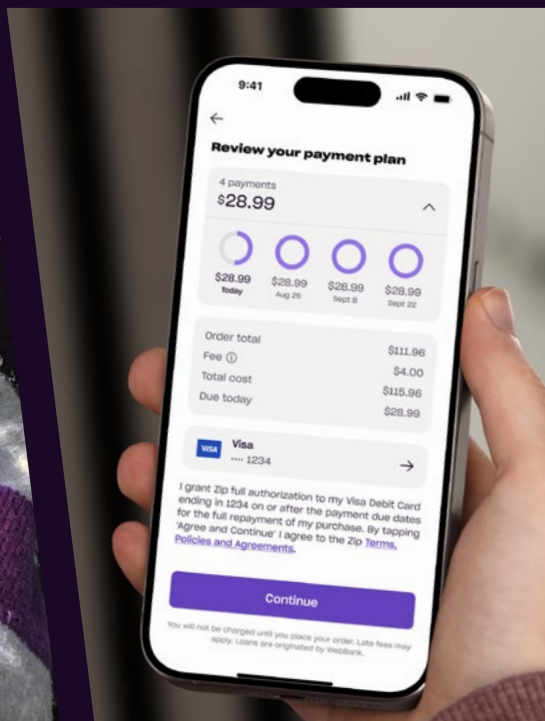
Corporate Governance Statement 2026

Zip Co Limited
ACN 139 546 428









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Introduction

This Corporate Governance Statement describes our corporate governance framework, policies and practices, including 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 financial year ended 30 June 2026 (the **Annual Report**).

Throughout the financial year ended 30 June 2026 (**FY26**), Zip's corporate governance arrangements were consistent with the ASXCGC Recommendations.

This Statement is current as of 20 August 2026 and was approved by the Board.

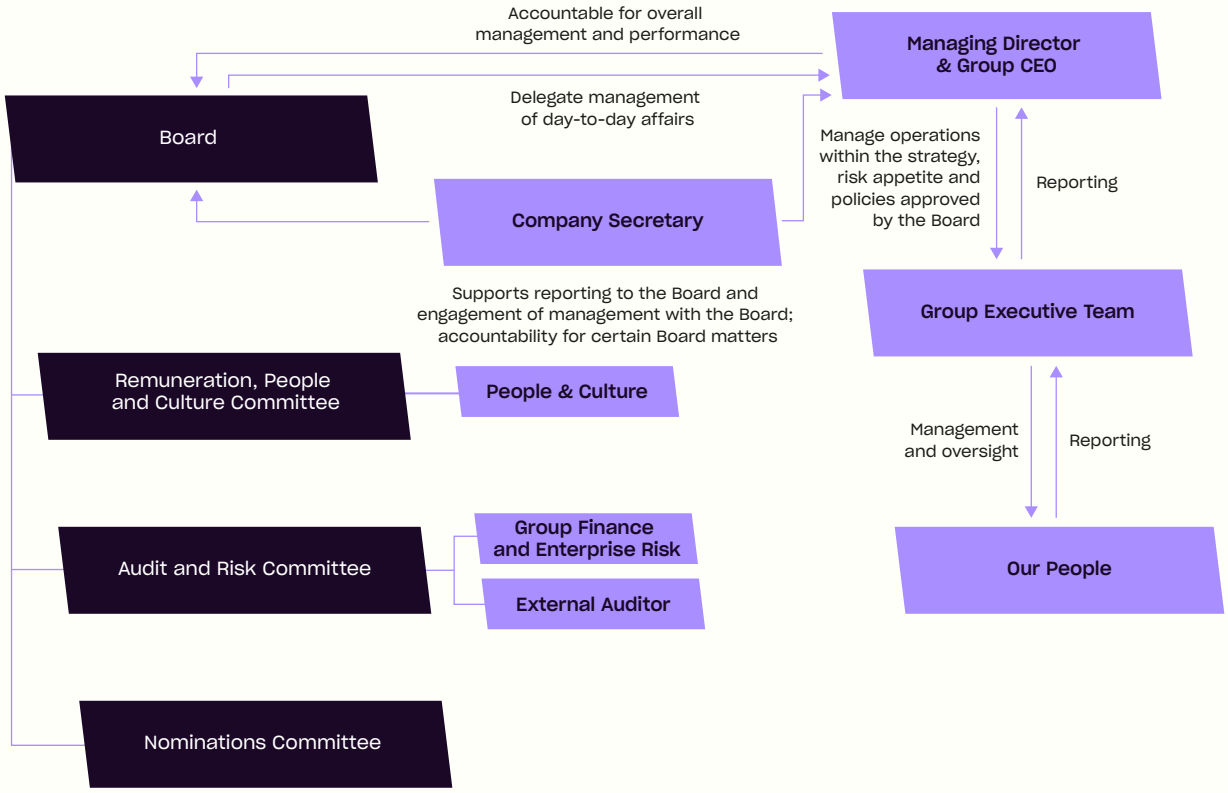
In this Corporate Governance Statement, references to 'Zip', the 'Company', the 'Group', 'we' and 'our' refer to Zip Co Limited (ABN 50 139 546 428) and its subsidiaries, unless the reference is clearly just to Zip Co Limited.

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, creates and protects shareholder value and engenders the confidence of the investment market.

The Board periodically reviews our corporate governance arrangements and practices to consider their appropriateness, including alignment with evolving regulatory requirements, developments in 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 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 Directors, their term in office and independence status are set out below.

Name	Term in Office	Independent
Diane Smith-Gander AO (Chair)	5 years 6 months	Yes
Meredith Scott (Non-executive Director)	3 years, 11 months	Yes
Kevin Moss (Non-executive Director)	2 years 3 months	Yes
Matthew W. Schuyler (Non-executive Director)	1 year, 10 months	Yes
Andrew Stevens (Non-executive Director)	1 year, 4 months	Yes
Cynthia Scott (Group CEO and Managing Director)	3 years (as Managing Director)[1]	No

Information about the qualifications, experience and responsibilities of each Director, and their dates of appointment, are set out on pages 36 to 38 of the Annual Report.

Board Charter

The Board Charter outlines the role, responsibilities, structure and processes of the Board. It also 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 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.

The Board Charter was updated in FY26 to reflect specific responsibilities of the Board in relation to the new mandatory climate reporting requirements that apply to Zip. This included clarifying the Board's responsibilities to approve sustainability reports, including disclosure in relation to environmental and social risks, and to review and monitor material climate-related risks and opportunities and oversee their management.

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

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

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 role, responsibilities and membership requirements of the Committee. The ARC Charter was revised in FY26, including to clarify specific responsibilities relating to the new mandatory climate reporting requirements that apply to Zip.

All current members of the Board Committees are independent, non-executive Directors.

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 role and key responsibilities of each Committee, and membership requirements, is set out below.

Members	Membership Requirements	Role and Responsibilities
Audit and Risk Committee (ARC)		
Meredith Scott (Chair) Kevin Moss Matthew W. Schuyler Andrew Stevens	■ 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]	Assists the Board to fulfil its oversight responsibilities in relation to Zip's financial and sustainability reporting and related processes, the quality and integrity of Zip's accounting and corporate reporting systems and disclosure processes, external audit functions and by monitoring the system and effectiveness of Zip's risk management framework and controls. Responsibilities include: ■ reviewing the annual report, full year and half year financial reports and sustainability report, and the processes to verify the integrity of unaudited periodic financial reports ■ overseeing external auditor appointments and engagements for non-audit services ■ setting and monitoring performance against risk appetite ■ reviewing the risk management framework and monitoring its operation ■ overseeing the effectiveness of the Group's compliance program. The responsibilities of the ARC are discussed further in '*Corporate Reporting*' *and* '*Risk Management*'.

2. The Charter also provides that 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) Meredith Scott Kevin Moss Andrew Stevens	■ 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.	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: ■ Zip's remuneration practices and frameworks ■ remuneration arrangements and outcomes for the Group CEO and senior executives ■ non-executive Director remuneration ■ people strategies and frameworks, employee engagement and culture, and conduct matters ■ talent management and succession planning for senior executives and other key management roles.
Nominations Committee		
Diane Smith-Gander AO (Chair) Meredith Scott Matthew W. Schuyler Kevin Moss Andrew Stevens	■ All the independent non-executive Directors, with a minimum of three members ■ The Chair must be the Chair of the Board, and must be independent.	Assists the Board by reviewing and making recommendations to the Board in relation to: ■ recruitment of candidates for the Board ■ Board and Committee composition and succession planning ■ Board performance evaluation processes ■ induction and professional development programs.

Information about the relevant qualifications and experience of the Directors, including members of the Audit and Risk Committee, is set out on pages 36 to 38 of the Annual Report.

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

The Board's intention is to engage an independent external facilitator to undertake a formal review every third year. In FY26, a consultant was engaged to conduct a formal, independent review of the Board's performance, including interviews with members of the Board. The review process also included a detailed survey diagnostic completed by Directors and members of the Group Executive Team.

The outcomes of the review were reported to the Board and also discussed with the Group Executive Team.

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 reserved for the Board in the Board Charter or any other specific delegations of authority.

As outlined in the Board Charter, the Group CEO is responsible for managing Zip's business and operations in accordance with the Group's strategic objectives, while operating in accordance with Zip's values and Code of Conduct, and within the budget and risk appetite set by the Board. The Group CEO is 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 delegate authority to those executives for relevant business activities and transactions. Specific delegations to management are also set out in a Delegations of Authority Procedure that is approved by the Board.

The Group CEO and other members of the Group Executive Team are employed under written agreements that set 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, which consider business unit updates, strategy and business priorities, existing and emerging risks, and key decisions affecting the business.

The Group Executives regularly attend Board and Committee meetings to report on and discuss the performance of their functions, including existing and emerging business risks and opportunities.

Executive performance

On an annual basis, including for FY26, 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 67 to 95 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 67 to 95 of the Annual Report.

Our policy relating to minimum shareholding requirements for Directors and Group Executives is set out on page 79 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 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 identify and assess 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[3]
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 market and deliver products and services	Proficient
Disruptive technology	Experience in digital technologies, implementing technology products, leveraging digital technologies and digital disruption	Practiced
Data	Data governance, experience in understanding data opportunities and considerations	Proficient
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, understanding of organisational design and remuneration frameworks, and promoting inclusion	Proficient
Health and safety	Experience related to workplace health and safety	Practiced

3. **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.

Board Effectiveness (continued)

Skills/experience	Description	Level[3]
Sustainability and environment	Experience in identifying and monitoring environmental and social risks and opportunities	Proficient
Legal, governance and compliance	Ability in, and understanding of the application of, legal, governance and compliance principles and regulation	Proficient
Risk management and compliance oversight	Experience in identifying, assessing and managing strategic, operational, financial, non-financial and emerging risks and monitoring the effectiveness of risk management frameworks and practices	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

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 (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, 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 developing their 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 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 FY26, 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 *unlocking financial potential, together.*

Our mission

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

Our values

All Zipsters are guided by our mission and values, which collectively guide decision-making, behaviours and how we operate as a business. Our values are:

- Customer First
- Own It
- Stronger Together
- Change the Game

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

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.

Each year, as part of the performance review process, Zip reviews our people's demonstration of Zip's values, which informs their remuneration outcomes. Zip's values are also reinforced through ongoing recognition and award programs.

Code of Conduct and Key Governance Policies

Zip has a Code of Conduct that applies to all Zip personnel, including the Directors and the Group Executive Team. The Code outlines the standards of behaviours expected within Zip and provides a framework for how we operate both as individuals and as a business.

Other key Group-level corporate governance policies that set standards of behaviour for our people and support compliance with our legal and regulatory requirements include our:

- Anti-bribery and Corruption Policy
- Continuous Disclosure Policy
- Securities Trading Policy
- Inclusion Policy, and
- Whistleblower Policy.

The Code of Conduct and these other policies are available on the Corporate Governance page of our website at *https://zip.co/investors/corporate-governance*, together with other key corporate governance statements and policies. Material breaches of the Code of Conduct and Anti-Bribery and Corruption Policy are reported to the Audit and Risk Committee and/or the Board.

All Zip employees are required to complete mandatory online training on Zip's core policies annually. Completion of mandatory annual compliance attestations and training is a gate-opener to entitlement for Short Term Incentive payments under Zip's remuneration framework.

Zip has a Whistleblower Policy and a whistleblower program is in place, which supports monitoring of compliance with the Code of Conduct and other corporate governance policies. Reports under the Whistleblower Policy, and any material incidents being investigated under the Policy, are reported to the Audit and Risk Committee and/or the Board.

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 has an Inclusion Policy, in line with the ASXCGC recommendations. At Zip, we believe that an 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, in line with ASXCGC recommendations, and the RPCC receives regular reports on the progress in achieving those objectives and the Company’s broader inclusion priorities.

In June 2026, the Board confirmed the following enterprise-level “Measurable Objectives for Gender Equality” to continue to be achieved by 30 June 2027:

- 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 FY26 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 2025/26. This program includes identifying three Gender Equality Targets, which will be assessed by WGEA in the period to 2029. The targets identified focus on reducing Zip’s gender pay gap, increasing female promotions into management roles and reviewing and uplifting Zip’s Paid Parental Leave Policy for Australia. 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:

- receiving reports from management and the external auditor on the adequacy and effectiveness of, 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, half-year and full-year financial reports, and sustainability report, 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 and/or Board relating to the annual remuneration report.

The Committees' responsibilities are also discussed above in '*The Board – Board Committees*'.

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 that:

- in their opinion, the financial records of Zip have been properly maintained in accordance with the *Corporations Act 2001* (Cth) 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.

The Group CEO and Group CFO also provide the Board with an annual 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.

These declarations are supported by attestations from the Group Executive Team and other members of 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 processes to ensure the integrity of the report. These processes involve verification by relevant members of management of the information reported to ensure that the reports are factual, materially accurate and complete, and provide investors with appropriate information to make informed investment decisions. The process also includes verification of information by the members of the Group Executive Team, where appropriate.

External Auditor

Zip's external auditor is Deloitte Touche Tohmatsu (**Deloitte**). Deloitte was appointed as Group auditor at Zips' AGM in November 2016.

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. For FY26, Deloitte also provided a limited assurance opinion in relation to Zip's Sustainability Report in the Annual Report.

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. The Audit and Risk Committee also periodically meets with the external auditor without management present.

The lead audit partner from the external auditor also attends our Annual General Meetings to answer questions from shareholders on the audit, Zip's accounting policies, the auditor's report and their independence.

The current lead partner, Jason Thorne, commenced in this role in FY24. In the two years prior to FY24, Jason fulfilled the role of Engagement Quality Control Review (EQCR) Partner on the engagement, which meets the APESB definition of Key Audit Partner. Under applicable regulatory requirements, Key Audit Partners are generally rotated every five years. As such, Jason will rotate from the Zip account following the FY26 AGM.

The Audit and Risk Committee is responsible for annually considering the appointment of the external auditor and making recommendations to the Board on the external auditor's appointment or removal or rotation of the audit engagement partner; monitoring and evaluating the effectiveness and adequacy and independence of the external auditor; approving audit engagement terms; 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. This Policy outlines 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. Zip considers that 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 articulates the responsibilities of all Zip personnel in relation to the management of financial and non-financial risks.[4]

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 and overseeing its operation by management
- setting the risk appetite within which the Board expects management to operate
- reviewing and monitoring significant business risks and overseeing how they are managed
- 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 further outlined 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 Board and ARC receives reporting from management throughout the year on specific risk topics of interest, for example AI governance, cyber security, business continuity and crisis management.

In FY26, the Board 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.

4. The Risk Management Policy is available at: *https://zip.co/investors/corporate-governance*.

Where appropriate, the ARC may establish sub-committees to support its oversight responsibilities in areas where deeper focus is considered appropriate. For example, in FY25 a Credit Risk Council, composed of independent non-executive Directors, was convened to consider Credit Risk related matters such as testing strategies, model risk management and regional risk appetite metric development. The oversight of these matters has since transitioned back to the ARC.

Exposure to environmental and social risks

Zip does not have material exposure to environmental or social risks.

Details of Zip's strategic and other material risks, and how these risks are managed, are set out on pages 64 to 65 of the Operational and Financial Review section in the Annual Report. 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.

Zip has evaluated its exposure and determined it does not face material physical or transitional risks that could reasonably be expected to affect the Group's prospects. However, in accordance with Australian Sustainability Reporting Standards adopted by the Australian Accounting Standards Board (AASB S2 *Climate-related Disclosures*) and the *Corporations Act 2001* (Cth), Zip identifies, monitors, and discloses climate-related physical and transitional risks (and potentially opportunities) within its Sustainability Report. The Sustainability Report can be found in the Annual Report.

Continuous Disclosure

Zip is 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's securities.

Our Continuous Disclosure Policy outlines the corporate governance measures that we have adopted to support Zip's disclosure commitment and 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 to assist the Board in managing continuous disclosure obligations. The Disclosure Committee is responsible for, among other matters, considering whether information is market sensitive and must be disclosed to the ASX, and whether an exception to disclosure under the ASX listing rules applies. The Disclosure Committee also oversees the drafting of market announcements. The Policy sets out the members of the Group Executive Team and others that generally comprise the Disclosure Committee. 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 appropriate to refer other 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 market announcements platform.

Zip's Continuous Disclosure Policy is available at: *https://zip.co/investors/corporate-governance*.

Shareholder Engagement

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.

Our investor relations program includes a range of strategies and channels to promote two-way communication with shareholders, investors and analysts, 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 and investor briefings. The website also includes copies of notices of meetings for AGMs and other shareholder 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 through the year
- holding analyst/investor briefings in relation to half-year and full-year financial results and other significant events by webcast and/or teleconference, and
- responding to shareholder, analyst and investor queries.

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 market participants, including 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 contact details for Computershare provided on the Investors page on our website.

The Shareholder Communication Policy is available at: *https://zip.co/investors/corporate-governance*.

Annual general meetings

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 provided to shareholders in advance of 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 2026 AGM will be held on 19 November 2026 and will be a fully virtual meeting, to facilitate access for our shareholders.