorvote.com.au](http://www.investorvote.com.au), select 'Voting' then click 'Ask a Question', or alternatively by sending your questions to the Company Secretary by email to [company.secretary@zip.co](mailto:company.secretary@zip.co).

To allow time to collate questions and prepare answers, you must submit any questions by 10:00am (AEDT) on Friday, 1 November 2024.

Shareholders and proxy holders can also listen to the discussion at the Meeting and speak and ask questions during the Meeting via the online meeting platform.

#### Online Platform Guide

More information about how to use the online meeting platform (including how to vote and ask questions online during the Meeting) is available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

#### Your Vote is Important

The business of the AGM affects your shareholding and your vote is important. You may vote online, by proxy or personal representative.

#### Voting by Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the attorney or Shareholder has already provided it to the Share Registry.

## Explanatory Notes continued

### Intermediary Online

Participating intermediaries can lodge their proxy appointments online through <http://www.intermediaryonline.com>.

### Voting Intentions and Undirected Proxies

If you intend to appoint the Chair of the Meeting as your proxy, you are encouraged to direct the Chair on how to vote by marking a box for those resolutions on the Proxy Form (for example, if you wish to vote for, or against, or abstain from voting).

If you appoint the Chair as your proxy without directing the Chair how to vote, the Proxy Form authorises the Chair to vote as they decide on such resolutions.

Subject to any voting restrictions and exclusions, where the Chair of the Meeting is appointed as proxy, the Chair intends to vote in favour of all resolutions set out in this Notice of Meeting.

### Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from the Share Registry by calling +61 3 9415 4000 or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and selecting "Printable Forms".

### Enquiries

Shareholders are asked to contact the Company Secretary via email at [company.secretary@zip.co](mailto:company.secretary@zip.co) if they have any queries in respect of the matters set out in these documents.

### Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where considered appropriate, the Chair may decide to continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

## Explanatory Notes continued

### Voting Exclusions

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast in favour of:

- (a) **ITEM 2** by or on behalf of:
  - a member of the KMP; or
  - any Closely Related Parties of such KMP.
- (b) **ITEM 4** by or on behalf of:
  - Diane Smith-Gander, Meredith Scott, Kevin Moss or Matthew W. Schuyler or any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ZIPNEP; or
  - an Associate of Diane Smith-Gander, Meredith Scott, Kevin Moss or Matthew W. Schuyler or any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the ZIPNEP.
- (c) **ITEMS 5(a), 5(b) or 6** by or on behalf of:
  - Cynthia Scott and Larry Diamond and any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EIP; or
  - an Associate of Cynthia Scott or Larry Diamond or any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EIP.
- (d) However, the above does not apply to a vote cast in favour of **ITEMS 4, 5(a), 5(b) or 6** if it is cast by:
  - a person as proxy or attorney for a person who is entitled to vote on the Item, in accordance with directions given to the proxy or attorney to vote on the applicable Item in that way;
  - the Chair as proxy or attorney for a person who is entitled to vote on the applicable Item, in accordance with a direction given to the Chair to vote on the applicable Item as the Chair decides; or
  - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the applicable Item; and
    - (ii) the holder votes on the applicable Item in accordance with directions given by the beneficiary to the holder to vote in that way.
- (e) Additionally, in accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on **ITEMS 2, 4, 5(a), 5(b) or 6** if:
  - the proxy is a KMP or any Closely Related Party of such KMP; and
  - the appointment does not specify the way the proxy is to vote on the Item, however, the above prohibition does not apply if:
    - (i) the proxy is the Chair; and
    - (ii) the appointment expressly authorises the Chair to exercise the proxy even if the Item is connected directly or indirectly with remuneration of a member of the Company's KMP.



## Explanatory Notes continued

### Business of the AGM

#### Item 1 – Annual Financial Report, Directors’ Report and Auditor’s Report

The Annual Financial Report for the financial year ended 30 June 2024 can be found on Zip’s website (and on the ASX Announcements Platform) and has been sent to those Shareholders who have requested a copy.

During the discussion of Item 1, there will be an opportunity for the Shareholders to ask questions about, or comment on, the Annual Financial Report and the management and performance of Zip.

You may also submit questions in advance of the AGM via the process outlined in the Explanatory Notes under “Asking Questions”.

Zip’s auditor, Deloitte Touche Tohmatsu, will be available at the AGM to answer questions from Shareholders on the audit, Zip’s accounting policies, their Auditor’s Report and independence.

#### Item 2 – Remuneration Report

##### Background

Zip is required under the Corporations Act to include, in the business of its AGM, a resolution that its Remuneration Report for the financial year ended 30 June 2024 (**Remuneration Report**) be adopted. The Remuneration Report is set out in the Directors’ Report within the Annual Financial Report. During discussion of Item 2, there will be an opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report explains the Board’s policies in relation to the nature and level of remuneration paid to KMP and sets out remuneration details, service agreements and the details of any share-based compensation.

The vote on Item 2 is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote, and comments made by Shareholders on the Remuneration Report at the AGM, when reviewing the Company’s remuneration policies.

If 25% or more of the votes are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a Spill Resolution that a Spill Meeting be held within 90 days, at which all of the Directors who were in office when the latest Directors’ Report was approved (other than the Managing Director) will cease to hold office unless re-elected at that Spill Meeting.

##### Directors’ Recommendation

The Directors (as at the date of this Notice of Meeting) unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 2.

## Explanatory Notes continued

### Item 3 – Election and Re-Election of Directors

#### (a) Election of Kevin Moss as a Director

##### Background

Under Item 3(a), Kevin Moss seeks election as a Director of the Company at the AGM for the purposes of Clause 22.6 of the Company's Constitution and ASX Listing Rule 14.4 and for all other purposes.

Kevin Moss was appointed as an additional Director of the Company effective from 21 May 2024 in accordance with the Company's Constitution. Clause 22.6 of the Company's Constitution requires that a Director appointed as an addition to the existing Directors may only hold office until the Company's next annual general meeting, and such director is then eligible for re-election at that meeting (clause 22.7(b)). ASX Listing Rule 14.4 also provides that an additional director appointed during the year must not hold office (without re-election) past the next annual general meeting.

The Company confirms that it has satisfactorily conducted appropriate checks into Kevin Moss' background and experience.

**Qualifications:** BS (Applied Statistics); MS (Quantitative analysis)

**Term:** Non-Executive Director from 21 May 2024.

**Independent:** Yes. The Board considers Kevin Moss to be an independent director.

**Committees:** Member of the Audit and Risk Committee, Remuneration, People and Culture Committee, and Nominations Committee.

**Other directorships:** None.

**Experience:** Based in San Francisco, Kevin is an experienced credit and risk leader with almost 40 years' experience in the financial services and payments sectors. He spent 17 years in executive roles at Wells Fargo, including Chief Risk Officer for the consumer lending group, Business Manager for the National Home Equity Group, Chief Credit Officer for the home and consumer finance group and Head of Consumer Risk Management. His most recent executive role was as Chief Risk Officer at SoFi. Kevin has over nine years' experience as an advisor for companies that provide risk, fraud and consumer lending product solutions.

Mr. Moss is based in the US and brings to the Board a deep understanding of the US market and broad commercial expertise including risk management. For these reasons the Directors support the election of Kevin Moss as a Director.

Kevin Moss will be offered the opportunity to address the Meeting to speak to his election.

##### Directors' Recommendation

The Directors (with Kevin Moss abstaining) recommend that the Shareholders **VOTE IN FAVOUR** of Item 3(a).

#### (b) Election of Matthew W. Schuyler as a Director

##### Background

Under Item 3(b), Matthew W. Schuyler seeks election as a Director of the Company at the AGM for the purposes of Clause 22.6 of the Company's Constitution and ASX Listing Rule 14.4 and for all other purposes.

Matthew W. Schuyler was appointed as an additional Director of the Company effective from 7 October 2024 in accordance with the Company's Constitution. Clause 22.6 of the Company's Constitution requires that a Director appointed as an addition to the existing Directors may only hold office until the Company's next annual general meeting, and such director is then eligible for re election at that meeting (clause 22.7(b)). ASX Listing Rule 14.4 also provides that an additional director appointed during the year must not hold office (without re election) past the next annual general meeting.

The Company confirms that it has satisfactorily conducted appropriate checks into Matthew W. Schuyler's background and experience.

**Qualifications:** MBA (Organizational Behavior and Human Resources Management); B.S. (Accounting)

**Term:** Non-Executive Director from 7 October 2024.

## Explanatory Notes continued

**Independent:** Yes. The Board considers that Matthew W. Schuyler satisfies the criteria to be an independent director.

**Committees:** Member of each of the Audit and Risk Committee, Remuneration, People and Culture Committee and Nominations Committee, from 7 October 2024.

**Other directorships:** Chair of the Board of Trustees of Penn State University.

**Experience:** Based in Virginia in the US, Matthew has significant and wide-ranging experience in brand-building, business transformation, human resources and cultural strategy. He most recently served as Chief Brand Officer for Hilton Worldwide, following previous roles as Chief Administrative Officer and Chief Human Resources Officer at Hilton. Prior to his roles at Hilton, Matthew served as Chief Human Resources Officer and Head of Corporate Real Estate for Capital One and Senior Vice President of Human Resources for Cisco Systems Inc and before that, was a partner at PricewaterhouseCoopers. Matthew is Chair of the Board of Trustees of Penn State University, overseeing the governance of one of the largest universities in the US.

Mr. Schuyler brings to the Board significant experience of the US market, brand leadership, people and culture. For these reasons the Directors support the election of Matthew W. Schuyler as a Director.

Matthew W. Schuyler will be offered the opportunity to address the Meeting to speak to his election.

### Directors' Recommendation

The Directors (excluding Matthew W. Schuyler) recommend that the Shareholders **VOTE IN FAVOUR** of Item 3(b).

### (c) Re-Election of Diane Smith-Gander AO as a Director

#### Background

Under Item 3(b), Diane Smith-Gander is required to retire by rotation, and being eligible, seeks re-election as a Director of the Company at the AGM for the purposes of Clause 22.10 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes.

Diane Smith-Gander was appointed as a Director of the Company on 1 February 2021 and was re-elected at the 2021 Annual General Meeting. Clause 22.10(b) of the Company's Constitution and ASX Listing 14.4 provide, among other matters, that a Director, other than a Managing Director, may not hold office for more than three years or beyond the third annual general meeting following their appointment (whichever is longer) without submitting for re-election. A Director who retires under clause 22.10 is eligible for re-election.

**Qualifications:** BEC, MBA, FAICD, FGIA, FAIM, GAICD

**Term:** Non-Executive Director appointed on 1 February 2021.

**Independent:** Yes. The Board considers that Diane Smith-Gander is an independent Director.

**Committees:** Chair of the Nominations Committee.

**Directorships:** Chair of Perenti Limited; Chair of the Committee for Economic Development of Australia; and Chair of HBF Health Limited

**Experience:** Diane has extensive Australian and international experience in banking and finance, technology, and strategic and management consulting. This includes as a former partner at McKinsey & Company, and Group Executive IT and Operations, Westpac Banking Corporation.

Diane has gained deep experience as a non-executive director since joining the Wesfarmers board in 2009 (ceased as a director in 2020) across diverse sectors including listed entities, State and Commonwealth government, cooperatives, professional services and privately held companies.

In recognition of her contributions to business and gender equality, Diane was made an Officer in the Order of Australia in 2019. Diane is also past President and current member of Chief Executive Women.

For these reasons, the Board supports the re-election of Ms. Smith – Gander as a director. Ms. Smith-Gander will be offered the opportunity to address the Meeting to speak to her re-election.

### Directors' Recommendation

The Directors (with Ms. Smith-Gander abstaining) recommend that the Shareholders **VOTE IN FAVOUR** of Item 3(b).

## Explanatory Notes continued

### Item 4 – Granting of Restricted Rights to Non-Executive Directors under the NED Equity Plan (ZIPNEP)

#### Background

Item 4 seeks Shareholder approval to grant restricted rights to eligible Non-Executive Directors (**NEDs**) under the Zip Co Limited NED Equity Plan (**ZIPNEP**) for the next three years, and for the allocation of Shares on exercise of those Restricted Rights.

The Company completed a review of NED remuneration during FY24 which included benchmarking against similar sized and market valued listed entities. Having regard to market benchmarks and recognising the substantial turnaround that has been achieved and the ongoing significant workload of NEDs, the Board approved the restoration of the total remuneration paid to NEDs to the amounts that were paid before the NEDs implemented a voluntary fee reduction in FY23 and a further adjustment of some fees.

The Board also reviewed the operation of the ZIPNEP and determined to make a change to the operation of the plan such that it operates on a voluntary basis. Each NED who wishes to participate in the ZIPNEP can nominate the amount of their Non-Executive Director Fees (**NED Fees**) that they wish to receive in the form of Zip securities. Zip securities issued under the plan are subject to certain disposal restrictions as described below (**Specified Disposal Restrictions**) that aim to facilitate long-term holding of equity interests. Elections are made on an annual basis and are binding for the duration of that year.

The ZIPNEP has been designed to facilitate the Company aligning remuneration structures for NEDs with the interests of Shareholders, and reducing cash remuneration costs in relation to NEDs, while preserving their independence.

#### Regulatory Requirements – Overview of ASX Listing Rules

The grant of Restricted Rights to a Director of the Company (and Shares on the exercise of such Restricted Rights) falls within ASX Listing Rule 10.14.1 and therefore requires approval of the Shareholders.

If Item 4 is passed, the Company will invite NEDs to apply for the Restricted Rights, and if they accept the invitation, proceed with the grant of the Restricted Rights to them. Approval will not be required under ASX Listing Rule 7.1 and the grant of the Restricted Rights to the applicable NEDs will not count towards the Company's existing placement capacity under ASX Listing Rule 7.1. Separate approval will also not be required under ASX Listing Rule 10.11.

For the avoidance of doubt, if Item 4 is passed, but any of the NEDs who have elected to participate in the ZIPNEP and received an invitation to participate do not accept the invitation to participate in the grant, Zip will not issue the Restricted Rights contemplated in Item 4 (as applicable) and the applicable NED will not be entitled to be paid the relevant part of their NED Fees.

If Item 4 is not passed, the Company will not be able to grant the relevant Restricted Rights, and the relevant amounts of NED Fees that would otherwise have been paid in equity may be paid in cash.

## Explanatory Notes continued

### Regulatory Requirements – Information Required by ASX Listing Rule 10.14 And 10.15

The following information is provided to Shareholders in relation to the grant of Restricted Rights under Item 4 for the purposes of ASX Listing Rule 10.14 and 10.15:

Information Required by ASX Listing Rule 10.15	Details
Person being issued the securities	Participation in the ZIPNEP is open to all eligible NEDs in office from time to time. NEDs currently eligible to participate are Diane Smith-Gander, Meredith Scott, Kevin Moss and Matthew W. Schuyler (whose appointment as a NED becomes effective on 7 October 2024).
Category in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 the person falls within	If the NEDs elect to have the Restricted Rights granted to them personally, Listing Rule 10.14.1 applies. If the NEDs elect to have the Restricted Rights granted to their nominees, Listing Rule 10.14.2 applies.
Securities to be issued (on an annual basis)	Restricted Rights: Each right represents an entitlement, upon exercise, to receive a Share or a Restricted Share.
Summary of material terms of the securities	<p>(a) <b>Term:</b> Each Restricted Right has a term ending 15 years after the grant date, and if not exercised before the end of the term, the Restricted Rights will lapse.</p> <p>(b) <b>Maximum number of Restricted Rights to be granted:</b> the maximum number of Restricted Rights that may be acquired by the NEDs cannot be precisely calculated as it depends on the extent to which each NED voluntarily elects to participate in the ZIPNEP and the Company's share price at the time the Restricted Rights are granted to the relevant NED.</p> <p>The number of Restricted Rights that a NED will receive is calculated by the following formula:</p> $\text{Number of Restricted Rights} = \text{Cash Fee Sacrifice} \div \text{Right Value}$ <p>Where:</p> $\text{Cash Fee Sacrifice} = \text{Value of NED fees sacrificed for the financial year}$ $\text{Right Value} = 10\text{-day VWAP following the release of Zip's full year financial results.}$ <p>(c) <b>Vesting:</b> Restricted Rights are fully vested at grant.</p> <p>(d) <b>Exercise of Restricted Rights and settlement:</b> Restricted Rights may be exercised at any time between the lapsing of 'Exercise Restrictions' (as defined below) and the end of their term, by the participant submitting an 'exercise notice', otherwise they will lapse. Restricted Rights will be settled in Shares only. Such Shares will generally be Restricted Shares subject to Specified Disposal Restrictions.</p> <p>(e) <b>Exercise Restrictions:</b> An exercise restriction applies to the Restricted Rights for 90 days from the grant date (<b>Exercise Restriction</b>).</p> <p>(f) <b>Specified Disposal Restrictions:</b> A Specified Disposal Restriction applies to the Restricted Shares that are acquired by the participant on exercise of the Restricted Rights, such that the Restricted Shares may not be disposed of until the earlier of: (i) the participant ceasing to hold office and any employment with the Company, and (ii) the lapsing of 15 years from the grant date of the Restricted Rights.</p>

## Explanatory Notes continued

Information Required by ASX Listing Rule 10.15	Details	
Summary of material terms of the securities (continued)	<p>(g) <b>Specific Disposal Restriction release on taxing point:</b> In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions (as applicable) have not elapsed, then they will cease to apply to 50% of the taxable Restricted Rights and Restricted Shares. This aims to ensure that unreasonable tax outcomes are avoided.</p> <p>(h) <b>Ceasing to hold office:</b> If a participant ceases to hold the office of Non-Executive Director and is not immediately re-appointed, Exercise Restrictions and Specified Disposal Restrictions (as applicable) attaching to Restricted Shares will cease to apply at the date of cessation of holding the office and the Company will remove any CHES holding lock. Restricted Rights that are subject to Exercise Restrictions and held by the participant will cease to be so restricted at the date of the cessation. Disposal restrictions may remain in-force due to the requirements of the Corporations Act, either to do with the insider trading restrictions in the Corporations Act, or the on-sale restrictions in the Corporations Act to the extent they apply.</p> <p>(i) <b>Fraud, gross misconduct, etc:</b> In the event that the Board forms the opinion that a participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company, the participant will forfeit all unexercised Restricted Rights.</p>	
Current annual remuneration package	NED Board Fees of \$340,000 inclusive of statutory superannuation for the Chairperson of the Board	NED Board Fees of \$170,000 inclusive of statutory superannuation for a Director who is not the Board Chairperson. NEDs, other than the Chairperson, are also paid additional fees for serving on Committees of the Board. <sup>1</sup>
Number of securities previously issued under the ZIPNEP	Securities previously issued to NEDs that are currently eligible to participate:	
	<b>Director</b>	<b>Number of Restricted Rights Issued</b>
	<b>Average acquisition price</b>	
	Diane Smith-Gander	171,355
	Meredith Scott	81,864
		\$0.47
		\$0.45

1. For FY25, the Chair Fee for the Audit and Risk Committee is \$25,000, the Chair Fee for the Remuneration, People and Culture Committee is \$20,000, the Member/Director Fee for the Audit and Risk Committee is \$12,500 and the Member/Director Fee for the Remuneration, People and Culture Committee is \$10,000. These fees are inclusive of superannuation, if applicable. The Board Chair does not receive fees for serving on Committees.

## Explanatory Notes continued

Information Required by ASX Listing Rule 10.15	Details
<b>Explanation of why the type of securities have been issued and the value attributed to the securities</b>	<p>As noted above, the ZIPNEP has been designed, and the Restricted Rights are proposed to be issued, to facilitate the Company aligning remuneration structures for NEDs with the interests of Shareholders while preserving their independence.</p> <p>The value of the Restricted Rights is as calculated above under the heading 'Summary of material terms of the securities'. The value of the Restricted Rights, when added to the other remuneration elements, will produce a remuneration package that is intended to be market competitive.</p> <p>Because the grant is calculated on a cash fee sacrifice basis, the total value of the fees payable and cost to the Company will not change as a result of the grant of securities contemplated in Item 4. The Board reviews remuneration quantum and structure annually.</p> <p>The Restricted Rights will be accounted for using the principles set out in the Australian Accounting Standards Board AASB 2, <i>Share-Based Payment</i>.</p>
<b>Date or dates by which securities will be issued by the Company</b>	<p>If Item 4 is approved, the Company intends to issue any Restricted Rights to participating NEDs prior to 7 November 2027, being three years after the date of the Meeting.</p>
<b>Price for the securities being issued under the ZIPNEP</b>	<p>No cash amount will be payable by the NEDs to receive the Restricted Rights or to exercise them, as they are the subject of a NED Fee sacrifice arrangement.</p>
<b>Summary of the material terms of the ZIPNEP</b>	<p>The material terms of the ZIPNEP are set out in Annexure A.</p>
<b>Summary of the material terms of any loan that will be made available in relation to the allotment of the securities</b>	<p>No loans are being provided to NEDs in relation to the grant of the Restricted Rights.</p>
<b>Voting exclusion statement</b>	<p>Details of the voting exclusion which applies to Item 4 can be found earlier in the Notice of Meeting.</p>

Details of any securities issued under the ZIPNEP will be published in the Company's annual financial report relating to the period in which the securities are issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Participation in the ZIPNEP will be open to all eligible NEDs in office from time to time. The current eligible NEDs are Diane Smith-Gander, Meredith Scott, Kevin Moss and Matthew W. Schuyler (whose appointment as a NED becomes effective on 7 October 2024). Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the ZIPNEP after Item 4 is approved will not participate in the ZIPNEP until approval is obtained under ASX Listing Rule 10.14.

### Directors' Recommendation

The Executive Directors unanimously recommend that Shareholders **VOTE IN FAVOUR** of Item 4.

## Explanatory Notes continued

### Item 5 – Grant of Short-Term Variable Reward Plan Shares under the EIP

Under the EIP, the Board may issue Short-Term Variable Reward plan shares (**STVR Shares**) to eligible participants. Each STVR Share ranks equally in all aspects with all existing Shares previously issued by the Company.

Items 5(a) and 5(b) seek Shareholder approval to grant to:

- Cynthia Scott, a Director, 238,278 STVR Shares under the EIP; and
- Larry Diamond, a Director, 164,263 STVR Shares under the EIP.

Recipient	Terms
<b>Cynthia Scott</b>	<p>(a) Under the terms of Cynthia Scott's employment agreement, she was eligible for an annual performance-based bonus with a maximum value of \$710,000 based on the achievement of the Company's financial and non-financial performance targets.</p> <p>(b) The Board assessed Cynthia Scott's performance with reference to the performance of the Company. This resulted in a performance-based bonus of \$692,960 being awarded to Cynthia Scott.</p> <p>(c) The Board's intention is to deliver 50% of the bonus in cash and 50% in the form of 238,278 STVR Shares, which will be subject to a disposal restriction until 23 September 2025.</p> <p>(d) The number of STVR shares to be granted to Cynthia Scott was determined by dividing the assessed STVR dollar value by the Zip share price (being the 30-day VWAP up to and including the Q4 results release, \$1.4541).</p> <p>(e) The STVR Shares will be issued for nil consideration.</p> <p>(f) The Board retains the overriding power to seek to recover STVR Shares (i.e. clawback) in certain circumstances (including, without limitation, in the event of serious misconduct, material misstatement of financial statements and material reputational damage).</p>
<b>Larry Diamond</b>	<p>(a) Under the terms of Larry Diamond's employment agreement, he was eligible for an annual performance-based bonus with a maximum value of \$508,200 based on the achievement of the Company's financial and non-financial performance targets.</p> <p>(b) The Board assessed Larry Diamond's performance with reference to the performance of the Company and of the US business. This resulted in a performance-based bonus of \$477,708 being awarded to Larry Diamond.</p> <p>(c) The Board's intention is to deliver 50% of the bonus in cash and 50% in the form of 164,263 STVR Shares, subject to a disposal restriction until 23 September 2025.</p> <p>(d) The number of STVR shares to be granted to Larry Diamond was determined by dividing the assessed STVR dollar value by the Zip share price (being the 30-day VWAP up to and including the Q4 results release, \$1.4541).</p> <p>(e) The STVR Shares will be issued for nil consideration.</p> <p>(f) The Board retains the overriding power to seek to recover STVR Shares (i.e. clawback) in certain circumstances (including, without limitation, in the event of serious misconduct, material misstatement of financial statements and material reputational damage).</p>



## Explanatory Notes continued

The issue of STVR Shares to Cynthia Scott and Larry Diamond falls within ASX Listing Rule 10.14.1 and therefore requires approval of the Shareholders as contemplated by Item 5.

If Item 5 is passed, the Company will be able to proceed with the proposed issue of the STVR Shares. Approval will not be required under ASX Listing Rule 7.1, and the grant of the STVR Shares to Cynthia Scott and Larry Diamond will not count towards the Company's existing placement capacity under ASX Listing Rule 7.1. Separate approval will also not be required under ASX Listing Rule 10.11 (which provides a general restriction against issuing securities to directors without shareholder approval).

If Item 5 is not passed, the Company will not be able to proceed with the issue of the STVR Shares. The Company will therefore be required to pay the equivalent value in cash to Cynthia Scott and Larry Diamond respectively or buy the shares on market.

The non-conflicted Non-Executive Directors of the Company (being Diane Smith-Gander, John Batistich, Meredith Scott and Kevin Moss) carefully considered the issue of these STVR Shares to Cynthia Scott and Larry Diamond and formed the view that the giving of this financial benefit as part of remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the STVR Shares, and the responsibilities held by Cynthia Scott and Larry Diamond in the Company. The Non-Executive Directors consider that the issue of STVR Shares is a more cost-effective way to remunerate Cynthia Scott and Larry Diamond than other forms of remuneration, such as an additional cash bonus.

Accordingly, the Non-Executive Directors of the Company believe that the issue of these STVR Shares to Cynthia Scott and Larry Diamond under Item 5 falls within the reasonable remuneration exception as set out in section 211 of the Corporations Act, and rely on this exception for the purposes of section 208 of the Corporations Act.

The following information is provided to Shareholders in relation to the issue of the STVR Shares under Item 5 for the purposes of ASX Listing Rule 10.15:

<b>Information required by ASX Listing Rule 10.15</b>	<b>Details</b>	
<b>Name of person being issued the securities</b>	<b>Cynthia Scott (Item 5(a))</b>	<b>Larry Diamond (Item 5(b))</b>
<b>Category in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 the person falls within</b>	Director	Director
<b>Securities to be issued</b>	238,278 STVR Shares	164,263 STVR Shares
<b>Current total remuneration package with effect from 1 October 2024</b>	(a) Fixed Remuneration: \$950,000; (b) Maximum Short-Term Variable Reward: \$920,068; and (c) Maximum Long-Term Variable Reward: \$1,380,102.  Please refer to Item 6 for further details.	(a) Fixed Remuneration: \$535,600; and (b) Maximum Short-Term Variable Reward: \$505,668.

## Explanatory Notes continued

Information required by ASX Listing Rule 10.15	Details	
Name of person being issued the securities	Cynthia Scott (Item 5(a))	Larry Diamond (Item 5(b))
<b>Number of securities previously issued under EIP</b>	<p>(a) 148,760 STVR Shares for nil cash consideration issued in December 2023. These were approved by Shareholders at the 2023 Annual General Meeting. The STVR Shares had a deemed issue price of \$0.445 per STVR Share which was calculated pursuant to the terms of the EIP;</p> <p>(b) 2,568,741 LTVR Performance Rights for nil cash consideration issued in December 2023. These were approved by Shareholders at the 2023 AGM, with the full details provided in the notice of meeting released to the ASX on 28 September 2023;</p> <p>(c) 436,507 Performance Rights for nil cash consideration issued in August 2023; and</p> <p>(d) 994,183 LTVR Performance Rights for nil cash consideration issued in December 2022.</p>	<p>(a) 612,880 LTVR Performance Rights for nil cash consideration issued in December 2023. These were approved by Shareholders at the 2023 AGM, with the full details provided in the notice of meeting released to the ASX on 28 September 2023;</p> <p>(b) 397,065 Performance Rights for nil cash consideration issued in August 2023. These were approved by Shareholders at the 2022 AGM, with the full details provided in the notice of meeting released to the ASX on 28 September 2022; and</p> <p>(c) 228,326 LTVR Performance Rights for nil cash consideration issued in December 2022. These were approved by Shareholders at the 2022 AGM, with the full details provided in the notice of meeting released to the ASX on 28 September 2022.</p>
<b>Type of securities being issued</b>	Fully paid ordinary shares that will rank equally in all aspects with all existing Shares issued.	
<b>Date by which securities will be issued by the Company</b>	As soon as practicable after Shareholder approval is obtained at the Meeting but in any event no later than 12 months from the date of the 2024 AGM.	
<b>Price for the securities being issued under the EIP</b>	No cash amount is being paid by Cynthia Scott for these STVR Shares.	No cash amount is being paid by Larry Diamond for these STVR Shares.
<b>Summary of the material terms of the EIP</b>	A summary of the material terms of the EIP are set out in Annexure B to this Notice of Meeting.	
<b>Summary of the material terms of any loan that will be made available in relation to the allotment of the securities</b>	No loans are being provided to Cynthia Scott in relation to the allotment of the STVR Shares.	No loans are being provided to Larry Diamond in relation to the allotment of the STVR Shares.

Details of any securities issued under the EIP will be published in the annual financial report relating to the period in which securities are issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

## Explanatory Notes continued

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after Item 5 is approved (and who were not named in this Notice of Meeting) will not participate in the EIP until approval is obtained under ASX Listing Rule 10.14.

### Directors' Recommendation

The Non-Executive Directors (as at the date of this Notice of Meeting) unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 5.

### Item 6 – Grant of LTVR Performance Rights Under the EIP to Cynthia Scott

Item 6 seeks Shareholder approval to grant to Cynthia Scott, a Director, 736,329 LTVR Performance Rights under the EIP as part of the Long-Term Variable Reward (**LTVR**) plan.

### Background

The Company engaged Godfrey Remuneration Group to complete a review of the remuneration paid to Cynthia Scott, Group CEO and Managing Director. The review included benchmarking against two comparator groups: ASX listed entities with a similar market capitalisation (equally balanced, 10 larger, 10 smaller, within a range of half to double Zip's market value at the time), which was used as the primary reference; and an ASX listed industry comparator group, which was used as a secondary reference. The review found that the remuneration paid to Cynthia Scott was substantially below the median of both comparator groups, reflecting that the Board had restrained remuneration while undertaking the task of restoring shareholder value and de-risking the business. Given the progress towards those objectives, the Board has approved an increase to the remuneration paid to Cynthia Scott with effect from 1 October 2024 to start to address market positioning relative to market peers, and intends to complete a further review in FY26. While the increase is significant, it is necessary to close the gap to a market position that reflects the scale and complexity of Zip, relevant to the CEO role challenge. The Board also determined that remuneration should continue to be weighted towards long-term performance-based pay.

### Reasons for Grant of Performance Rights

As stated in the FY24 Remuneration Report, the LTVR plan aligns executive accountability and remuneration outcomes with the delivery of sustained group performance and Shareholder interests over the long-term. It is designed to vary remuneration outcomes in line with the extent of longer-term (three year) performance achievement focused on Shareholder returns. The LTVR measures the Company's performance on TSR relative to the performance of the ASX300 Accumulation Index as a clear alignment with Shareholders' long-term interests.

### Regulatory Requirements – Overview of ASX Listing Rules

The grant of LTVR Performance Rights to Cynthia Scott falls within ASX Listing Rule 10.14.1 and therefore requires approval of the Shareholders as contemplated by Item 6.

If Item 6 is passed, the Company will be able to proceed with the grant of the LTVR Performance Rights to Cynthia Scott. Approval will not be required under ASX Listing Rule 7.1, and the grant of the LTVR Performance Rights to Cynthia Scott will not count towards the Company's existing placement capacity under ASX Listing Rule 7.1. Separate approval will also not be required under ASX Listing Rule 10.11 (which provides a general restriction against issuing securities to directors without shareholder approval).

If Item 6 is not passed, the Company will not be able to grant the LTVR Performance Rights. The Company will thereafter need to discuss and negotiate the remuneration package of Cynthia Scott to reflect the intent of her employment agreement and may consider alternative deferred remuneration arrangements such as deferred cash awards. If deferred cash awards are granted, this may diminish the alignment of Cynthia Scott's interests with those of the rest of the senior leadership team and Shareholders.

## Explanatory Notes continued

### Regulatory Requirements – Information Required by ASX Listing Rule 10.14 and 10.15

The following information is provided to Shareholders in relation to the grant of LTVR Performance Rights under Item 6 for the purposes of ASX Listing Rule 10.14 and 10.15:

Information Required by ASX Listing Rule 10.15	Details
Name of person being issued the securities	Cynthia Scott
Category in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 the person falls within	Director
Securities to be issued	736,329 LTVR Performance Rights Each LTVR Performance Right represents an entitlement, upon vesting and exercise, to receive a Share.
Summary of material terms of the securities	<p>(a) <b>Exercise Price:</b> The LTVR Performance Rights will each have a nil exercise price.</p> <p>(b) <b>Vesting Condition:</b> Under the EIP, LTVR Performance Rights granted can vest subject to the achievement (or waiver) of specific vesting conditions. The vesting conditions set by the Board for the LTVR Performance Rights are as follows (noting that the Board has discretion to waive any vesting conditions that apply in respect of the LTVR Performance Rights):</p> <p>(i) <b>Vesting Period:</b> The LTVR Performance Rights will vest following the Testing Date, subject to the achievement (or waiver) of the below Vesting Conditions; and</p> <p>(ii) <b>Vesting Condition (Employment):</b> Cynthia Scott must remain continuously employed by the Company or its subsidiary in substantially the same capacity during the Vesting Period (unless otherwise determined by the Board).</p> <p>(iii) <b>Vesting Condition (TSR):</b> In order to vest, Zip's TSR will be compared against the TSR of the ASX 300 Accumulation Index, as follows (unless waived by the Board):</p>

## Explanatory Notes continued

Information Required by ASX Listing Rule 10.15	Details	
Summary of material terms of the securities (continued)	<b>≥ Index movement + 10%</b>	100% vesting
	<b>&gt; Index movement + 5% &amp; &lt; index movement+ 10%</b>	Pro-rata vesting between 50% and 100%
	<b>= Index movement + 5%</b>	50% vesting
	<b>&lt; Index movement + 5%</b>	0% vesting
	<b>TSR Gate</b>	Zip's TSR over the vesting period must be positive for any of the rights to vest, unless the Board determines otherwise.
	<b>Baseline Share Price to calculate TSR and allocate LTVR Performance Rights</b>	\$1.8743 (being the VWAP of the Company's Shares on the ASX in the 30 trading days prior to release of the Company's FY24 financial results).
<b>Testing Date share price to calculate TSR</b>	20-day VWAP of the Company's shares on the ASX, being 10 days before, to 10 days after, the lodgement of the Appendix 4E for the year ending 30 June 2027.	

Any LTVR Performance Rights meeting the vesting criteria at the Testing Date (or otherwise waived) will be able to be exercised and converted into Shares at any time up until the sixth anniversary of the date of grant of the LTVR Performance Rights, after which time they will expire.

- (c) **Good Leaver treatment:** If Cynthia Scott ceases employment with the Group in 'Good Leaver' circumstances (which include redundancy, retirement, death and permanent incapacity), her vested LTVR Performance Rights may be exercised during the 30 day period (or such longer period as is specified in the applicable documentation) following the date of cessation of employment, after which those LTVR Performance Rights will automatically lapse and their unvested LTVR Performance Rights will not automatically lapse but rather will be at the discretion of the Board.
- (d) **Cash settlement of Performance Rights:** The Board retains an overriding discretion to determine that the exercise of any Performance Rights will be satisfied by the Company making a cash payment in lieu of an issue of new Shares.
- (e) **Malus and Clawback:** The Board retains the overriding power to forfeit any unvested LTVR Performance Rights (i.e. malus) and/or seek to recover any vested LTVR Performance Rights and/or resulting Shares (i.e. clawback) in certain circumstances (including, without limitation, in the event of serious misconduct, material misstatement of financial statements and material reputational damage).

## Explanatory Notes continued

Information Required by ASX Listing Rule 10.15	Details
<b>Current total annual remuneration package with effect from 1 October 2024</b>	<p>Fixed Remuneration: \$950,000</p> <p>Maximum Short-Term Variable Reward: \$920,068</p> <p>Maximum Long-Term Variable Reward: \$1,380,102</p>
<b>Number of securities previously issued under EIP</b>	Refer to disclosures provided in connection with Item 5 above.
<b>Explanation of why the type of securities have been issued and the value attributed to the securities</b>	<p>The proposed grant of LTVR Performance Rights is seen by the Board as a means of ensuring that Cynthia Scott's remuneration package aligns with those received by senior executives in peer companies and reducing the cash payments that would otherwise be payable to Cynthia Scott during the relevant period.</p> <p>In addition, the Board considers that the LTVR Performance Rights are an appropriate form of incentive on the basis that:</p> <ul style="list-style-type: none"> <li>(a) the LTVR Performance Rights retain and reward Cynthia Scott for the achievement of long-term business objectives;</li> <li>(b) the LTVR Performance Rights create alignment between Cynthia Scott with shareholders but do not provide the full benefits of share ownership (such as voting and dividends) unless and until they vest and are exercised; and</li> <li>(c) Performance Rights are simple to understand, likely to be highly valued by executives (and therefore retentive and incentivising) and are designed to attract, retain and reward quality executives.</li> </ul> <p>The LTVR Performance Rights will be accounted for using the principles set out in Australian Accounting Standards Board AASB 2 <i>Share Based Payment</i>. The calculated value of the LTVR Performance Rights at the time of grant will be amortised over the relevant vesting periods.</p> <p>The face value of Cynthia Scott's proposed LTVR Performance Rights is \$1,380,102 being 150% of Cynthia Scott's annual base salary at the date of grant (i.e. \$920,068 X 150% = \$1,380,102).</p> <p>The number of LTVR Performance Rights to be granted has been calculated by dividing the dollar face value by the Baseline Share Price (being \$1.8743, as noted above) and rounding to the nearest whole share.</p>
<b>Date or dates by which securities will be issued by the Company</b>	If Item 6 is approved, the Company intends to issue the LTVR Performance Rights to Cynthia Scott within one (1) month of the AGM and in any event no later than 12 months from the date of this Meeting.
<b>Price for the securities being issued under the EIP</b>	The LTVR Performance Rights will be granted for no cash consideration. Following exercise of the LTVR Performance Rights, the Company must issue, allocate or procure the transfer of one Share for every LTVR Performance Right, unless settled in cash at the Board's overriding discretion in accordance with their terms. The Shares will be issued for no cash consideration. No funds will be raised by the Company from the grant of the LTVR Performance Rights.
<b>Summary of the material terms of the EIP</b>	The material terms of the EIP are set out in Annexure B.

## Explanatory Notes continued

Information Required by ASX Listing Rule 10.15	Details
<b>Summary of the material terms of any loan that will be made available in relation to the allotment of the securities</b>	No loans are being provided to Cynthia Scott in relation to the grant of the LTVR Performance Rights.
<b>Voting exclusion statement</b>	Details of the voting exclusion which applies to Item 6 can be found earlier in the Notice of Meeting.

Details of any securities issued under the EIP will be published in the Company's annual financial report relating to the period in which securities are issued, along with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after Item 6 is approved (and who were not named in this Notice of Meeting) will not participate in the EIP until approval is obtained under ASX Listing Rule 10.14.

### Regulatory Requirements – Corporations Act – Related Party Approvals

The non-conflicted Non-Executive Directors of the Company (being Diane Smith-Gander, John Batistich, Meredith Scott and Kevin Moss) carefully considered the grant of the LTVR Performance Rights to Cynthia Scott, and formed the view that the giving of this financial benefit as part of her remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the LTVR Performance Rights, and the responsibilities held by Cynthia Scott in the Company. The Non-Executive Directors consider that the grant of the LTVR Performance Rights is a more cost-effective way to remunerate Cynthia Scott than other forms of remuneration, such as additional cash bonuses.

Accordingly, the Non-Executive Directors of the Company believe that the grant of the LTVR Performance Rights to Cynthia Scott under Item 6 falls within the reasonable remuneration exception as set out in section 211 of the Corporations Act, and rely on this exception for the purposes of section 208 of the Corporations Act.

### Regulatory Requirements – Corporations Act – Termination Benefits

Additionally, the Company is also seeking approval to give certain termination benefits in connection with Cynthia Scott ceasing to hold a managerial or executive office in the Company or a related body corporate for the purposes of sections 200B and 200E of the Corporations Act and for all other purposes.

Part 2D.2, Division 2 of the Corporations Act provides that a listed company must not permit a person in a managerial or executive office (including a director) to receive a benefit in connection with their retirement or removal from office or employment (**Termination Benefit**), except with respect to certain statutory exceptions, over the applicable 'base salary amount' without shareholder approval. The 'base salary amount' is calculated as 12 months of the applicable person's base salary plus any short-term benefits not dependent on performance conditions paid during the relevant period. This section of the Corporations Act, and in particular the meaning of a Termination Benefit has wide operation and is subject to a broad interpretation.

Under the terms and conditions of the EIP, the Board may determine that the LTVR Performance Rights issued to Cynthia Scott will vest 'early' upon the occurrence of any event as determined by the Board in its absolute discretion. Examples of circumstances in which the early vesting or exercise of the LTVR Performance Rights may be permitted at the Board's discretion could include termination of a participant's employment, engagement or office with the Company due to any reason the Board decides, or in other circumstances where the Board exercises its discretion to allow early vesting as well as change of control events.

Item 6 therefore seeks Shareholder approval for the exercise of the Board's discretion in relation to Termination Benefits (if any) that may be awarded to Cynthia Scott and, does not of itself, guarantee that she will receive such Termination Benefits.

## Explanatory Notes continued

The value of the potential Termination Benefits that may be given to Cynthia Scott in connection with her ceasing to hold managerial or executive office cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the precise value of a particular benefit will depend on factors such as the prevailing Share price at the time of vesting and the number of LTVR Performance Rights that will vest or otherwise be affected (which could be up to all of the LTVR Performance Rights held by Cynthia Scott). The following additional factors may also affect the benefit's value:

- the date when, the reasons for and the circumstances in which Cynthia Scott ceases employment; and
- the number of equity securities held by Cynthia Scott prior to cessation of employment or office.

### Directors' Recommendation

The Non-Executive Directors (as at the date of this Notice of Meeting) unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 6.

## Item 7 – Renewal of Proportional Takeover Provisions in the Company's Constitution

### Background

The Constitution includes provisions dealing with proportional takeover bids for the Shares in accordance with the Corporations Act.

Under the Corporations Act, a company may include provisions in its constitution to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by the shareholders. A proportional takeover is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. The provisions are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the company. Under the Corporations Act, the provisions must be renewed every 3 years or they will cease to have effect.

The Company adopted its current Constitution on 30 November 2020 at the Company's 2020 Annual General Meeting. When it was adopted, it included proportional takeover approval provisions that ceased to have effect on 30 November 2023. If renewed again at the 2024 AGM, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions in the Company's Constitution and will have effect for a three-year period commencing on the date of the Meeting.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

### Effect of the proposed proportional takeover provisions

The effect of the proportional takeover provisions is as follows:

- if a proportional takeover bid is made for the Shares of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- the bidder and persons associated with the bidder may not vote;
- approval of the bid will require a simple majority of the votes cast;
- the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The proportional takeover provisions do not apply to full takeover bids.



## Explanatory Notes continued

### Reasons for including the proportional takeover provisions in the Constitution

In the absence of the proportional takeover provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

### Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

### Potential advantages and disadvantages of proportional takeover provisions

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders, which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and
- (d) potentially causing some Shareholders to form the view that the proportional takeover provisions impose an additional restriction on their ability to freely deal with their Shares.

The Board does not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover approval provisions in the Constitution. Renewing the proportional takeover approval provisions in the Constitution will not confer any particular advantages or disadvantages on the Directors in their capacity as Directors of the Company. The Directors therefore consider that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

Pursuant to section 136 of the Corporations Act, this Item 7 is a Special Resolution and requires approval of 75% or more of all votes cast by or on behalf of Shareholders present at the Meeting and eligible to vote.

### Directors' Recommendation

The Directors (as at the date of this Notice of Meeting) consider that, on balance, renewal of the proportional takeover provisions in the Constitution is in the best interests of the Shareholders and, accordingly, the Directors unanimously recommend that the Shareholders **VOTE IN FAVOUR** of Item 7.

## Glossary

Term	Details
<b>AEDT</b>	means Australian Eastern Daylight Time as observed in Sydney, New South Wales.
<b>Annual Financial Report</b>	means the Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 26 September 2024.
<b>AGM or Meeting</b>	means the 2024 Annual General Meeting of the Company, being the meeting of the Company's members convened by this Notice of Meeting.
<b>Associate</b>	has the meaning given to it by the ASX Listing Rules.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.
<b>ASX Listing Rules</b>	means the official ASX Listing Rules of the ASX as amended or replaced from time to time.
<b>Auditor's Report</b>	means the auditor's report for the year ended 30 June 2024 as included in the Annual Financial Report.
<b>Board</b>	means the current board of Directors of the Company.
<b>Chair</b>	means the person chairing the Meeting.
<b>Closely Related Party of a member of the KMP means:</b>	<ul style="list-style-type: none"> <li>(i) a spouse or child of the member;</li> <li>(ii) a child of the member's spouse;</li> <li>(iii) a dependant of the member or of the member's spouse;</li> <li>(iv) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;</li> <li>(v) a company the member controls; or</li> <li>(vi) a person prescribed by the <i>Corporation Regulations 2001</i> (Cth).</li> </ul>
<b>Company</b>	means Zip Co Limited (ACN 139 546 428).
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
<b>Director</b>	means a current director of the Company.
<b>Directors' Report</b>	means the report of Directors as included in the Annual Financial Report.
<b>Dollar or "\$" or "A\$"</b>	means Australian dollars.
<b>Explanatory Notes</b>	means the Explanatory Notes accompanying this Notice of Meeting.
<b>EIP or Equity Incentive Plan</b>	means the Zip Co Limited Equity Incentive Plan, the material terms of which are summarised in Annexure B.
<b>Group</b>	means the Company and each subsidiary of the Company and <b>Group Company</b> means any of them.
<b>Key Management Personnel or KMP</b>	means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.
<b>LTVR Performance Right</b>	means a right to a share that may be exercised if the specified performance and service conditions are met.

## Glossary continued

<b>Term</b>	<b>Details</b>
<b>Notice of Meeting</b>	means this notice of annual general meeting including the Explanatory Notes.
<b>Option</b>	means an option which, subject to its terms, could be exercised into a Share.
<b>Ordinary Resolution</b>	means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
<b>Performance Right</b>	means an Option granted under the EIP for which the exercise price is zero.
<b>Proxy Form</b>	means the proxy form provided with this Notice of Meeting.
<b>Remuneration Report</b>	means the remuneration report as set out in the 2024 Annual Financial Report.
<b>Restricted Right</b>	means an entitlement, when exercised, to a Share, which may be subject to Specified Disposal Restrictions under the ZIPNEP.
<b>Restricted Shares</b>	means Shares acquired by exercise of vested Restricted Rights and which are subject to disposal restrictions.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>Share Registry</b>	means Computershare Investor Services Pty Limited.
<b>Special Resolution</b>	means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the Meeting.
<b>Spill Meeting</b>	means the meeting that will be convened within 90 days of the 2025 Annual General Meeting if a Spill Resolution is passed at the 2025 Annual General Meeting.
<b>Spill Resolution</b>	means the ordinary resolution required to be put to Shareholders at the 2025 Annual General Meeting if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 Annual General Meeting.
<b>STVR Shares</b>	means Short-Term Variable Reward Plan Shares, which are issued pursuant to the EIP.
<b>TSR</b>	means Total Shareholder Return and is calculated by taking into account the change in a company's share price over the relevant measurement period as well as the dividends received (and assumed to be reinvested back into the company's shares) during that period.
<b>VWAP</b>	means, in relation to a period, the volume weighted average price of a Share on the ASX over that period.
<b>Zip</b>	means Zip Co Limited (ACN 139 546 428).
<b>ZIPNEP</b>	means the Zip Co Limited NED Equity Plan, the material terms of which are summarised in Annexure A.

## Annexure A: ZIPNEP

Term	Details
<b>Instrument</b>	<p>The ZIPNEP uses restricted rights which are entitlements, when exercised, to a Share (ordinary fully paid shares in the Company that may be subject to Specified Disposal Restrictions) (<b>Rights</b> or <b>Restricted Rights</b>, as applicable).</p> <p>Grants of Rights under the ZIPNEP are intended to be a component of 'director fees' that are part of the remuneration of Non-Executive Directors, as an alternative to director fees being paid in cash only. The value that will be realised is a function of the Share price at the time of disposal of the Shares.</p>
<b>Terms and conditions</b>	<p>Under the rules of the ZIPNEP, the Board has the discretion to set the terms and conditions on which it will offer Rights, including the modification of the terms and conditions as appropriate to ensuring the ZIPNEP operates as intended.</p> <p>The terms and conditions of the ZIPNEP include those aspects legally required as well as the treatment of Rights in a range of circumstances such as a change of control, a major return of capital to shareholders or in relation to cessation of holding office with the Company.</p> <p>The ZIPNEP contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the ZIPNEP.</p>
<b>Variation of terms and conditions</b>	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the ZIPNEP.
<b>Eligibility</b>	Eligible persons selected by the Board will be invited to participate in the ZIPNEP. Eligible persons include Non-Executive Directors, and excludes executives.
<b>Term</b>	Each invitation to participate in the ZIPNEP (an <b>Invitation</b> ) will specify the term of the Rights, as determined by the Board, and if not exercised within the term, the Rights will lapse. The maximum term allowable is 15 years under the ZIPNEP, which is based on the maximum tax deferral period in Australia.
<b>Number of Rights</b>	The number of Rights specified in an Invitation will be at the discretion of the Board. It is intended that the number of Rights to be granted will be determined annually with regard to the participant's 'director fees', generally an election to exchange cash for equity in settlement of those fees, an appropriate VWAP, relevant market practices and the relevant policies of the Company regarding the remuneration of participants.
<b>Vesting</b>	Restricted Rights are fully vested at grant and are not subject to risk of forfeiture in order to ensure Non-Executive Director independence is not compromised by the equity interest structure. Therefore, grants will be made at a time when the participant has already served the period earning the remuneration, or when the Board takes the view that it is reasonable to expect that the full financial year will be served by the participant.
<b>Cost of Rights and exercise price</b>	<p>No amount is payable by participants for Rights unless otherwise determined by the Board. Rights are intended to form part of the annual remuneration package appropriate to each participant.</p> <p>The exercise price is nil.</p>

## Annexure A: ZIPNEP continued

Term	Details
<b>Exercise of Rights</b>	<p>Rights may be exercised at any time between the elapsing of Exercise Restrictions and the end of their term by the participant submitting an exercise notice, otherwise they will lapse. Rights will be settled in Shares only. Such Shares will generally be restricted Shares, which are Shares that are subject to disposal restrictions which may include Specified Disposal Restrictions (<b>Restricted Shares</b>).</p> <p>For participants outside of Australia, if applicable, the Invitation may specify an automatic exercise date, to comply with local regulatory and tax conditions.</p>
<b>Exercise Restrictions</b>	<p>An Invitation will specify a period of 'exercise restrictions' during which Rights may not be exercised, which must not be less than 90 days from the grant date (<b>Exercise Restrictions</b>).</p>
<b>Dealing and disposal restrictions</b>	<p>Rights may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law.</p> <p>Shares acquired from the exercise of vested Rights will be subject to disposal restrictions due to:</p> <ul style="list-style-type: none"> <li>(a) the Company's securities trading policy;</li> <li>(b) the insider trading provisions of the Corporations Act;</li> <li>(c) on-sale restrictions under the Corporations Act; and</li> <li>(d) Specified Disposal Restrictions included in the Invitation.</li> </ul> <p>Shares resulting from the exercising of Rights that may not be traded due to the foregoing will be Restricted Shares while they are so restricted. Zip will ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee of an employee share trust that may be engaged in connection with the ZIPNEP.</p>
<b>Specified Disposal Restrictions</b>	<p>Invitations may include Specified Disposal Restrictions that apply for a specified period to Restricted Shares that result from the exercising of Rights. The Board will decide whether to include such conditions and the period for which they will apply.</p> <p>Initially, grants will be subject to a Specified Disposal Restriction until the earlier of:</p> <ul style="list-style-type: none"> <li>(a) the participant ceasing to hold office and any employment with the Company; and</li> <li>(b) the elapsing of 15 years from the grant date.</li> </ul> <p>For international participants, an earlier date may be specified to ensure appropriate tax outcomes for the Participant.</p>
<b>Disposal and exercise restriction release at taxing point</b>	<p>In the event that a taxing point arises in relation to Restricted Rights or Restricted Shares and the Exercise Restrictions or Specified Disposal Restrictions have not elapsed then they will cease to apply to 50% of the taxable Rights and Shares.</p> <p>This aims to ensure that unreasonable tax outcomes are avoided.</p>

**Annexure A: ZIPNEP continued**

<b>Term</b>	<b>Details</b>
<b>Cessation of holding the office of Director</b>	If a participant ceases to hold the office of Non-Executive Director and is not immediately re-appointed, Exercise Restrictions and Specified Disposal Restrictions attaching to Restricted Shares will cease to apply at the date of cessation of holding the office of Non-Executive Director and the Company will remove any CHES holding lock, except in respect of Shares issued less than 12 months prior to the cessation, which will continue to be the subject of disposal restrictions until the elapsing of 12 months from their date of issue (unless the on-sale provisions in the Corporations Act do not apply to such disposal).
<b>Delisting</b>	In the event that a delisting of the Company's Shares becomes imminent, Exercise Restrictions and Specified Disposal Restrictions will cease on the date determined by the Board, except in respect of Shares issued less than 12 months prior to the cessation, which will continue to be the subject of disposal restrictions until the elapsing of 12 months from their date of issue (unless the on-sale provisions in the Corporations Act do not apply to such Disposal).
<b>Fraud, gross misconduct, etc</b>	In the event that the Board forms the opinion that a participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company, the participant will forfeit all unexercised Rights.
<b>Bonus issues, rights issues, voting and dividend entitlements</b>	<p>The number of Rights held by participants will be proportionately adjusted to reflect any bonus issue of Shares (including, for example, a rights issue) so that no advantage or disadvantage arises for the participant. Rights holders will not participate in Shareholder rights issues.</p> <p>Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
<b>Quotation</b>	Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the ZIPNEP, in accordance with the ASX Listing Rules.
<b>Issue or acquisition of Shares</b>	Shares allocated to a participant when Rights are exercised under the ZIPNEP may be issued by the Company or acquired on or off market by a trustee whose purpose is to facilitate the operation of the plan.
<b>Cost and administration</b>	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the ZIPNEP.
<b>Hedging</b>	The ZIPNEP prohibits the hedging of Rights, or Shares subject to dealing restrictions by participants.

## Annexure B: EIP

Term	Details
<b>Eligibility</b>	Employees (full-time, part-time or casual), executive directors, contractors, and consultants engaged by the Group.
<b>Grant</b>	<p>Under the EIP, invitations may be made to eligible participants of the Company from time to time, subject to the absolute discretion of the Board.</p> <p>Unless the Board specifically permits, participants will not be able to nominate a family member or family entity to receive the grant of an Equity Instrument (as defined below) under the Equity Incentive Plan.</p>
<b>Form of equity</b>	<p>The EIP provides flexibility for the Board to offer and grant one or more of the following types of equity instruments, subject to the terms of individual offers:</p> <p>(a) Options;</p> <p>(b) Performance Rights; and</p> <p>(c) Restricted shares (<b>Restricted Shares</b>), (each an <b>Equity Instrument</b>).</p> <p>Options are an entitlement to receive Shares upon the satisfaction (or waiver) of the applicable vesting and/or exercise conditions and payment of an applicable exercise price (which may, for the avoidance of doubt, be nil). Performance Rights are an entitlement to receive a Share for no consideration upon the satisfaction (or waiver) of the applicable vesting and/or exercise conditions. Options and Performance Rights (together, <b>Awards</b>) will not be quoted on the ASX.</p> <p>Restricted Shares are Shares which may be subject to vesting conditions and/or other restrictions or conditions as determined by the Board. If those conditions or restriction are not complied with the Restricted Shares may be compulsorily acquired.</p> <p>The Board has the discretion to determine the number or value of Equity Instruments to be granted.</p>
<b>Terms and conditions</b>	<p>The Board has discretion to set the terms and conditions (including conditions in relation to vesting, exercise, cash settlement, forfeiture, compulsory acquisition and disposal restrictions) on which it will make invitations under and in accordance with the EIP and may set different terms and conditions which apply to different participants.</p> <p>The Board also has the discretion to waive or vary vesting or exercise conditions in relation to a particular participant or in relation to participants generally.</p>
<b>Consideration for the grant of Equity Instruments</b>	<p>Unless the Board determines otherwise, no consideration is required to be paid by a participant in respect of the grant of Equity Instruments under the EIP. If consideration is payable, the Board has the discretion to set the terms and conditions on which the consideration is required.</p>
<b>Vesting</b>	<p>The Board has the discretion to determine the vesting conditions (if any) that must be met before an Equity Instrument will vest.</p> <p>The Board has the discretion to waive a vesting condition or exercise condition attached to an Equity Instrument. A vesting condition or exercise condition may also be waived, amended or replaced if the Board decides that the original condition is no longer appropriate or applicable, provided that the interests of the participant are not (in the opinion of the Board) materially advantaged or prejudiced relative to the position reasonably anticipated at the time of the grant.</p> <p>An Equity Instrument will vest once all vesting conditions (specified in the invitation related to that Equity Instrument) have been satisfied (or waived) and the Company has given (or is deemed to have given) a vesting notice (in physical or electronic form) to the participant, informing them that all relevant vesting conditions are satisfied (or waived).</p>

**Annexure B: EIP continued**

<b>Term</b>	<b>Details</b>
<b>Exercise (applicable to Awards only)</b>	<p>An Award may only be exercised when it has vested, any applicable exercise conditions specified in the invitation related to that Award have been satisfied (or waived), and the Company has given (or is deemed to have given) the relevant participant a confirmation notice (in physical or electronic form) informing them that all relevant exercise conditions are satisfied or waived. If an Award is not subject to any exercise conditions, a participant may exercise the Award after having been given (or being deemed to have given) a vesting notice in relation to that Award.</p> <p>The manner in which an Award may be exercised will be specified by the Board in the relevant invitation (which may provide that a vested Award will be automatically exercised).</p> <p>The Board may permit the cashless exercise of some or all of a participant's Awards in any manner it considers appropriate.</p>
<b>Settlement of Shares</b>	<p>Shares to be delivered to (or on behalf of) participants upon the grant of Restricted Shares or upon the exercise of vested Awards may be issued, acquired on or off market and transferred, and/or allocated from within an employee share trust or other trust or custodian arrangement established by the Company for the purposes of the EIP.</p> <p>Notwithstanding the above, if a participant is a Director (or an associate of a Director for the purposes of the ASX Listing Rules), any Shares to be delivered to that participant upon vesting and (if applicable) exercise of an Award must be acquired on market, unless shareholder approval is not required under the ASX Listing Rules in respect of the grant of the relevant Awards to that Director, or shareholder approval has been obtained to the extent required under the ASX Listing Rules to grant the relevant Awards to that Director.</p> <p>In addition to the above, the Company may also, but is not obliged to, otherwise limit the manner in which it delivers Shares to a participant who has accepted a grant of Restricted Shares or who has exercised a vested Award.</p> <p>If specifically permitted to do so in an invitation to a participant, the Board may determine to settle Awards with a cash equivalent payment.</p>
<b>Ranking of Shares</b>	<p>All Shares issued under the EIP will rank equally in all respects with other Shares for the time being on issue by the Company (except as regards to any rights attaching to such other Shares by reference to a record date prior to the date of their allocation or transfer).</p>
<b>Dividend and voting entitlements</b>	<p>Awards will not carry any voting or dividend rights. However, the Board may incorporate dividend equivalent payments within the terms of Awards.</p> <p>Shares issued, allocated or transferred to (or on behalf of) participants (including upon exercise of vested Awards) will carry dividend and voting entitlements.</p>



## Annexure B: EIP continued

Term	Details
<b>Disposal restrictions</b>	<p>Any dealing in respect of unvested and (if applicable) unexercised Equity Instruments is prohibited unless:</p> <ul style="list-style-type: none"> <li>(a) the Board determines otherwise;</li> <li>(b) the dealing is required by law; or</li> <li>(c) in accordance with the rules of the EIP (<b>EIP Rules</b>) or a participant's invitation.</li> </ul> <p>The Board may, at its discretion, impose restrictions on dealing in respect of any Restricted Shares and any Shares granted upon vesting and exercise under the EIP.</p> <p>The Board may implement any procedures it deems appropriate to ensure a participant's compliance with applicable disposal restrictions in respect of a Share granted under the EIP. This may include imposing a holding lock on relevant Shares or procuring that a trustee hold the relevant Shares for part or all of the applicable disposal restriction period.</p> <p>Any dealing in Shares is also subject at all times to Zip's Securities Trading Policy.</p>
<b>Forfeiture/ divestiture of Equity Instruments</b>	<p>The EIP Rules contain provisions concerning the treatment of Equity Instruments (including Shares granted on vesting and exercise of Awards) including (without limitation) in the event that:</p> <ul style="list-style-type: none"> <li>(a) a participant ceases employment or engagement with a member of the Group, or has given or been given notice of cessation of employment or engagement;</li> <li>(b) the vesting conditions or exercise conditions (if applicable) attaching to the relevant Equity Instrument are not satisfied or the Board forms the view they cannot be satisfied;</li> <li>(c) a participant becomes insolvent;</li> <li>(d) a participant materially breaches (without remedy) the obligations it owes the Company in respect of the EIP or under the participant's engagement arrangement; or</li> <li>(e) in respect of Awards, they are not exercised before the applicable expiry date (the expiry date in respect of Awards will be specified in a participant's invitation, or if no date is specified the expiry date will be the business day prior to the 15 year anniversary of the grant date).</li> </ul> <p>Notwithstanding the terms set out in the EIP Rules, the Board has the discretion to set out in a participant's invitation, specific information on how an Equity Instrument will be treated in connection with the above events.</p>

## Annexure B: EIP continued

Term	Details
<b>Change of control and other circumstances which may trigger early vesting</b>	<p>If a 'Change of Control Event' in relation to Zip occurs or is likely to occur (as determined by the Board), the Board may determine in its absolute discretion the treatment of the participants' Equity Instruments (whether vested or unvested) and any resulting shares and the timing of such treatment. A Change of Control Event includes (without limitation):</p> <ul style="list-style-type: none"> <li>(a) in connection with a scheme of arrangement which will, upon becoming effective, result in a person (together with its associates) owning more than 50% of the issued capital of Zip (but does not include a scheme which does not involve a change in the ultimate beneficial ownership of Zip);</li> <li>(b) where a takeover bid is made, the takeover becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of the issued capital of Zip; or</li> <li>(c) any other transaction, event or state of affairs which the Board determines (in good faith) is likely to result in, or otherwise be treated as, a change in 'control' of Zip for the purposes of the EIP.</li> </ul> <p>If Zip divests a business or a subsidiary designated by the Board as "material", the Board may in good faith make special rules that apply to some or all of a participant's Equity Instruments. This may include varying vesting conditions, exercise conditions and deeming that a participant remains an eligible participant under the Equity Incentive Plan notwithstanding that they may not be an eligible participant at the relevant time.</p> <p>If a company becomes a holding company of Zip (<b>Substituted Company</b>) following commencement of the EIP, a participant may be required by the Board to substitute their Equity Incentives with securities or financial products issued by the Substituted Company.</p>
<b>Malus and clawback</b>	<p>Where, in the opinion of the Board, certain 'malus and clawback' circumstances' have occurred, the Board may take any actions it considers appropriate in respect of the participant's Equity Instrument, any Shares granted on vesting and exercise of the participant's Awards, and the proceeds any of cash settlement of Awards to address any undue benefit or unfair advantage that has arisen.</p> <p>'Malus and clawback circumstances' include (without limitation):</p> <ul style="list-style-type: none"> <li>(a) a participant's fraud, dishonesty, material breach of their obligations to the Group, gross negligence or misconduct, acting in a manner which could reasonably be regarded to have brought Zip or a subsidiary into disrepute, or having made a material misstatement on behalf of Zip;</li> <li>(b) an Equity Instrument has vested or may vest and would not otherwise have vested but for the fraud, dishonesty or breach of obligations of another person;</li> <li>(c) financial misstatements have occurred which result in an undue benefit being provided under the EIP; and</li> <li>(d) any other adverse event/circumstance that unfairly advantages participants in connection with their participation in the EIP.</li> </ul> <p>The actions that the Board may take in 'malus and clawback circumstances' include (but are not restricted to) the Board requiring the forfeiture or compulsory divestiture of an Equity Instrument, adjusting the terms and conditions of an Equity Instrument, or if any Restricted Shares or shares granted on vesting and exercise of an Award have been sold by the participant – requiring the participant to pay or repay some or all of the net proceeds of sale to or as directed by Zip.</p>

## Annexure B: EIP continued

Term	Details
<b>Trust or custodian arrangement</b>	<p>The Company may establish, administer, operate and fund an employee share trust, custodian or other trust arrangement (<b>Trust</b>) for the purposes of holding and/or delivering shares under the EIP.</p> <p>Participants that have shares held in a Trust on an allocated basis are entitled to dividends paid on those Shares and are also entitled to instruct the trustee how to exercise votes attaching to those shares.</p>
<b>Other terms</b>	<p>The EIP Rules contain customary and usual terms having regard to Australian law for dealing with the administration, variation and termination of the EIP (including in relation to the treatment of Awards in the event of a reorganisation of the Company's share capital structure, a rights issue or bonus share issue).</p> <p>The Board also has the discretion to set out in a participant's invitation such terms, conditions or information as the Board considers is necessary for the purposes of Schedule 4 of the <i>Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022</i> (Cth).</p>



**ZIP**