

Minimum-Holding Share Buy-back

Complii Fintech Solutions Ltd (**Company**) is pleased to announce that it intends to undertake a minimum holding buy-back of ordinary shares for holders of less than a marketable parcel of shares in the Company (**Eligible Shareholders**) in accordance with the *Corporations Act 2001* (Cth) (**Buy-Back**). Under the ASX Listing Rules, any shareholding valued at less than \$500 based on the closing price on the ASX, which for the purposes of the Buy-Back is \$0.085 as at 24 January 2022 (**Record Date**), is considered to be an “unmarketable parcel” of shares. The Company does not need shareholder approval to conduct the Buy-Back.

The Buy-Back will allow Eligible Shareholders to have their shares bought back by the Company at the Buy-Back price of \$0.085 per share, being the Company’s closing share price on the Record Date. Eligible Shareholders are able to opt-out of the Buy-Back by signing and returning a Share Retention Form (the form of which is attached to this announcement) or alternatively can increase or consolidate their shareholding in the Company above an unmarketable parcel prior to the closing date of 5.00pm (AEDT) on 18 March 2022.

Based on the closing price of \$0.085 per share and the register of members of the Company as at 7.00pm (AEDT) on the Record Date:

- a) an unmarketable parcel of shares is any shareholding of 5,882 shares or less;
- b) there are 1,411 Eligible Shareholders that hold an unmarketable parcel of shares;
- c) 0.44% of the Company’s shares held by shareholders are unmarketable parcels; and
- d) the aggregate value of the Company’s shares held by Eligible Shareholders is \$154,785.

Shareholders who own more than the unmarketable parcel of shares on the Record Date will not be eligible to participate in the Buy-Back.

Rationale for the Buy-Back

This Buy-Back will allow the Company to reduce its total issued capital to a more appropriate and effective capital structure. It will also assist in reducing share registry costs and assist Eligible Shareholders who may otherwise face difficulties in selling or disposing their shares.

The Company will pay for all costs related to this Buy-Back including brokerages fees and other expenses (excluding tax consequences from the sale which remain the Eligible Shareholder's responsibility).

Key Dates

A summary of the key dates in relation to the Buy-Back is as follows:

Unmarketable parcel Record Date	7.00pm (AEDT) on 24 January 2022
Despatch of letters and Share Retention Forms to Eligible Shareholders	3 February 2022
Closing date for receipt of Share Retention Form or increase or consolidation of Eligible Shareholders' shareholdings above an unmarketable parcel	5.00pm (AEDT) on 18 March 2022
Completion of Buy-Back, where payment for the unmarketable parcel made to Eligible Shareholders and shares bought back are cancelled	25 March 2022

Subject to the ASX Listing Rules, the Corporations Act 2001 (Cth), and the Company's constitution, the Company reserves the right to vary all or any of the above dates and times, or to change the terms of, cancel or withdraw the Buy-Back.

Your Action

If you are an Eligible Shareholder and would like the Company to buy back your unmarketable parcel of shares for \$0.085 per share, you do not need to do anything.

If you are an Eligible Shareholder and do not want the Company to buy back your shares and therefore retain your shares, you should complete, sign and return the Share Retention Form to the Company, or increase or consolidate your shareholding above 5,882 shares, by 5.00pm (AEDT) on 18 March 2022 (**Closing Date**). Eligible Shareholder are advised to allow reasonable time for the Share Retention Form to be received by the Company by the Closing Date.

If your shareholding is bought back, it is anticipated that the proceeds will be forwarded to you on or about 25 March 2022.

This announcement is authorised for release by the Board.

For further information please contact:



Craig Mason
Executive Chairman

0437 444 881
investors@complii.com.au



Alison Sarich
Executive Director

(02) 9235 0028
investors@complii.com.au

Dear Shareholder,

**OFFER FROM COMPLII FINTECH SOLUTIONS LTD (COMPANY)
TO BUY-BACK UNMARKETABLE PARCELS OF SHARES (OFFER)**

I am writing to inform you that the Company intends to complete a minimum holding share buy-back for shareholders holding less than a marketable parcel of shares in the Company, being holdings in the Company valued at less than \$500 (**Unmarketable Parcels**) as at 7.00pm (AEDT) on Monday, 24 January 2022 (**Record Date**).

The Company is undertaking the minimum holding share buy-back (**Buy-Back**) with the intention of reducing the Company's total issued capital to implement a more appropriate and effective capital structure. Furthermore, the directors of the Company (**Directors**) recognise that shareholders holding an Unmarketable Parcel may find it difficult or costly to dispose of their shares on the ASX. In order to allow these shareholders to sell their shares without incurring brokerage fees and other expenses, and to reduce the administrative and registry costs for the Company that are associated with Unmarketable Parcels, the Directors have resolved to undertake the Buy-Back under the terms set out in this Offer, the *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules and the Company's Constitution.

Shares bought-back by the Company under the Buy-Back will be cancelled in accordance with section 257H of the Corporations Act.

Based on the closing price of \$0.085 per share as at the Record Date, an unmarketable parcel is any shareholding of 5,882 shares or less (**Unmarketable Parcel**). Our share registry shows that the number of shares held by you or an entity that is associated with you as at the Record Date is an Unmarketable Parcel. Under the Buy-Back, the Company is offering to buy-back your shares at a price of \$0.085 per share, being the Company's closing share price on the Record Date.

On the basis of the closing price and the register of members of the Company as at the Record Date:

Complii FinTech Solutions Ltd

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- 1) 1,411 shareholders out of 2,448 shareholders hold an Unmarketable Parcel;
- 2) 0.44% of the Company's shares held by shareholders are Unmarketable Parcels; and
- 3) the aggregate value of shares held by all shareholders of Unmarketable Parcels is \$154,785.

It is important to note that the market price of the Company's shares will change from time to time. The buy-back price under the Buy-Back may be more or less than the actual market price at the time of the Buy-Back and may not be the best price obtainable on the day on which your shares are bought-back. The Company will not buy-back your shares if you wish to retain your shareholding.

Your options under the Offer are as follows:

1. Have your Unmarketable Parcel bought-back by the Company

If you wish to have your shares bought-back under the Buy-Back, you do NOT need to take any action. By refraining from taking any action, you will be deemed to have irrevocably appointed the Company to:

- a. buy-back all of your shares at the Buy-Back price of \$0.085 per share; and
- b. provide you with the proceeds of the Buy-Back as set out in this letter.

2. Consolidate your Unmarketable Parcels

If you have more than one holding on the Company's share register, you may wish to consider contacting the share registry to amalgamate your holdings by 5.00pm (AEDT) on 18 March 2022 (**Closing Date**). This may result in your shareholding no longer being classified as an Unmarketable Parcel.

3. Increase your existing holding

You may choose to acquire additional shares in the Company so that your shareholding increases to above an unmarketable Parcel, being a holding of shares with a market value of at least \$500.00 by 5.00pm (AEDT) on the Closing Date. In this regard you should ensure that the increase of shares must be under the same holding number (SRN or HIN) as set out in the attached Share Retention Form.

4. Retain your Unmarketable Parcel

If you do not wish to have your Unmarketable Parcel bought-back, you may elect to opt out of the Buy-Back by completing and returning the enclosed Share Retention Form to the Company by the Closing Date.

If the Company does not receive your Share Retention Form by the Closing Date, or you have not otherwise consolidated or increased your shareholding set out above by the Closing Date, then your shareholding will be bought-back under the Buy-Back. You are advised to allow reasonable time for the Share Retention Form to be received by the Company. If you hold shares in multiple holdings, some of which are Unmarketable Parcels, then the Company will buy back those Unmarketable Parcels unless a Share Retention Form is received for each holding.

While the Company will pay for all costs associated with this Buy-Back, any taxation consequences arising from your shareholding being bought-back under the Buy-Back will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the buy-back of your Unmarketable Parcel under the Offer.

Enclosed is an Information Sheet about the Buy-Back. However, the Company makes no recommendation as to whether you should participate in the Offer. You should seek independent professional advice when deciding whether to retain your shares or if you have any questions on how the Buy-Back may affect you.

For and on behalf of the Board.

Yours faithfully,



Craig Mason

Executive Chairman

INFORMATION SHEET

1. What is an Unmarketable Parcel?

Under the ASX Listing Rules, any shareholding valued at less than \$500.00 is considered to be less than a marketable parcel of shares.

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As at 7.00pm (AEDT) on 24 January 2022 (**Record Date**), an unmarketable parcel of the Company's shares is any shareholding of 5,882 shares or less (**Unmarketable Parcel**) based on the price of \$0.085 per share, being the closing price on the Record Date. In aggregate, this represents 1,821,002 shares held by 1,411 affected registered shareholders.

2. Why is the Company doing the Buy-Back?

Shareholders who hold a small number of shares can find it difficult or costly to dispose of their shares while a company is listed on the ASX.

In order to allow these shareholders to have their shares bought-back without incurring brokerage fees and other expenses, the Company has decided to provide shareholders with the opportunity to have their Unmarketable Parcel bought-back. The Buy-Back will also assist the Company to reduce its total issued capital to a more appropriate and effective capital structure and to reduce the disproportionately high administrative costs associated with maintaining Unmarketable Parcels.

3. What do I need to do to have my shares bought-back?

Nothing. Your Unmarketable Parcel will be bought-back under the Buy-Back unless you return a Share Retention Form or increase or consolidate your shareholding by 5.00pm (AEDT) on 18 March 2022 (**Closing Date**).

4. How will my shares be bought-back under the Buy-Back?

Your shares will be bought-back and cancelled by the Company, and therefore removed from trading on the ASX.

5. What price will I receive for shares under the Buy-Back?

If your Unmarketable Parcel is bought-back, you will receive the Buy-Back price of \$0.085 per share.

6. Do I need to pay anything to participate in the Buy-Back?

The Company will pay all costs and expenses arising in connection with the Buy-Back. Any tax consequences from your shareholding being bought-back under the Buy-Back will be your responsibility.

7. When will I receive proceeds for the shares bought-back?

If your shareholding is bought-back, it is anticipated that the proceeds will be forwarded to you on or about 25 March 2022.

If your direct credit details or address require updating, you can amend your details online through the Company's share registry website <https://investor.automic.com.au>.

Alternatively, you can email investors@complii.com.au to arrange to provide your bank details to receive your payment. Payment will be made in Australian Dollars.

If you do not provide your bank details, you will receive a cheque in the mail to the address listed on the retention form.

8. What if I do not wish to have my Unmarketable Parcel bought-back?

If you do not wish to have your Unmarketable Parcel bought-back, you should complete the Share Retention Form and ensure that it is returned so that it is received by the Company by the Closing Date. Alternatively, you can increase or consolidate your shareholdings to above an Unmarketable Parcel (as the case may be).

9. If I buy more shares in the Company, will I retain my holding?

The Company will not buy-back your shares if you increase your holding to above an Unmarketable Parcel, being a holding of shares with a market value of at least \$500.00 based on the ASX closing price of shares in the Company by 5.00pm (AEDT) on the Closing Date. Any additional shares acquired must be registered by the Closing Date, under the same name and address with the same holder number (SRN or HIN) as set out in the accompanying Share Retention Form.

10. What if I hold multiple Unmarketable Parcels of shares?

If you hold multiple Unmarketable Parcels, you must complete and return a Share Retention Form for each Unmarketable Parcel if you wish to retain your shares for that holding.

11. What if my holding of shares in the Company is a CHESS holding?

If your shares remain in a CHESS holding, the Company may move those shares to an issuer sponsored holding and the shares will then be bought-back and cancelled in connection with the Buy-Back.

12. Where can I obtain further information?

If you have any queries regarding the practical operation of the Buy-Back, please contact the Company by email at investors@complii.com.au or alternatively by telephone +61 2 9235 0028 during Sydney office hours (9:00 am to 5:00 pm AEDT).

13. What are the tax consequences of having my shares bought-back under the Buy-Back?

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The tax outcomes of participating in the Buy-Back will vary depending on your circumstances.

If you are in the business of trading shares or hold the shares as revenue assets, you may have an assessable gain or loss on sale on revenue account.

However, if this is not the case, it is the Company's view that the proceeds will be entirely treated as return of capital (where no component of the proceeds constitutes a dividend), with the buy-back of shares resulting in a capital gain tax (**GST**) event.

If you are an Australian resident shareholder, you will need to calculate a capital gain or capital loss. Details of the CGT event are required to be disclosed in your 2022 income tax return, regardless of whether you are required to pay tax on the event.

If you are not an Australian resident, you should be entitled to disregard the capital gain or loss for the purposes of calculating your Australian taxable income. You may still have a tax liability in your country of residence.

The above information is broad in nature, and it is strongly recommended that you consult with your taxation professional regarding your circumstances.

14. Can I retain some but not all of my shares under the Buy-Back?

No, you may not retain part of an Unmarketable Parcel under the Buy-Back. If you do not complete and return the Share Retention Form or increase or consolidate your shareholding above an Unmarketable Parcel by the Closing Date, your entire Unmarketable Parcel will be bought-back by the Company.

15. Important notes

The details on how to complete and return the Share Retention Form are set out in the Share Retention Form. You may return your Share Retention Form to the Company as follows:

By email: investors@complii.com.au

By post: L6, 56 Pitt St, Sydney NSW 2000

In person: (between Sydney office hours of 9.00am – 5.00pm AEDT)

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If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold shares in the Company.

The Company reserves its right to change any of the dates referred to in the accompanying letter, this Information Sheet or the Share Retention Form by written notice to the ASX. Before the Closing Date of the Buy-Back, the Company may elect to suspend or terminate an offer under the Buy-Back either generally or in specific cases.

Share Retention Form

Return your Form to the Company:

By email: investors@complii.com.au

By post: L6, 56 Pitt St, Sydney NSW 2000

By person: L6, 56 Pitt St Sydney NSW 2000

Number of shares held at 7.00pm (AEDT) on 24 January 2022:	
ASX Security code:	CF1
Holder Reference (SRN/HIN):	

If you wish to retain your shares, your Form must be received by the Company by 5.00pm (AEDT) on Friday, 18 March 2022

This is an important document that requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. It can only be used in relation to your shareholding represented by the details printed above. If you are in doubt about how to deal with this Form, please contact your financial or other professional adviser.

Step 1:	PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES	☐
Step 2:	Provide your contact details:	
	Telephone number: _____	
	Contact name: _____	
	Email address: _____	
Step 3:	Sign and return the Form. By signing and returning this Form in accordance with the instructions set out overleaf, I/we confirm that I/we understand that my/our SHARES WILL NOT BE BOUGHT BACK under the minimum holding buy-back offer.	

I/We authorise you to act in accordance with my/our instructions set out above.

Individual/securityholder 1	Securityholder 2	Securityholder 3
Sole Director or Sole Director & Sole Company Secretary	Director	Director/Company secretary

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INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTION - RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided.

Should you validly sign the Form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

SIGNING REQUIREMENTS

- Individual: Where the holding is in one name, the Shareholder must sign.
- Joint holding: Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney: If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies: To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
- Estates: If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE RETENTION FORM

IMPORTANT! Share Retention Forms can be returned in person, by post or by email. Share Retention Forms cannot be returned by facsimile.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to six business days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

By email:	investors@complii.com.au
By post:	L6, 56 Pitt St, Sydney NSW 2000
In person:	(Between Sydney office hours 9.00am – 5.00pm AEDT) L6, 56 Pitt St, Sydney NSW 2000