

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **ZIP CO LIMITED**

ACN/ARSN **139 546 428**

1. Details of substantial holder (1)

Name **SEZZLE INC. (AND ITS RELATED BODIES CORPORATE, SEE APPENDIX A) AND CHARLIE YOUAKIM**

ACN/ARSN (if applicable) **(ARBN) 633 327 358**

There was a change in the interests of the substantial holder on

04/03/2022

The previous notice was given to the company

1/03/2022

The previous notice was dated

28/02/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	72,158,471	12.25%	72,158,471	10.82%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
4/03/22	Sezzle & Charlie Youakim	Dilution of interest in Zip Co Limited (ZIP) following share issue announced by ZIP on 28/02/2022 and 1/03/2022	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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Sezzle & Charlie Youakim	Mr Larry Diamond, Mrs Ashlyn Diamond, Diamond Venture Holdings Pty Ltd <Diamond FT A/C>, ZIP Co Employee Share a/c CPU Share Plans Pty Ltd		Sezzle - relevant interest under sections 608(1)(b) and (c) and 608(8) of the Corporations Act 2001 (Cth). Refer to Support Agreement attached at Annexure B to Form 603 dated 28/02/2022 Charlie Youakim - relevant interest under sections 608(3)(a) and (b) of the Corporations Act 2001 (Cth) with respect to securities in which Sezzle Inc. has a relevant interest.	54,557,689 fully paid ordinary securities	54,557,689
Sezzle & Charlie Youakim	Peter Gray, Zip Co Employee Share a/c CPU Share Plans Pty Ltd		Sezzle - relevant interest under sections 608(1)(b) and (c) and 608(8) of the Corporations Act 2001 (Cth). Refer to Support Agreement attached at Annexure C to Form 603 dated 28/02/2022 Charlie Youakim - relevant interest under sections 608(3)(a) and (b) of the Corporations Act 2001 (Cth) with respect to securities in which Sezzle Inc. has a relevant interest.	17,600,782 fully paid ordinary securities	17,600,782

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NA	NA

6. Addresses

The addresses of persons named in this form are as follows:

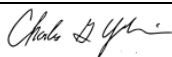
Name	Address
See Annexure A	See Annexure A
Charlie Youakim	19 Golf View Drive, Dorado, Puerto Rico 00646

Signature

print name **Charlie Youakim**

capacity **Executive Chairman & CEO**

sign here



date

04/03/2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

Name	Address
Sezzle Inc. (ARBN 633 327 358)	251 N 1 st Avenue N, Suite 200 Minneapolis, MN 55401, USA Suite 6.02, Level 6, 28 O'Connell Street Sydney, NSW 2000
Subsidiaries of Sezzle Inc. :	
Sezzle Canada Corp.	900-1959 Upper Water Street, Halifax, NS Canada B3J 3N2
Sezzle Funding SPE, LLC	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Funding SPE II, LLC	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Funding SPE II Parent, LLC	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings I, Inc.	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings II, Inc.	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Holdings III, B.V	Vijzelstraat 68, 1017 HL Amsterdam
Sezzle Holdings IV, Inc.	251 N 1 st Avenue North, Suite 200, Minneapolis, MN 55401, USA
Sezzle Payments Private Limited	175 and 176 Dollars Colony, Phase 4, JP Nagar, Bannerghatta Main Road, BENGALURU, Bangalore, Karnataka, India, 560076
Sezzle FinTech Private Limited	175 and 176 Dollars Colony, Phase 4, JP Nagar, Bannerghatta Main Road, BENGALURU, Bangalore, Karnataka, India, 560076
Sezzle Germany GmbH	Paul-Robeson-Straße 16, 10439 Berlin, Germany
Sezzle Lithuania UAB	Lvovo g. 25-104, LT-09320 Vilnius, Lithuania
Sezzle Brasil Ltda.	AV Tancredo Neves No. 620 Mundo Plaza, Sala 3305 Caminho das árvores, 41820-020 Salvador, Bahia, Brazil

This is the annexure of 1 page marked 'A' referred to in the Form 604, Notice of change of interests of substantial holder signed by me and dated 4 March 2022.



Charlie Youakim
Executive Chairman and
CEO
Sezzle Inc.