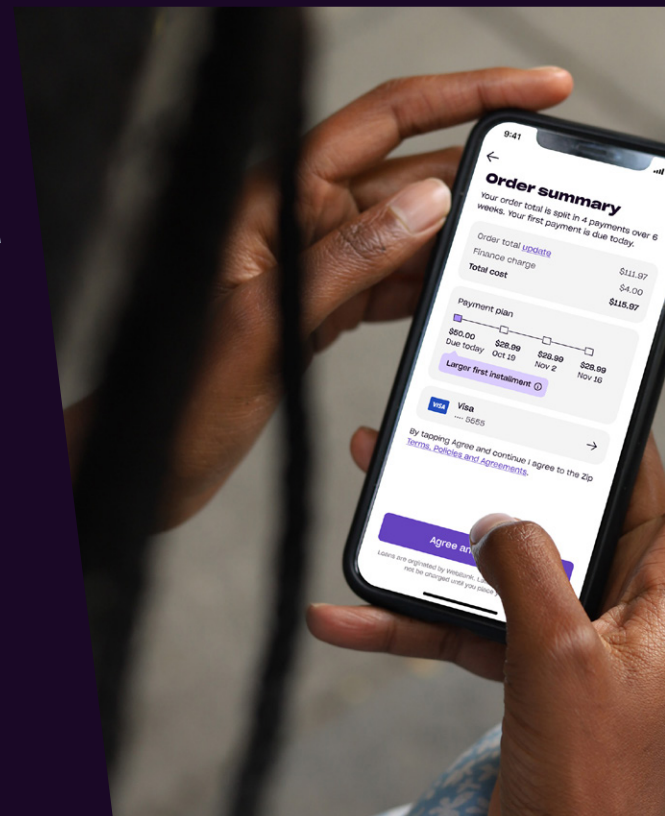


Unlocking financial potential, together.



Corporate Governance Statement 2025

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Introduction

This Corporate Governance Statement describes our corporate governance framework, policies and practices with reference to the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th edition) (the **ASXCGC Recommendations**).

This Statement should be read in conjunction with our Annual Report for the year ended 30 June 2025 (the **Annual Report**).

Throughout the financial year ended 30 June 2025 (**FY25**), Zip's corporate governance arrangements were consistent with the **ASXCGC Recommendations**.

This Statement is current as at 22 August 2025 and was approved by the Board of Directors (**Board**).

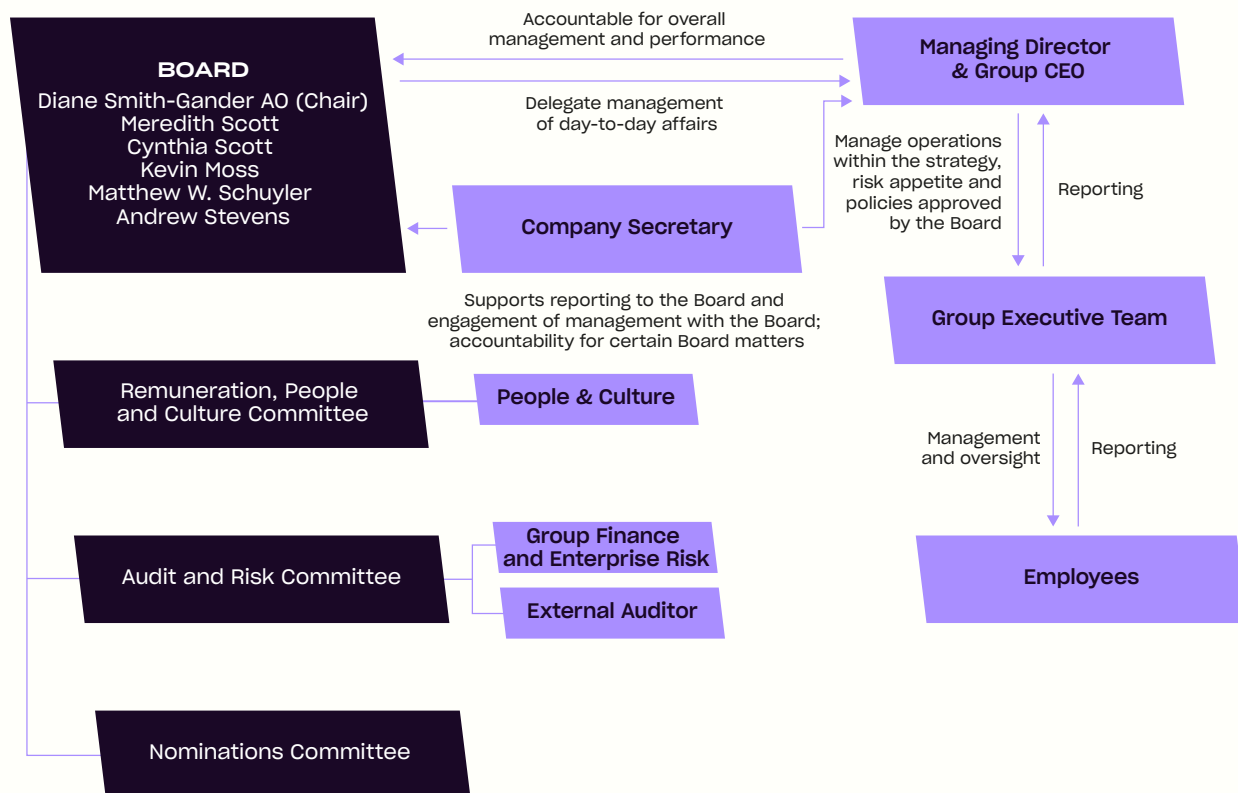
In this Corporate Governance Statement, references to 'Zip', the 'Company', the 'Group', 'we' and 'our' refer to Zip Co Limited (ABN 50 139 546 428) and its subsidiaries, unless the reference is clearly just to Zip Co Limited.

Corporate Governance Framework

The Board is committed to conducting the business of Zip in an ethical manner and in accordance with high standards of corporate governance that are appropriate for Zip's business and scope of operations. The Board believes that good corporate governance supports sustainable performance by Zip over time.

The Board periodically reviews our corporate governance arrangements and practices to consider their appropriateness, including alignment with evolving regulatory requirements and governance best practice, stakeholder expectations and our strategic objectives.

Our governance framework defines the relationship between the Board and management and is summarised below.



The Board

The Board has overall responsibility for the governance of Zip.

The role of the Board is to provide leadership and strategic guidance for the Company and oversight of management. The Board is accountable to shareholders for the performance of the Company. The Board considers that its role includes safeguarding Zip's interests and fostering sustainable value creation while taking into account the interests of our shareholders, employees, customers, merchants and other relevant stakeholders.

The current Directors, their term in office and independence status are set out below.

Name	Term in Office	Independent
Diane Smith-Gander AO (Chair)	4 years 6 months	Yes
Meredith Scott (Non-executive Director)	2 years 11 months	Yes
Kevin Moss (Non-executive Director)	1 year 3 months	Yes
Matthew W. Schuyler (Non-executive Director)	10 months	Yes
Andrew Stevens (Non-executive Director)	4 months	Yes
Cynthia Scott (Group Chief Executive Officer and Managing Director)	2 years (as Managing Director) ¹	No

An overview of the qualifications, experience and responsibilities of each Director, and their dates of appointment, are set out on pages 45 to 49 of the 2025 Annual Report.

Board Charter

The Board Charter outlines the role, responsibilities, structure and processes of the Board and defines those matters expressly reserved for the Board and the responsibilities delegated to the Group Chief Executive Officer and Managing Director (**Group CEO**).

Key responsibilities of the Board include setting Zip's Group strategy, approving an annual budget and monitoring financial performance, setting the risk appetite within which the Board expects management to operate, approving the Company's risk management framework and overseeing its operation by management, appointing and replacing the Group CEO, and overseeing the integrity of corporate reporting systems and disclosure processes.

Additionally, the Board is responsible for supporting a culture within the Group that promotes ethical and responsible behaviour, including by establishing the tone from the top, approving the Company's values and Code of Conduct and monitoring the broader adherence to Zip's core values, policies and related processes.

The Board Charter is available at: <https://zip.co/investors/corporate-governance>.

1. Cynthia Scott was appointed as Group CEO on 10 August 2023 and joined Zip as ANZ CEO on 16 November 2021.

The Board continued

Role of the Chair

The Board elects a Chair from among the Directors. Zip's Chair is Diane Smith-Gander AO.

Under the Board Charter, the Chair should be a non-executive Director who satisfies the Board's criteria for independence (where practicable). These requirements support the roles of the Chair and the Group CEO not being exercised by the same individual.

The responsibilities of the Chair are also set out in the Board Charter. These include:

- leadership of the Board and overseeing the Board in the effective discharge of its role
- chairing Board meetings and general meetings
- liaising with the Group CEO in relation to the Board's information requirements to assist the Board with effective decision-making
- setting Board meeting agendas, in consultation with the Group CEO and Company Secretary
- facilitating effective contributions by all Directors and promoting open and constructive engagement between Board members, and between Board and management, at Board meetings
- establishing and overseeing the implementation of policies and processes for Board performance reviews and Board renewal.

Board Committees

The Board has established three standing Board Committees:

- Audit and Risk Committee (**ARC**)
- Remuneration, People and Culture Committee (**RPCC**)
- Nominations Committee.

The Committees assist the Board in discharging its responsibilities, including by providing oversight and advice, and making recommendations to the Board, on matters within their respective areas of responsibility. Each Committee has a charter that outlines the roles, responsibilities and membership requirements of the Committee.

Papers prepared for Committee meetings are made available to all Directors, as are minutes of Committee meetings. Directors may attend, as observers, the meeting of any Committee of which they are not a member.

The Committee charters are available at: <https://zip.co/investors/corporate-governance>.

The Board continued

A summary of the current members (who are all independent, non-executive Directors), membership requirements, role and key responsibilities of the Committees is set out below.

Members	Membership Requirements	Role and Responsibilities
Audit and Risk Committee (ARC)		
Meredith Scott (Chair) Kevin Moss Matthew W. Schuyler	<ul style="list-style-type: none"> ■ At least three non-executive Directors, the majority of whom must be independent ■ The Chair must be an independent Director, who is not the Chair of the Board ■ Committee members must have the ability to read and understand financial statements, have familiarity with financial management and understand the key business and financial risks within the industries in which the Company operates.² 	<p>The Committee assists the Board to fulfil its governance and oversight responsibilities in relation to Zip's financial reporting and related processes, the adequacy of the systems of financial risk management and the internal control framework, external audit functions, and in relation to the risk management framework.</p> <p>Responsibilities include:</p> <ul style="list-style-type: none"> ■ reviewing the Annual Report, financial reports and associated investor materials, and the integrity of unaudited periodic financial reports ■ overseeing external auditor appointments and engagements for non-audit services ■ reviewing the risk management framework and monitoring its effectiveness ■ monitoring performance against risk appetite ■ overseeing the effectiveness of the Group's compliance program in ensuring Zip's compliance with laws and regulatory requirements. <p>The responsibilities of the ARC are also discussed further in 'Corporate Reporting' and 'Risk Management'.</p>

2. The Charter also provides that preferably, at least one member should have relevant qualifications and experience through past employment in finance or accounting or other comparable roles.

The Board continued

Members	Membership Requirements	Role and Responsibilities
Remuneration, People and Culture Committee (RPCC)		
Matthew W. Schuyler (Chair)	<ul style="list-style-type: none"> ■ At least three non-executive Directors, the majority of whom must be independent ■ The Chair must be an independent non-executive Director, who is not the Chair of the Board. 	<p>The Committee assists the Board to fulfil its governance and oversight responsibilities in relation to remuneration and people frameworks, policies and practices, including by reviewing and making recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> ■ Zip’s remuneration practices and framework ■ remuneration arrangements and outcomes for the Group CEO and senior executives ■ non-executive Director remuneration ■ people strategies and frameworks, employee engagement and culture, and certain conduct matters ■ talent management and succession planning for senior executives and other key management roles.
Meredith Scott		
Kevin Moss		
Andrew Stevens		
Nominations Committee		
Diane Smith-Gander AO (Chair)	<ul style="list-style-type: none"> ■ All the independent non-executive Directors, with a minimum of three Directors ■ The Chair must be the Chair of the Board, who must be independent. 	<p>The Committee assists the Board by reviewing and making recommendations to the Board in relation to:</p> <ul style="list-style-type: none"> ■ recruitment of candidates for the Board ■ Board and Committee composition and succession planning ■ Board performance evaluation processes ■ induction and professional development programs.
Meredith Scott		
Matthew W. Schuyler		
Kevin Moss		
Andrew Stevens		

The relevant qualifications and experience of the Directors, including members of the Audit and Risk Committee, are set out on pages 45 to 49 of the Annual Report.

The Board continued

Company Secretary

The Board is responsible for the appointment of the Company Secretary. The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Board performance

The Board periodically reviews its own performance, that of its Committees, and the performance of individual Directors. The review process is overseen by the Chair in accordance with the Board Charter. The Charter for each Board Committee also requires an annual or periodic review of performance.

In FY25, the annual Board and Board Committee performance review process included a detailed survey diagnostic, developed with an external partner, and completed by Directors and members of the Group Executive Team. The outcomes of the survey were reported to the Board and also discussed with the Group Executive Team.

The Board's intention is to undertake a formal review of the performance of the Board, using an independent external facilitator, every third year. While such an independent review had been planned for FY25, this was deferred to FY26 given the number of changes to Board composition through FY25, including the appointment of two new directors.

Executive Leadership

Group CEO and Executive Team

The Board has delegated to the Group CEO and Managing Director, Cynthia Scott, the authority to manage Zip's day to day business and operations and the authority to control the Company's affairs, other than those matters expressly referred for the Board in the Board Charter or any other specific delegations of authority.

As outlined in the Board Charter, the Group CEO manages Zip's business and operations in accordance with the Group's strategic objectives, while operating in accordance with the values and Code of Conduct, and within the budget and risk appetite, set by the Board. The Group CEO is also responsible for developing the Group's strategy for approval by the Board, achieving planned results, and reporting to the Board on Zip's operations.

The Group CEO leads an executive leadership team (the **Group Executive Team**), and has authority to further delegate authority to those executives for relevant business activities and transactions. Specific limits on delegations to management are also set out in a Delegations of Authority Procedure that is approved by the Board.

Each member of the Group Executive Team (including the Group CEO) is employed under a written agreement that sets out the terms and conditions of their employment. When considering the appointment of a new Group Executive, appropriate background and reference checks are undertaken including in respect of the candidate's character, experience and employment.

While Group Executives have individual accountability for their respective functions, the Group Executive Team has collective accountability for managing risk across Zip. This is supported by, among other things, regular Executive team meetings where results, priorities, emerging risks and key decisions affecting the business are discussed and decisions made.

The Group Executives, the Head of Strategic Growth, and other senior executives regularly attend Board and Committee meetings to report on and discuss the performance of their functions and existing and emerging business risks and opportunities.

Executive performance

On an annual basis, including for FY25, the Board reviews the performance of the Group CEO. The Board also notes the performance of each Group Executive against agreed performance objectives and other relevant factors, on the advice of the Remuneration, People and Culture Committee.

Details of the evaluation process and the linkages between the results of the performance evaluations and remuneration are disclosed in our Remuneration Report on pages 51 to 79 of the Annual Report.

Remuneration policies and practices

Information about our policies and practices for remunerating non-executive Directors, executive Directors and other senior executives is set out in the Remuneration Report on pages 51 to 79 of the Annual Report.

Our policy relating to minimum shareholding requirements for Directors and Group Executives is set out on page 63 of the Annual Report.

We provide equity-based remuneration plans for the Group CEO, Group Executives and other employees. Our Securities Trading Policy contains a prohibition on Zip personnel entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity-based remuneration scheme.

Board Effectiveness

Board composition

Zip seeks to maintain a Board of Directors with a blend of skills, knowledge, experience, independence and diversity appropriate to discharging its duties and responsibilities and to deal with current and emerging issues.

The Board currently comprises six Directors, five of whom are independent non-executive Directors.

Board skills and experience

The Board uses a skills matrix to illustrate the skills and experience that the Board considers are needed to address existing and emerging business and governance issues relevant to Zip, and the extent to which the Board currently has those skills and experience. The skills matrix is also used to support several Board and Nominations Committee activities, including reviews of Board and Committee composition, succession planning, and to identify focus areas for ongoing professional development and education for Directors.

The skills matrix is reviewed annually by the Board, assisted by the Nominations Committee. The Board undertakes a self-assessment to rate the level of proficiency of the Board in each skill area.

The current matrix is set out below.

Skills/experience	Description	Level ¹
Industry		
Retail/Ecommerce	Experience in the retail/ecommerce industry	Proficient
Payments and Affiliates	Experience in conducting business directly with consumers	Proficient
Issuing responsible credit	Experience with customer base	Proficient
International business	Experience in conducting business in, and proven knowledge of, overseas markets in which the Company operates	Proficient
Digital & Technology		
Digital platforms	Experience in the use of online platforms to deliver products and services	Proficient
Disruptive technology	Experience in digital technologies, implementing technology products, leveraging digital technologies and digital disruption	Proficient
Data	Data management, experience in understanding data opportunities and considerations	Proficient
Online communities	Experience in leveraging online communities to drive business	Practiced
Cyber Security	Experience in cyber security technology and cyber governance	Proficient
Governance, Stakeholders and Regulatory		
Listed companies	Experience as a director on a listed company Board in Australia or overseas	Proficient
People and culture	Experience in building workplace capability, setting a remuneration framework that attracts and retains high calibre executives, and promoting diversity and inclusion	Proficient
Health and safety	Experience related to workplace health and safety	Practiced
Sustainability and environment	Experience related to environmental and social issues within large businesses and setting/monitoring progress towards sustainability goals	Practiced
Legal, governance and compliance	Ability in, and understanding of the application of, legal, governance and compliance principles and regulations	Proficient

Board Effectiveness continued

Skills/experience	Description	Level ¹
Risk management and compliance oversight	Experience in identifying, assessing and managing strategic, operational and financial risks and monitoring compliance management frameworks and systems	Proficient
Leadership		
Executive leadership	Held senior executive position in an organisation of significant size or a listed company in Australia or overseas	Proficient
Financial acumen	Qualifications or experience in financial accounting and reporting, corporate finance, and internal controls	Proficient
Capital management	Experience in capital management strategies, including capital partnerships, debt financing and capital raisings	Proficient
Mergers and acquisitions	Experience in corporate transactions and joint ventures	Proficient
Strategy	Experience in developing, implementing, and challenging a plan of action to achieve our long-term objectives	Proficient

1. **Proficient** means considered to have expert or highly qualified proficiency, knowledge and experience in the subject matter or domain and has been seen to contribute these skills in Board and Committee conversations and critical thinking.
- Practiced** means has developed a sound working knowledge and understanding of the subject matter through either past executive or management roles, extensive on-the-job application of skills in Board and Committee activities and/or through training and professional development activities.

Director independence

The Board, supported by the Nominations Committee, assesses the independence of each non-executive Director upon appointment and at least annually. The Board's criteria for independence are set out in the Board Charter.

Appointment of Directors

The Nominations Committee assists the Board in identifying and recommending candidates for appointment to the Board and for re-election. Under its Charter, the Nominations Committee is required to have regard to the mix of skills, experience, expertise, diversity and independence of existing Directors and how the candidate complements this mix.

We undertake appropriate background and reference checks prior to a Director being appointed or proposed for election by shareholders (including due diligence in respect of the candidate's character, experience, employment, and to identify any history of a criminal record or bankruptcy).

Directors appointed by the Board to fill a casual vacancy or as an addition to the existing Directors may only hold office until the next Annual General Meeting (**AGM**), however they are eligible for election by shareholders at that meeting.

Under Zip's Constitution, a Director (other than the Managing Director) may not hold office for more than three years or beyond the third AGM following their appointment or latest election (whichever is longer), without submitting for re-election.

When a Director is seeking election or re-election by shareholders, we provide shareholders with all material information in our possession relevant to this decision, including details of the candidate's relevant qualifications, experience and skills, independence, other material directorships and whether the Board supports the election or re-election. Directors seeking election are given the opportunity to address the AGM and answer questions from shareholders.

Board Effectiveness continued

We enter into written agreements with new Directors that set out the expectations of the role and key terms and conditions including rights and responsibilities of Directors, remuneration entitlements, indemnity and insurance arrangements and ongoing rights of access to corporate information.

Induction and continuing education and development

New non-executive Directors receive an induction pack of materials and engage in a program of meetings with the Chair, other Directors and the Group Executive Team to support the new Director in gaining an understanding of Zip's operations, strategy, financial performance, risk management framework, purpose and values.

The Board also undertakes a program of ongoing Director education and professional development through the year and periodically reviews the forward plan for this program. The program includes presentations by subject matter specialists on topics relevant to Zip's business, as well as site visits, business deep dives, customer immersion activities and crisis simulation exercises.

Directors also undertake annual online training on numerous subjects such as Zip's Code of Conduct, workplace health and safety (including addressing bullying awareness and prevention of sexual harassment), anti-money laundering and counter-terrorism financing, anti-bribery and corruption, information security awareness, privacy awareness, insider trading awareness, whistleblower policy and modern slavery.

Conflicts of interest

Directors are required to disclose to the Board any material personal interest in a matter relating to the affairs of the Company and otherwise comply with all applicable laws, applicable listing rules (including ASX Listing Rules) and the Constitution in relation to disclosure of interests.

Under the Board Charter, if a Director has a material personal interest in a matter being considered by the Board, they must not take part in any discussion concerning the matter or vote on the matter (unless the other Directors otherwise agree).

Board and Committee Meetings

The number of meetings of the Board and Board Committees for FY25, and each Director's attendance, is set out in the Directors' Report in the Annual Report.

Purpose, Mission and Values

Our purpose

Our purpose is to *unlock financial potential, together*.

Our mission

To bring exceptional experiences, innovation and partnership to every financial journey.

Our values

- Customer first
- Own it
- Stronger together
- Change the game

All Zipsters are guided by our mission and values, which collectively guide decision-making, behaviours and how we operate as a business. We updated our purpose and mission in FY25, and these were endorsed by the Board.

The Board is responsible for approving the Company's values and the Group CEO and Group Executive Team are responsible for reinforcing our purpose, mission and values across the organisation and supporting a culture that promotes ethical and responsible behaviour.

Inclusion

At Zip, we believe that inclusion, diversity and respect unlock human potential. We are intentional about creating exceptional experiences, filled with opportunities to listen and learn from each other, building a workplace where our employees ('**Zipsters**') feel they belong.

We value a team that reflects the communities in which we live and work.

We are committed to fostering a safe, fair and inclusive workplace, free from bias and discrimination. We recognise that when we work together, sharing perspectives, we create innovative solutions that drive value for our customers, our communities, and our Zipsters.

Zip's Inclusion Policy provides a framework to embed and support an inclusive workplace for all employees, including the process for setting, measuring and reporting on measurable objectives for inclusion. A copy of the policy is available at: <https://zip.co/investors/corporate-governance>.

The Board sets measurable objectives for achieving gender equality each year and the RPCC receives regular reports on the progress in achieving those objectives and the Company's broader inclusion priorities.

In June 2025, the Board confirmed the following enterprise-level "Measurable Objectives for Gender Equality" to be achieved by 30 June 2026:

- Board (Executive and non-executive Directors): 40% women/40% men/20% any gender
- Leadership roles (Executive and Director/VP): 40% women/40% men/20% any gender
- Total Workforce: 40% women/40% men/20% any gender.

Further details of the Group's inclusion activities during FY25 are set out on pages 24 to 25 of the Annual Report, including progress against the objectives set out above.

Zip completed the Australian Workplace Gender Equality Agency's (**WGEA**) compliance program for 2024/25. The submission to WGEA provides transparency on gender balance across the workforce, as well as initiatives, policies and practices that support gender equality. Our WGEA submissions, along with Zip's Gender Pay Gap Statement, are published on our website. Our most recent "Gender Equality Indicators" are also available on the WGEA Data Explorer site.

Corporate Reporting

Role of the Board and Committees

The Board is responsible for approving our full-year and half-year financial statements and reports and overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit.

The Audit and Risk Committee assists the Board in discharging these responsibilities, including by:

- reviewing the Company's systems for corporate reporting and disclosure, including the internal controls over these systems, and discussing them with the external auditor
- reviewing any matters raised on the financial reports by the external auditor
- reviewing the Annual Report and half-year and full-year financial reports and recommending them to the Board for approval.

The RPCC also assists the Board in discharging its responsibilities for corporate reporting through reviewing and making recommendations to the ARC relating to the annual remuneration report.

The responsibilities of the Committees are detailed in the Committee Charters (refer also to 'The Board – Board Committees' above).

Group CEO and CFO declarations

Before the Board approves Zip's financial statements for the full-year and half-year, the Group CEO and Group CFO provide written declarations to the Board that:

- in their opinion, the financial records of Zip have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Zip
- their opinions have been formed on the basis of a sound system of risk management and internal control which is operating effectively.

For the FY25 financial statements, the Group CEO and Group CFO also provided the Board with a declaration that, in their opinion, the consolidated entity disclosure statement required by section 295(3A) of the *Corporations Act 2001* (Cth) is true and correct.

The Group CEO and CFO declarations are supported by attestations from the Group Executive Team and other members of senior management in relation to their respective areas of responsibility.

Verification of periodic reports

For periodic corporate reports released to the market that are not required to be audited or reviewed by the external auditor, we undertake internal verification processes to verify the integrity of the information reported, and to ensure that the reports are factual, materially accurate and complete and provide investors with appropriate information to make informed investment decisions. These include verification of information by relevant members of management and, where appropriate, review by the members of the Group Executive Team.

Corporate Reporting continued

External Auditor

Zip's external auditor is Deloitte Touche Tohmatsu (**Deloitte**).

Deloitte's responsibilities as external auditor include to audit Zip's full year financial statements and report to our shareholders that Zip's financial reports are in accordance with the *Corporations Act 2001* (Cth), including giving a true and fair view of the Company's financial position and financial performance for the relevant period and complying with applicable accounting standards and regulations.

The external auditor is also responsible for auditing the annual remuneration report included in the Directors' Report in the Annual Report, and undertaking a review of our half-year reports and providing a review report to shareholders.

Representatives of Deloitte are invited to attend all meetings of the Audit and Risk Committee and copies of meeting papers are made available to them. Members of the Audit and Risk Committee also periodically meet with the external auditor without management present.

The external auditor attends our Annual General Meetings to answer questions about the conduct of the audit, Zip's accounting policies, the auditor's report and their independence.

The Audit and Risk Committee Charter sets out the responsibilities of the Audit and Risk Committee for monitoring and evaluating the performance and independence of the external auditor; approving audit engagement terms; making recommendations to the Board on the external auditor's appointment or removal or rotation of the audit engagement partner; and reviewing proposed engagements for certain non-audit services.

Zip has a Non-Assurance Services Policy, which supports the Audit and Risk Committee's oversight of non-audit services provided by the external auditor, including outlining prohibited non-assurance services and proposed engagements that require the approval of the Audit and Risk Committee.

Risk Management

At Zip, we consider risk management to be fundamental to maintaining efficient and effective operations and generating and protecting shareholder value. Risk management is central to our operating model and underpins all our activities. The purpose of risk management is to safeguard the Company's long-term viability, reduce volatility in financial performance, strengthen operational resilience and facilitate informed decision-making.

Approach to risk management

The Board has adopted a Risk Management Policy that sets out Zip's objectives for risk management and clearly articulates the responsibilities of all Zip personnel in relation to the management of financial and non-financial risks.³

Zip examines its activities to identify material risk exposures using an enterprise-wide risk management program. This program is supported by:

- the Risk Management Policy
- Zip's risk management framework, the objectives of which are to provide guidance to Zip employees on how to conduct risk assessments, ensure a consistent and simple approach to risk identification, evaluation and management, and establish a common 'risk' language across the business.

Zip has a 'Two lines of defence' approach to managing risk. The first line is accountable for risk and control ownership. The Group CEO, Group Executive Team and regional leadership teams are responsible for the first line, ensuring appropriate identification and ownership of risks and controls, and effective implementation of the risk management framework. Management is responsible for ensuring that systems, processes, and controls are in place to minimise identified risks to an acceptable level. Zip has a designated second line Enterprise Risk and Compliance function that provides oversight, challenges risk decisions and provides monitoring and assurance on the control environment and level of compliance. This second line is independent of the first line.

Whilst Zip does not have a separate Internal Audit function, it relies on external specialists and auditors, when appropriate, to provide independent assurance of specific processes with a focus on internal controls, for example, in the areas of financial crime and technology.

Role of the Board and Audit and Risk Committee

The Board's responsibilities in relation to risk management include:

- approving the Risk Management Framework
- reviewing and monitoring significant business risks and overseeing how they are managed
- setting the risk appetite within which the Board expects management to operate
- overseeing the adequacy, appropriateness and operation of systems of internal control and compliance.

The role and responsibilities of the ARC in assisting the Board in discharging these responsibilities is summarised in 'The Board – Board Committees' above and detailed in its Charter.

The ARC receives reporting from management on Zip's key business risks (both financial and non-financial) and the key controls in place and/or in design to mitigate or manage those risks. In addition, the ARC receives reporting from management throughout the year on specific risk topics of interest, for example cyber security or credit.

In FY25, the ARC conducted an annual review of Zip's risk management framework to satisfy itself that it continues to be sound and that Zip is operating with due regard to the risk appetite set by the Board. The Board endorsed the review.

3. The Risk Management Policy is available at: <https://zip.co/investors/corporate-governance>.

Risk Management continued

Where appropriate, the ARC may establish sub-committees to support its oversight responsibilities. For example, the ARC had previously convened a Cyber Security Council to review specific information technology risks, which transitioned back to management during FY25. In FY25 a Credit Risk Council, comprised of independent non-executive Directors, was convened by the ARC as a dedicated forum to oversee certain areas where deeper focus is required. The Council has been considering matters such as testing strategies, model risk management and regional risk appetite metric development.

Exposure to environmental and social risks

Details of Zip's strategic and other material risks, and how these risks are managed, are set out on pages 43 to 44 of the Operational and Financial Review section in the Annual Report.

Zip does not have material exposure to environmental or social risks. Environmental and social risks are identified, assessed and reported through Zip's risk management processes and form part of overall risk reporting to the Board. Our Sustainability Report, within the Annual Report, also contains commentary on the materiality assessment of key ESG matters for Zip, including social and environmental focus areas, and related goals and commitments.

Key Corporate Governance Policies

The Code of Conduct and the policies referred to below are available on the Corporate Governance page of our website, together with other key corporate governance statements and policies.

Code of Conduct

Our Code of Conduct applies to all Zip personnel, including the Directors and the executive leadership team. It outlines the standards of behaviours expected within Zip and provides a framework for how we operate both as individuals and as a business. These expectations include all Zip personnel actively promoting the highest standards of ethics and integrity in carrying out their duties, disclosing any actual or perceived conflicts of interest, complying with all applicable laws, regulations and Company policies, and dealing with customers, business partners, suppliers, government officials and each other with honesty, fairness and integrity.

In accordance with the Code of Conduct, any material breaches of the Code are reported to the Audit and Risk Committee.

The Code of Conduct is available at: <https://zip.co/investors/corporate-governance>.

Continuous Disclosure Policy

We are committed to making market announcements and other disclosures that are accurate, complete, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions about the Company.

Our Continuous Disclosure Policy outlines the corporate governance measures that we have adopted to ensure that the Company complies with its disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth).

The Board has delegated authority to a Disclosure Committee which is responsible for, among other matters, considering whether information is market sensitive and must be disclosed to the ASX, and whether exceptions to disclosure under the ASX listing rules apply. Under the policy, disclosure decisions relating to matters of fundamental significance to the Company must be considered, and related disclosures approved, by the Board. The Disclosure Committee will also consider whether it is otherwise appropriate to refer disclosure matters to the Board.

Directors receive copies of all market announcements promptly after they have been made to the ASX. Decisions of the Disclosure Committee are recorded and reported to the Board.

Before we present any new and substantive investor or analyst presentations, a copy is released to the market via the ASX platform.

The Continuous Disclosure Policy is available at: <https://zip.co/investors/corporate-governance>.

Whistleblower Policy

We recognise the importance of ensuring a safe, supportive and confidential environment where people feel confident about reporting wrongdoing and are supported and protected through the process. Our Whistleblower Policy encourages the reporting of wrongdoing (as defined in the policy) and establishes systems for such reporting, and sets out how individuals who make reports are protected. A third party and independent whistleblower service provider is also in place to facilitate reports.

Zip's Whistleblower Policy also supports the Company's compliance with applicable legal and regulatory obligations, including under the *Corporations Act 2001* (Cth) (AU) and *Protected Disclosures (Protection of Whistleblowers) Act 2022* (NZ).

The Audit and Risk Committee is informed of any material incidents reported under the policy.

The Whistleblower Policy is available at: <https://zip.co/investors/corporate-governance>.

Key Corporate Governance Policies continued

Anti-Bribery and Corruption Policy

We have a zero tolerance approach to bribery and corruption.

Our Anti-Bribery and Corruption Policy outlines our approach to identifying, managing and mitigating the risks of bribery and corruption in our operations, and our expectations of all Zipsters and third parties acting for or on behalf of Zip to comply with the requirements of the policy. Any material breaches of the policy are reported to the Audit and Risk Committee.

The Anti-Bribery and Corruption Policy is available at: <https://zip.co/investors/corporate-governance>.

Securities Trading Policy

Our Securities Trading Policy outlines the types of conduct that are prohibited under the *Corporations Act 2001* (Cth) when dealing in Zip's securities and establishes practices that protect Zip and its personnel against the misuse (or appearance of misuse) of 'inside information'.

Under the policy, Zip personnel, which includes employees, consultants, contractors, Directors and certain related parties of the Directors and senior executives, must not deal in Zip securities if in possession of inside information. The policy outlines 'prohibited periods' in which Zip personnel are not permitted to deal in Zip securities and the processes for seeking prior written approval to trade at other times.

The Securities Trading Policy is available at: <https://zip.co/investors/corporate-governance>.

Shareholder Engagement

Shareholder communication and Investor Relations

Our Shareholder Communication Policy outlines our approach to promoting effective communication with shareholders and other stakeholders and how we encourage and facilitate participation at Zip's general meetings.⁴

We are committed to communicating effectively with shareholders and keeping them fully informed about Zip's activities. Fundamental to this is management of our continuous disclosure obligations, in accordance with our Continuous Disclosure Policy (refer to 'Key Corporate Governance Policies' above).

Our investor relations program includes a range of strategies and channels to promote two-way communication with shareholders, including:

- providing company information through the 'Investors' page on our website, including our ASX announcements, Annual Reports and half-year reports, and presentations used in analyst, investor or media briefings. The website also includes copies of notices of meetings for AGMs and other security holder meetings
- providing information about our corporate governance framework and key policies on the 'Corporate Governance' page on our website
- attending broker-sponsored conferences and conducting briefings and meetings with institutional and retail investors throughout the year
- holding analyst/media briefings in relation to half-year and full-year financial results and other significant events by webcast and/or teleconference.

Communication with the market is predominantly through the Group CEO, Group CFO, other members of the Group Executive Team, and the Senior Director of Investor Relations and Sustainability. The Chair of the Board and the Chair of the Remuneration, People and Culture Committee also participate in stakeholder meetings relating to governance and remuneration matters.

Our Investor Relations team regularly reports to the Board in relation to its engagement with investors, analysts and brokers.

We support shareholders in receiving communications electronically from Zip and our share registry, Computershare Investor Services Pty Limited (Computershare). Shareholders may also communicate with the share registry by electronic means, with relevant contact details provided via the Investors page on our website.

Annual general meetings

We consider that general meetings provide an important opportunity for Zip to communicate with its shareholders and for shareholders to hear from and ask questions of the Board and management.

Shareholders are invited to submit written questions in advance of the AGM, and facilities are provided for questions to be raised during the meeting. This helps management and the Board understand shareholder issues and concerns and address key areas of shareholder feedback, including in the Chair and Group CEO presentations to the AGM. The Notice of Meeting for an AGM outlines how shareholders can participate in the meeting. Notices of Meeting, any presentations to be made at the AGM, and the results of voting are all released to the ASX.

All substantive resolutions at meetings of Zip shareholders are decided by a poll.

Zip's 2025 AGM will be held on 6 November 2025 and will be held fully virtually, consistent with Zip's practice in recent years.

4. The Policy is available at: <https://zip.co/investors/corporate-governance>.