
CORPORATE GOVERNANCE AND POLICIES MANUAL

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INTRODUCTION

In fulfilling its obligation and responsibilities to its various stakeholders, the Board of Directors (Board) of Zip Co Limited (ASX: Z1P, Zip or the Company) advocates the adoption of and adherence to a framework of rules, relationships systems and processes within and by which authority is exercised and controlled within the corporation. This manual outlines the Company's principal corporate governance procedures. The Board supports a system of corporate governance to ensure that the management of the Company is conducted in a manner which is directed at achieving the Company's objectives in a proper and ethical manner.

Except to the extent indicated in this document and in the Company's subsequent Annual Reports the Company has resolved that for so long as it is admitted to the official list of the ASX it shall abide by the ASX Recommendations where applicable. The Board may from time to time determine to depart from the ASX Recommendations in certain particulars having regard to the circumstances of the Company, including its size, stage of development and other material factors.

These policies have been adopted on the basis that, in the circumstances of the Company, they reflect what is considered to reflect reasonable aspiration. Their object is to focus attention upon the issues they address and create awareness of those issues and the pitfalls that one could otherwise fall into inadvertently. This is to develop a culture conducive to good practices. Adhering to the following policies is a condition of each contract of employment.

The Board encourages all key Zip management personnel, other Zip employees, contractors and other stakeholders to monitor compliance with this Corporate Governance manual, especially in relation to observable departures from the intent of the policies. Suggestions for improvements or amendments to this Corporate Governance manual can be made at any time by providing a written note to the Chairman.

ASX's EIGHT CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

PRINCIPLE 1 LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Companies should establish and disclose the respective roles and responsibilities of Board and management.

Recommendations

- 1.1 Companies should establish the functions reserved to the Board and those delegated to Senior Executives and disclose those functions.
- 1.2 Companies should disclose the process for evaluating the performance of Senior Executives.
- 1.3 Companies should provide the information indicated in Guide to Reporting on Principle 1.

PRINCIPLE 2 STRUCTURE THE BOARD TO ADD VALUE

Companies should have a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties.

Recommendations

- 2.1 A majority of the Board should be independent Directors.
- 2.2 The Chair should be an independent Director.
- 2.3 The roles of the Chair and Chief Executive Officer (or equivalent) should not be exercised by the same individual.
- 2.4 The Board should establish a Nomination Committee.
- 2.5 Companies should disclose the process for evaluating the performance of the Board, its Committees and individual Directors.
- 2.6 Companies should provide the information indicated in Guide to Reporting on Principle 2.

PRINCIPLE 3 PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Companies should actively promote ethical and responsible decision-making.

Recommendations

- 3.1 Companies should establish a Code of Conduct and disclose the code or a summary of the code as to:
 - the practices necessary to maintain confidence in the Company's integrity;
 - the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders;
 - the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.
- 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.
- 3.3 Companies should disclose in each annual report the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and progress towards achieving them.

3.4 Companies should disclose in each annual report the proportion of women employees in the whole organisation, women in Senior Executive positions and women on the Board.

3.5 Companies should provide the information indicated in Guide to Reporting on Principle 3.

PRINCIPLE 4 SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

Companies should have a structure to independently verify and safeguard the integrity of their financial reporting.

Recommendations

4.1 The Board should establish an Audit Committee.

4.2 The Audit Committee should be structured so that it:

- consists only of Non-executive Directors;
- consists of a majority of independent Directors;
- is chaired by an independent Chair, who is not Chair of the Board;
- has at least three members.

4.3 The Audit Committee should have a formal charter.

4.4 Companies should provide the information indicated in Guide to Reporting on Principle 4.

PRINCIPLE 5 MAKE TIMELY AND BALANCED DISCLOSURE

Companies should promote timely and balanced disclosure of all material matters concerning the Company.

Recommendations

5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a Senior Executive level for that compliance and disclose those policies or a summary of those policies.

5.2 Companies should provide the information indicated in the Guide to Reporting on Principle 5.

PRINCIPLE 6 RESPECT THE RIGHTS OF SHAREHOLDERS

Companies should respect the rights of shareholders and facilitate the effective exercise of those rights.

Recommendations

6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.

6.2 Companies should provide the information indicated in the Guide to Reporting on Principle 6.

PRINCIPLE 7 RECOGNISE AND MANAGE RISK

Companies should establish a sound system of risk oversight and management and internal control.

Recommendations

- 7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.
- 7.2 The Board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The Board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.
- 7.3 The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.
- 7.4 Companies should provide the information indicated in Guide to Reporting on Principle 7.

PRINCIPLE 8 REMUNERATE FAIRLY AND RESPONSIBLY

Companies should ensure that the level and composition of remuneration is sufficient and reasonable and that its relationship to performance is clear.

Recommendations

- 8.1 The Board should establish a Remuneration Committee.
- 8.2 The Remuneration Committee should be structured so that it:
 - consists of a majority of independent Directors;
 - is chaired by an independent Director;
 - has at least three (3) members.
- 8.3 Companies should clearly distinguish the structure of Non-executive Directors' remuneration from that of Executive Directors and Senior Executives.
- 8.4 Companies should provide the information indicated in Guide to Reporting on Principle 8.

LIST OF ADOPTED CHARTERS AND POLICIES

The Company has adopted the following Charters, Policies and Rules which have been or are to be placed on its website:

- 1 Board Charter
- 2 Audit Committee Charter
- 3 Remuneration Committee Charter
- 4 Nomination Committee Charter
- 5 Code of Conduct
- 6 Code of Conduct for Directors and Executives
- 7 Securities Trading Policy
- 8 Risk Management Policy
- 9 Shareholder Communication Policy
- 10 Continuous Disclosure Policy
- 11 Diversity Policy

These charters, policies and rules are to be reviewed annually for audit compliance and to identify any changes required.

The Company Secretary is to maintain (and submit to the Board for adoption) compliance checklists to assist to instil the culture contemplated by and compliance with this.

1 BOARD CHARTER

1.1 Composition

In light of the Company's size and nature, the Board considers that the current Board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

Election of Board members is substantially the province of the shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- the Board is to comprise persons with a blend of skills, experience and attributes appropriate for the Company and its business; and
- the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

It is a priority of the Board to achieve an appropriate balance between independent and non-independent representation on the Board. In determining whether or not Directors are independent, the Board applies the criteria as set out in the ASX recommendations.

Where the Chair is not an independent Director, the Company will appoint an independent Director (or a Director who does not have a conflict of interest) to take over the role of the Chair when the Chair is unable to act in that capacity as a result of his or her lack of independence.

The independent Directors, along with all Directors, are responsible for reviewing and challenging executive performance. They are also responsible for contributing to the development of strategy. The Board considers that a Director is an Executive if that Director is involved in the day to day management of the Company.

1.2 Role

The Board's primary role is to represent shareholders and to promote and protect the interests of Zip Co Limited by governing the Company.

1.3 Responsibilities of the Board and Management

To fulfil its role the Board is responsible for:

- developing initiatives for profit and asset growth, setting strategic operational and financial objectives, and monitoring progress against those objectives;
- acting on behalf of, and being accountable to, the Shareholders;
- identifying business risks and implementing actions to manage those risks and corporate systems to assure quality;
- reviewing the corporate, commercial and financial performance of the Company on a regular basis; including,
- overseeing the Company's commitment to the health and safety of employees and contractors, the environment and sustainable development;
- overseeing the activities of the Company, including its control and accountability systems;
- appointing and removing the Managing Director, Company Secretary, and other Senior Executives, evaluating their performance, reviewing their remuneration and ensuring an appropriate succession plan;
- ensuring that there are effective corporate governance policies and practices in place;
- approving and monitoring budgets, capital management and acquisitions and divestments;
- approving and monitoring all financial reporting to the market;

- approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the ASX Listing Rules if applicable);
- appointment of External Auditors and principal professional advisors; and
- formal determinations that are required by the Company's constitutional documents or by law or other external regulation.

These responsibilities are designed to provide strategic guidance for the Company and effective oversight management.

Beyond those matters, the Board has delegated all authority to the Managing Director (or equivalent) for management of the Company's business within any limits imposed by the Board.

1.4 Responsibilities of individual Directors

The Chair

The Chair is responsible for leadership of the Board, the efficient organisation and conduct of the Board's function and for the briefing of all Directors in relation to the issues arising at Board meetings. The Chair is also responsible for monitoring shareholder communication, continuous disclosure compliance and Board performance.

The Managing Director

The Managing Director is responsible for running the affairs of the Company under delegated authority from the Board and to implement the policies and strategy set by the Board. In carrying out those responsibilities, the Managing Director (or equivalent) must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

1.5 Process for evaluating Board performance

The Board may undergo periodic formal assessment processes, including assessment of the Board's Committees, where applicable. An independent third party consultant may be used to facilitate the assessment.

An informal process of Board review is outlined in the Nomination Committee Charter.

1.6 Access to independent advice

Each Director has the right, so long as he is acting reasonably in the interests of the Company and in the discharge of his duties as a Director, to seek independent professional advice and recover the reasonable costs of that advice from the Company.

The advice shall only be sought after consultation about the matter with the Chair (where it is reasonable that the Chair be consulted) or, if it is the Chair that wishes to seek the advice or it is unreasonable that he is consulted, another Director.

The advice is to be made immediately available to all Board members other than to a Director against whom privilege is claimed.

1.7 Board meetings

There must be two (2) Directors present at a meeting to constitute a quorum.

The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.

Non-executive Directors may confer at scheduled times without management being present. The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chairman and circulated to Directors after each meeting.

The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.

Minutes of meetings must be approved at the next Board meeting.

Further details regarding Board meetings are set out in the Company's Constitution.

1.8 The Company Secretary

When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between Senior Executives and Non-Executive Directors. The Company Secretary is to facilitate the induction of new Directors.

The Company Secretary is to facilitate the implementation of Board policies and procedures.

The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.

All Directors have access to the advice and services provided by the Company Secretary.

The Board has the responsibility for the appointment and removal of the Company Secretary.

1.9 Disclosure Policy

The Board should ensure that the Company has in place effective disclosure policies and procedures so that shareholders and the financial market are fully informed to the extent required by the applicable disclosure rules and legislation on matters that may influence the share price of the Company or its listed debt securities.

2 AUDIT COMMITTEE CHARTER

2.1 Composition

The Company will not have a separate Audit Committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. The full Board currently carries out the duties that would normally fall to the Audit Committee.

The Audit Committee should be of sufficient size, independence and technical expertise to discharge its mandate effectively. Where practicable, Executive Directors will not be on the Audit Committee or if on the Audit Committee will have voting minority.

The Audit Committee will appoint a Secretary to the Committee.

2.2 Role

The role of the Audit Committee is to safeguard the integrity of the Company's financial reporting and oversee the independence of the External Auditors.

2.3 Operations

The Audit Committee is to meet at least annually and otherwise as required. Minutes of all meetings of the Committee are to be kept.

2.4 Responsibilities

The charter of the Audit Committee is to:

- review the annual, half-year and concise (if any) financial reports and other financial information distributed externally, including new accounting policies to ensure compliance with International Accounting Standards and generally accepted accounting principles;
- monitor corporate risk assessment processes;
- consider whether non-audit services provided by the External Auditor are consistent with maintaining the External Auditor's independence. The External Auditor is to provide an annual declaration of independence;
- review the nomination and performance of the External Auditor;
- monitor the establishment of appropriate ethical standards;
- monitor the procedures to ensure compliance with the Corporations Act 2001 and the ASX Listing Rules and all other regulatory requirements;
- address any matters outstanding with Auditors, Australian Taxation Office (ATO), Australian Securities and Investments Commission (ASIC), ASX Limited (ASX) and financial institutions;
- review the performance of the External Auditors on an annual basis and meet with them during the year as follows:
 - to discuss the external audit, identifying any significant changes in structure, operations, internal controls or accounting policies likely to impact the financial statements and to review the fees proposed for the audit work to be performed;
 - to review the half-year and preliminary final report prior to lodgement with the ASX, and any significant adjustments required as a result of the Auditor's findings;
- recommend Board approval of these documents and to finalise half-year and annual reporting;
- review the results and findings of the Auditor, the adequacy of accounting and financial controls and to monitor the implementation of any recommendations made;
- review the draft financial report and recommend Board approval of the financial report;

- organise, review and report as required on any special reviews or investigations deemed necessary by the Board.

2.5 External Auditors

Selection and appointment

The Audit Committee will monitor the Company's External Auditors from year to year to ensure independence and quality of service. Any need for change would result in seeking proposals from suitably experienced firms.

Rotation

All External Auditors will be required to comply with the rotation requirements outlined in the Corporations Act (No more than five (5) straight years or five (5) years in seven (7) with a two (2) year break).

3 REMUNERATION COMMITTEE CHARTER

3.1 Composition

The full Board carries out the duties that would normally fall to the Remuneration Committee. The remuneration of an Executive Director will be decided by the Board, without the affected Executive Director participating in that decision-making process.

3.2 Role

The function of the Remuneration Committee is to fulfil its corporate governance responsibilities with respect to remuneration by reviewing and making appropriate recommendations on:

- remuneration packages of Senior Executives (including Directors);
- employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed;
- recruitment, retention and termination policies and procedures for Senior Executives; and
- superannuation arrangements.

When reviewing remuneration packages of Senior Executives (including Directors), the Committee shall include a comparative review of the packages by gender where appropriate.

The Remuneration Committee is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Remuneration Committee.

The Remuneration Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at meetings of the Remuneration Committee if it considers this necessary

3.3 Operations

The Remuneration Committee is to meet at least annually and otherwise as required. Minutes of all meetings of the Committee are to be kept.

3.4 Responsibilities

The duties of the Remuneration Committee are to:

- fulfil its responsibilities in respect of establishing appropriate remuneration levels and policies including incentive policies for Directors and Senior Executives;
- assess the market to ensure that Senior Executives are being rewarded commensurate with their responsibilities;
- obtain the best possible advice in establishing salary levels;
- set policies for Senior Executives' remuneration;
- review the salary levels of Senior Executives;
- review recommendations from the Managing Director (or equivalent) relating to proposed merit increases;
- propose the terms and conditions of employment for the Managing Director (or equivalent);
- undertake a review of the Managing Director's (or equivalent) performance, at least annually, including setting the Managing Director's (or equivalent) goals for the coming year and reviewing progress in achieving those goals;

- review recommendations from the Managing Director (or equivalent) on each Senior Executive's performance evaluations;
- set the criteria for negotiating any enterprise bargain agreement;
- review the Company's recruitment, retention and termination policies and procedures for senior management;
- review the Company's incentive schemes;
- review the Company's superannuation arrangements; and
- review the remuneration of both Executive and Non-Executive Directors.

4 NOMINATION COMMITTEE CHARTER

4.1 Composition

The full Board carries out the duties that would normally fall to the Nomination Committee and may seek external advice where appropriate.

4.2 Role

The role of the Nomination Committee is to identify and recommend candidates to determine the appropriateness of Director Nominees for election to the Board, and to review Board performance.

The Board recognises the benefits of appointing Directors with a blend of skills, experience and attributes appropriate for the Company's operations and size in order to achieve its strategic and corporate goals.

An informal process of Board review which may be used by the Board requires each Director to complete a questionnaire relating to the role, composition, procedures, practices and behaviour of the Board and its members. Senior Executives having most direct contact with the Board may also be invited to complete similar questionnaires. Responses to the questionnaires are confidential and provided direct to the Chair. The Board as a whole then hold a facilitated discussion during which each Board member has the opportunity to raise any matter, suggestion for improvement or criticism with the Board as a whole.

The Chair of the Board may also meet individually with each Board member to discuss their performance. Non-executive Directors may also meet to discuss the performance of the Chair or the Managing Director.

4.3 Operations

The Committee is to meet at least annually and otherwise as required. Minutes of all meetings of the Committee are to be kept.

4.4 Responsibilities

The responsibilities of the Nomination Committee are:

- to implement processes to assess the necessary and desirable competencies of Board members including, experience, expertise, skills and performance of the Board and its Committees;
- to provide new Directors with an induction to the Company;
- to provide all Directors with access to ongoing education relevant to their position in the Company;
- provide a succession plan for Directors and Managing Director (or equivalent) in order to maintain an appropriate mix of skills, experience, expertise and diversity on the Board;
- evaluate the performance of the Managing Director (or equivalent);
- review time required for Non-Executive Directors to perform their duties;
- annually evaluate the performance and effectiveness of the Board to facilitate the Directors fulfilling their responsibilities in a manner that serves the interests of shareholders;
- before recommending an incumbent, replacement or additional Director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors and record that review and recommendation in the minutes;
- assist in identifying, interviewing and recruiting candidates for the Board including reviewing whether professional intermediaries should be used to identify candidates;
- annually review and report to the Board on the proportion of women at all levels of the Company;
- annually review the composition of each Committee and present recommendations for Committee memberships to the Board as needed.

5 CODE OF CONDUCT

Each Company employee should apply the principles of the Code to relationships with each other, with their employer and with all those with whom they deal with in their work for the Company. The Code is a guide for the way we as a Company operate.

When representing the Company, the employee will abide by the following minimum standards.

5.1 Treat each other with respect and dignity

- Maintain a safe and fair work environment;
- Everyone is entitled to be treated with respect as a person, regardless of role or individual differences;
- Value people and their personal commitment to delivering value to shareholders;
- Encourage co-operation, learning and growth in all who work with us;
- Strive to understand and respond to the needs of the Company's stakeholders.

5.2 Respect the law and act accordingly

- Respect the laws, customs and business practices of the communities in which the Company operates, but do not compromise the principles embodied in this Code;
- Notify the Managing Director (or equivalent) or another Board member immediately of any breach of the law;
- In interpreting the law, adopt a course which preserves integrity.

5.3 Be fair and honest in your dealings

- Be fair and honest even when you believe others will not know of your actions;
- Honesty means not using coercive or misleading practices or falsifying or wrongfully withholding information;
- Do not place yourself in situations in which private interests could conflict directly or indirectly with obligations to the Company;
- Do not accept benefits such as gifts or entertainment when the situation could be seen as creating an obligation;
- Do not act in ways which may cause others to question loyalty to the Company.

5.4 Use the Company's property responsibly and in the best interest of the Company and its reputation

- Do not use Company funds to provide unreasonable benefits such as gifts or entertainment for yourself or others;
- Use the Company's property for the Company's business purposes.

5.5 Be responsible for your actions and accountable for their consequence

- Take personal responsibility for all issues over which you have control and the manner in which these are achieved.

5.6 Be responsible to the community and to the individual

- Use your best endeavours to ensure a safe work place and maintain proper occupational health and safety practices;
- Recognise and respect your responsibilities to the communities in which the Company operates;
- Recognise the rights of individuals and to the best of your ability comply with the applicable legal rules regarding privacy, privilege, and private and confidential information. Do not tolerate harassment, discrimination or bullying in the workplace.

6 CODE OF CONDUCT FOR DIRECTORS AND EXECUTIVES

All Directors and Executives will act in accordance with the following.

- Actively promote the highest standards of ethics and integrity in carrying out their duties for the Company;
- Disclose any actual or perceived conflicts of interest of a direct or indirect nature of which they become aware and which they believe could compromise in any way the reputation or performance of the Company;
- Respect confidentiality of all information of a confidential nature which is acquired in the course of the Company's business and not disclose or make improper use of such confidential information to any person unless specific authorisation is given for disclosure or disclosure is legally mandated;
- Deal with the Company's customers, suppliers, competitors and each other with the highest level of honesty, fairness and integrity and to observe the rule and spirit of the legal and regulatory environment in which the Company operates;
- Protect the assets of the Company to ensure availability for legitimate business purposes and ensure all corporate opportunities are enjoyed by the Company and that no property, information or position belonging to the Company or opportunity arising from these are used for personal gain or to compete with the Company;
- Report any breach of this Code of Conduct to the Chair, who will treat reports made in good faith of such violations with respect and in confidence.

This Code of Conduct is in addition to the Corporate Code of Conduct which has been adopted by the Board of the Company.

7 CODE FOR DEALING IN SECURITIES

7.1 Introduction

This Code for Dealing in Securities (“Code”) sets out the requirements for Directors, employees, consultants and contractors of Zip (collectively “Zip Personnel”) dealing in Zip securities. In order to ensure that Zip Personnel do not inadvertently breach the insider trading provisions of the Corporations Act, Zip Personnel are not permitted to deal in Zip securities during certain periods determined by this Code. These periods are called “Prohibited Periods” and are determined by the provisions of this Code. Times that are outside of a Prohibited Period are called “Trading Periods”.

Even during Trading Periods, a securities dealing written request must be submitted to and approved by the Chairman, CEO or their delegates prior to any dealing in Zip securities.

As a guiding principle, Zip Personnel are discouraged from actively trading in Zip securities. Whilst Zip encourages share ownership by Zip personnel and accepts that sales of securities by Zip personnel may be required under certain circumstances, the Chairman and CEO will use their discretion in considering an application to trade in Zip securities to ensure that the spirit of this Code is being adhered to by all Zip Personnel.

7.2 Prohibited Conduct under Insider Trading Provisions

7.2.1 The Company

- (a) As a matter of law, all Zip Personnel must not deal (meaning any change whatsoever including, but not limited to, any sale, purchase, exercise of options (even if due to expire), discharge of any right or obligation, or transfer) in Zip securities where:
- They possess information which is not generally available;
 - That information may have a material effect on the price or value of Zip securities; and
 - They know or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of Zip securities, as such information constitutes inside information.
- (b) Zip Personnel with inside information must comply with this policy in relation to insider trading which has been approved by the Board.

7.2.2 Other Companies

The laws regarding insider trading extend to dealings in securities of any companies about which a person possesses material price sensitive information which is not generally available including for example, companies in a joint venture with Zip.

7.3 Policy for Dealing in Securities

Subject to the overriding restriction that no Zip Personnel shall deal in any securities when they are in possession of inside information, and subject to the right of the Board to impose any “ad hoc” prohibition on trading otherwise permitted under this policy, trading is not permitted during the following periods (**Prohibited Period**):



- The period from 31 December each year, until the commencement of trade of securities on the Australian Securities Exchange on the second ASX trading day following the announcement of the Company's half-year results to the ASX;
- The period from 30 June each year, until the commencement of trade of securities on the Australian Securities Exchange on the second ASX trading day following the announcement of the Company's full-year results to the ASX;
- The period from 31 March each year, until the commencement of trade of securities on the Australian Securities Exchange on the second trading day on the ASX following the announcement of the Company's Appendix 4C for the period 1 January to 31 March;
- The period from 30 September each year, until the commencement of trade of securities on the Australian Securities Exchange on the second trading day on the ASX following the announcement of the Company's Appendix 4C for the period 1 July to 30 September; and
- Any other time as determined by the Board of the Company in its sole discretion.

All other times during the financial year are "**Trading Periods**" for the purposes of this Policy. As noted previously, even during Trading Periods, a security dealing written request must be submitted to and approved by the Chairman, CEO or their delegates prior to any dealing in Zip securities.

Company options for ordinary shares may only be exercised in accordance with the terms and conditions of those options and in accordance with the requirements governing their issue, and, further, in accordance with this Code. In addition, any dealing of Zip securities acquired upon exercise of options must only occur in accordance with this Code.

Where options are held by any Zip Personnel and the expiry date of those options is imminent, special permission for exercise is required to be obtained from the Chairman or CEO if the application of this Code would otherwise prevent exercise of those options. The Chairman or the CEO will determine such request in their absolute discretion.

7.4 Margin Loans

Zip Personnel are prohibited from entering into margin loans or other secured financing arrangements in respect of the Company's securities without the prior written consent of the Chairman or CEO.

7.5 Trading During a Prohibited Period

Zip Personnel are not permitted to trade in the Company's securities during a Prohibited Period. In exceptional circumstance (as determined by the Chairman or CEO), Zip Personnel may be permitted to trade during a prohibited period.

All Zip Personnel wishing to deal in Zip securities within a Prohibited Period must request written approval. The Chairman or the CEO will determine such request in their absolute discretion.



7.6 Exclusions

The following dealings are excluded from this Policy:

- (a) Dealings in the Company's securities which do not result in a change to the beneficial interest of the securities;
- (b) Acceptance of a takeover offer;
- (c) Trading under an offer made to all or most shareholders.

7.7 General Observations

If any Zip person possesses inside information that is not generally available, such person is prohibited from procuring any other person to deal in those securities and from directly or indirectly communicating the information to another person who the Zip person believes is likely to deal in, or procure another person to deal in, those securities. To do so runs the risk of the commission of a serious criminal offence.

This Code applies equally to persons acting for Zip Personnel or with whom it may appear Zip Personnel may communicate the inside information – that is, the spouse, children, family trusts, family companies of Zip Personnel or other associates of Zip Personnel must not deal in Zip securities otherwise than in accordance with this Code.

Zip Personnel should also ensure that before any external body of which they are a member, director, representative or trustee (for example, personal or family superannuation funds) undertakes any transaction regarding Zip securities, that any dealing in Zip securities complies with this Code.

This Code will be administered by the Company Secretary with input from the Chairman. The Company Secretary will be available to answer any questions you may have in relation to it. However, neither Zip Co Limited nor the Company Secretary is to be held responsible for any answers or any act or omission by you in reliance on those answers. It is your responsibility to comply with the law so if you are in any doubt you should obtain your own legal advice.

This Code is subject to regular review by the Board and will be amended as and when appropriate.

8 RISK MANAGEMENT POLICY

The Risk Committee is established by the Board to ensure that the Company has established a sound system of risk management. This Committee is primarily responsible for operational and other non-financial risks. (The Audit Committee is responsible for financial and information technology risks).

8.1 Composition

The full Board carries out the duties that would normally fall to the Risk Committee. The Board's collective experience will generally enable identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

The Committee may invite attendance from any staff of the company and seek external advice to assist in its duties.

If a member or attendee has a conflict of interest in a matter this must be indicated at the commencement of the meeting. However, the Committee will have the discretion to allow the person to participate in the relevant item or not, according to the Company's policy on conflicts of interest.

8.2 Role

The Committee is established to monitor and review the system of risk management which the Company has established. This system should identify, assess, monitor and manage operational and compliance risks.

The Risk Committee determines the Company's 'risk profile' and is responsible for overseeing and approving risk management strategy and policies, internal compliance and non-financial internal control.

Although it is not possible to provide absolute assurance that all corporate risks will be fully avoided or even mitigated, the Committee should aim to minimise any adverse impact on the Company that may result from the occurrence of an identifiable corporate risk.

8.3 Reporting procedures

The Committee must review and update its Charter and assess the Committee's effectiveness annually, with a view to ensuring that its performance accords to as great an extent as is mandatory and otherwise practical, with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, as amended from time to time.

8.4 Responsibilities

In fulfilling its purpose outlined in section 8.2, the Committee should ensure that:

- risks are identified and monitored through a systematic review of the organization and its operations;
- a risk register is maintained which describes the risks, the likelihood of occurrence, mitigating strategies and consequential risk. These must be updated regularly and reviewed by the Committee every six months;



- adequate policies and procedures have been designed and implemented to manage risks identified;
- proper remedial action is undertaken to redress areas of weakness identified by the system of risk management and/or the Committee;
- a system of reporting and investigating incidences, breaches or excessive risks operates effectively;
- there is a system whereby the Chief Executive Officer and the Board are immediately notified of any information which might have a material effect on the price or value of the Company's securities, and that such information is released to the ASX in accordance with the requirements of the Company's disclosure policy and the ASX Listing Rules;
- obtaining, each year, a statement from the Chief Executive Officer, Chief Financial Officer and the Chief Operating Officer or any of their equivalents, to the Board that the Company's risk management and internal compliance and control system is operating effectively in all material respects;
- the Charter is made publicly available on the website; and
- the annual report explains any departures by the Company from the Charter.

8.5 Specific risks to be managed by the Committee

Some of the specific operational and compliance risks which are the responsibility of the Committee are:

- promoting and supporting an organisational culture that is committed to risk management through open communication and effective risk management leadership;
- implementing a structured risk management training program to educate management and staff in the awareness of corporate risks and best practices in the management of corporate risks; reviewing the Company's main corporate governance practices as required under the ASX Listing Rules for completeness and accuracy;
- ensuring appropriate policies, procedures, controls and monitoring and reporting mechanisms have been adopted by the Company to prevent breaches of and ensure compliance with all relevant legislation and regulations, including but not limited to OH&S, Industrial Relations, Environmental and Trade Practices;
- ensuring there is adequate employee education and support to facilitate safety, security and good health in the workplace and monitoring of workplace safety;
- ensuring that the Company operates in accordance with the terms of all licences and permits issued to it by any government body or any other authority;
- ensuring that the management of the Company pays due attention to ethical considerations in implementing the Company's policies and practices;
- adopting procedures and policies for the improvement and preservation of the reputation of the Company; and
- ensuring that the Company has put appropriate insurance in place.



9 SHAREHOLDER COMMUNICATION POLICY

The Board informs shareholders of all major developments affecting the Company's state of affairs as follows:

- the Annual Financial Report is distributed to all shareholders (who specifically request to receive the document), including relevant information about the operations of the Company during the year, changes in the state of affairs and details of future developments. The full Annual Financial Report is also available on the Company website;
- the Half-Yearly Financial Report contains summarised financial information and a review of the operations of the Company during that period. The audited Half-Yearly Financial Report is lodged with ASIC and the ASX and sent to any shareholder who requests it as well as being published on the Company website;
- proposed major changes in the Company, which may impact on share ownership rights, are submitted to shareholder vote;
- the Company presents/exhibits at industry conferences which provides opportunity for the shareholders to gather information about the Company. It is also an opportunity to meet members of the Board and Senior Management;
- all documents that are released publicly are made available on the Company website and e-mailed to shareholders and investors who have provided their relevant details to the Company;
- the Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy and goals. Important issues are presented to the shareholders as single resolutions;
- the shareholders are requested to vote on the appointment and aggregate remuneration of the Directors, the granting of options and shares to Directors and changes to the Constitution. Copies of the Constitution are available to any shareholder who requests it.

10 CONTINUOUS DISCLOSURE POLICY

The purpose of the Continuous Disclosure Policy is to:

- ensure that the Company, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and ASX Limited (ASX) Listing Rules and as much as possible seeks to achieve and exceed best practice;
- provide shareholders and the market with timely, direct and equal access to information issued by the Company; and
- promote investor confidence in the integrity of the Company and its securities.

This Policy contains all continuous disclosure requirements under the Listing Rules and the Corporations Act and incorporates best practice guidelines.

10.1 Legal requirements

The Company is a public company listed on the ASX. It is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules (which are given legislative force under section 674 of the Corporations Act), in addition to the periodic and specific disclosure requirements.

The Rule: The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

The Exception: Listing Rule 3.1A contains the only exception to Listing Rule 3.1:

"Listing Rule 3.1 does not apply to particular information while all of the following are satisfied:

3.1A.1 *A reasonable person would not expect the information to be disclosed.*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential.

3.1A.3 *One or more of the following applies:*

- *It would be a breach of a law to disclose the information.*
- *The information concerned an incomplete proposal or negotiation.*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure.*
- *The information is generated for internal management purposes of the entity.*
- *The information is a trade secret."*



Disclose to ASX first:

Listing Rule 15.7 further requires that an entity must not release information that is for release to the market to anyone until it has given the information to ASX, and has received an acknowledgement from ASX that the information has been released to the market.

What is material price sensitive information?:

Section 677 of the Corporations Act states that, a reasonable person would be taken to expect information to have a "material effect on the price or value" of securities if the information "*would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of*" those securities.

Correction of false market:

Listing Rule 3.1B provides that if ASX considers that there is, or is likely to be, a false market in an entity's securities, and requests information from the entity to correct or prevent the false market, the entity must give ASX the information needed to correct or prevent the false market.

3.1 Disclosure principle

The Company will immediately notify ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, unless exempted by the Listing Rules. The Company's securities include all shares and options issued and granted by the Company.

3.2 Disclosure of material price sensitive information

Any information concerning the Company which would, or would be likely to, influence investors in deciding whether to acquire or sell the Company's securities (material price sensitive information) must be disclosed to ASX in accordance with this Policy.

The Managing Director (or equivalent) is responsible for determining what information is to be disclosed. Where there is doubt as to whether certain information should be disclosed, the full Board will be consulted, and if necessary, seek external advice.

The following provides a guide as to the type of information that is likely to require disclosure. This is not an exhaustive list. The determination of whether certain information is material price sensitive information which is subject to continuous disclosure necessarily involves the use of judgment. There will inevitably be situations where the issue is less than clear.

Matters which generally require disclosure include:

- significant exploration or mining results;
- a change in the quantum or nature of the Company's mineral resources and/or reserves;
- a change in the Company's financial forecasts or expectations. As a guide, a variation in excess of 10% may be considered material. If the Company has not made a forecast, a similar variation from the previous corresponding period may be considered material;
- a recommendation or declaration of a dividend or distribution, or a decision one will not be declared;
- changes in the Board of Directors, Senior Executives or Auditors;
- a change in the Company's accounting policy;



- an agreement between the Company (or a related party or subsidiary) and a Director (or a related party of the Director);
- events regarding the Company shares, securities, financing or any default on any securities (e.g. under or over subscriptions to an issue of securities, share repurchase program);
- giving or receiving a notice of intention to make a takeover offer;
- a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets (an amount of 5% or more would normally be significant but a smaller amount may qualify in a particular case);
- mergers, acquisitions/divestments, joint ventures or changes in assets;
- significant developments in regard to new projects or ventures;
- major new contracts, orders, or changes in suppliers or customers;
- legal proceedings against or allegation of any breach of the law, whether civil or criminal, by the Company;
- natural disasters or accidents that have particular relevance to the businesses of the Company; or
- the appointment of a Receiver, Manager, Liquidator or Administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by the Company or any of its subsidiaries.



11 DIVERSITY POLICY

The Company is dedicated to managing diversity as a means of enhancing the Company's performance and organisational capabilities by recognising and utilising the contribution of diverse skills and attributes of all of its Directors, Officers and Employees.

Diversity involves recognising and valuing the unique contribution people can make because of their individual background and different skills, experiences and perspectives.

Diversity may result from a range of factors including age, gender, ethnicity, cultural background or other personal circumstance or attribute.

The Company values the differences between its personnel and the valuable contribution that these differences can make to the Company.

11.1 Objectives

The Company encourages diversity in employment, and in the composition of its Board, as a means of ensuring that the Company has access to an appropriate mix of skills and talents to enable it to conduct its business and achieve the Company's goals in an effective manner.

Specifically, the Company will provide equal opportunities in respect to employment and employment conditions, including:

- **Hiring:** The Board will encourage appropriate selection criteria based on diverse skills, experience and perspectives are used when hiring new staff, including Board members. Job specifications, advertisements, application forms and contracts will not contain any direct or inferred discrimination. The Board is empowered to engage professional recruitment consultants to assist in the hiring process by presenting diverse candidates to the Company for consideration.
- **Training:** The Board will consider senior management training and executive mentoring programs to develop skills and experience to prepare employees for senior management and Board positions. The Board will consider training programmes to enhance the skills and capabilities throughout its workforce.
- **Career advancement:** All decisions associated with career advancement, including promotions, transfers, and other assignments, will be made in strict accordance with the Company's needs and be based on performance, skills and merit.

11.2 Achieving diversity

The Company will encourage diversity and foster an environment within the Company that respects diversity in the work place and promotes equal opportunities for employment and a work environment that is free from harassment.

The Company will not permit unwanted conduct based on an officer, employee or contractor's personal circumstances or characteristics.

The Board will set measurable diversity objectives which may include procedural or structural objectives; initiatives and programs and/or targets in respect of diversification of employees, management and supporting roles, that are appropriate for the Company, and which will be disclosed in the Company's Annual Report.

11.3 Reporting responsibility



It is the responsibility of all Directors, officers and employees to comply with the Company's Diversity Policy and report violations or suspected violations in accordance with this Diversity Policy.

The Board will proactively monitor Company performance in meeting the standards and policies outlined in this Policy. This will include an annual review of the diversity objectives set by the Board, and its progress in achieving them.

The Board may consider setting key performance indicators for the Board, the Chief Executive Officer and Senior Executives that are linked to the achievement of the diversity objectives set by the Board.

The Board will include in the Annual Report each year:

- the measurable objectives, if any, set by the Board;
- progress against the objectives; and
- the proportion of women employees in the whole organisation, at Senior Management level and at Board level.

11.4 Compliance with this Diversity Policy

Any breach of compliance with this Diversity Policy is to be reported directly to the Managing Director (or equivalent), Chair or a Board member as appropriate. Anyone breaching this Diversity Policy may be subject to disciplinary action, including termination.