

## **Proposed Acquisition of Registry Direct Presentation**

Complii FinTech Solutions Limited (**Complii** or the **Company**) (CF1.ASX) is pleased to release a copy of a presentation providing information relating to the proposed acquisition of Registry Direct Limited, the details of which were announced to ASX on 6 June 2022.

This announcement is authorised by the Board of Complii Fintech Solutions Limited.

**- ENDS -**

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# Takeover Announcement

**registry**  **direct**

JUNE 2022



## Key transaction highlights



### Broaden revenue base

- Issuer client registry subscriptions (ARR)



### Grow corporate client base

- Access to all clients and users of Complii plus PrimaryMarkets unlisted companies and funds + global investor network.



### Added value for broker clients

- One stop shop for corporate deal and trading in unlisted companies and funds



### Governance & operational synergies

- Savings in ASX listing fees, compliance, Board, Audit, Secretarial and other overheads



### Cross-promotional potential

- 700+ Registers & 100,000 + holdings
- 117 AFSL clients (including Shaw and Partners, Canaccord Genuity, Blue Ocean)
- 3,500+ registered Complii users (brokers/financial planners)
- 110,000+ PrimaryMarkets global investors network

# In brief

## Complii FinTech Solutions is enhancing its competitive market position by offering to acquire Registry Direct Limited (ASX.RD1) in an all-scrip Takeover Offer

- Registry Direct provides share and unit registry software and services
- Technology ready for technical accreditation to the new DLT CHESS replacement system
- Current clients include Meta (Facebook), Starbucks, Sequoia and Adobe, plus hundreds more
- End to End Compliant & Efficient technology
- Full company management from inception, seed raising tools, unlisted trading, listing tools and investor management

### A Complementary and Relevant Acquisition for Complii Group

- Ties into the recent acquisition of PrimaryMarkets, Australia's leading trading platform for unlisted securities
- Offers further functions to Complii's widely used Capital Raising platform
- Integration will extend Complii's product breadth and competitive value proposition

Complii  
CAPITAL RAISING



registrydirect



**"One stop" solution for  
Companies, Stockbrokers  
and private equity traders**



# Summary

## Post Complii Group Client Sample

registrydirect

XTB

Meta

Complii  
FinTech Solutions Ltd

cg/Canaccord  
Genuity

AUSIEX

MST  
Financial

ShawandPartners

PRIMARYMARKETS<sup>®</sup>  
a Complii Company .com

FEDERATION

animoca  
BRANDS

Caddie

SHARTRU WEALTH

integrity.

The Registry Direct (ASX.RD1) takeover proposal is the latest potential strategic acquisition for Complii (ASX.CF1), as it continues to evolve into becoming the leading end-to-end technology service provider for AFSL holders. As a share and unit registry, Registry Direct fits neatly into Complii's strategy of managing all corporate activity (including governance and control processes) that follows a business's inception and includes future liquidity driven events, including capital raisings and IPOs. The only activities not part of Complii's future vision for the platform include market data, listing execution (ASX) and clearing.

Registry Direct is highly complementary as it will provide access and engagement to ~100,000+ holdings with investors, advisers and companies. Registry Direct has ~700+ unlisted companies and trusts, which should provide Complii's Primary Markets with future liquidity and private trading hub opportunities, when these companies look to offer liquidity for shareholders, require additional capital, undertake sell downs and/or progress towards an ASX listing.

Registry Direct has leading technology and is ready for accreditation to ASX's new DLT CHESS system. Capabilities include capital management and investor engagement tools to grow companies and trusts from inception through listing.

Registry Direct will significantly benefit from Complii's AFSL network to grow their customers and service, as Complii has already been adopted by more than a quarter of Australia leading broker and adviser aggregators.

Complii is seeking to acquire 100% of Registry Direct in an all-scrip bid, which will represent approximately 18.2% of the Complii Group on an undiluted basis.

The Takeover Offer is subject to the satisfaction of certain bid conditions, including a 90% minimum acceptance from Registry Direct shareholders.



# About Complii

## Equipping AFSL holders for success

Complii is assembling Australia's first and only fully integrated, SaaS platform custom designed for AFSL holders.

The integrated set of SaaS modules serve to:

➔ **EMPOWER** participation in and management of higher flows of corporate deals, capital raisings or private equity trading across an ever wider array of investors

➤ **ENABLE** transparent management of AFSL compliant processes to save adviser time and minimise organisational risks

✓ **ENSURE** that all aspects of AFSL reporting and training are undertaken in a fully compliant way, providing tools and safeguards to identify and prevent criminal activity

The integration of **Registry Direct** will substantially **ENABLE** more efficient and timely investor engagement and transactional management





# Group growth strategy

Growth strategy is a layered approach,  
to build recurring subscription revenue



## Corporate growth

Acquisition of complementary technology and integrated services and customers with additional product offerings



## Organic growth via cross-module sales to increase client penetration

Ensure existing clients are aware of the full suite of the products and enhancements of their existing modules to increase operational and administrative efficiencies inclusive of unlisted trading services



Continue to grow market footprint and be the fully integrated end to end provider across:

- > Stockbrokers
- > Corporate advisory firms
- > Wealth managers
- > Financial planners
- > Banks
- > International Corporates
- > Private companies
- > Sophisticated investors



# Stronger competitive differentiation

## Complii's Private Equity / Unlisted Company focus

- Registry Direct acquisition consolidates Complii Group's competitive advantage to support further penetration of this key market sector
- Addition of a proven share registry capability effectively completes Complii's support all key aspects of this activity
- Enhances Complii's aim to facilitate T+0 execution and settlement of secondary trading of securities in unlisted companies and funds.
- Complii has established Australia's first fully AFSL compliant platform for private equity trading and capital raising amongst AFSL firms, sophisticated investors, private equity firms and institutional fund managers
- Already adopted by more than 1 in 4 of Australia's leading broker and adviser aggregators





# Key statistics – post transaction

	Compli <sup>↓</sup>	PRIMARY MARKETS	registry <sup>▶</sup> direct
AFSL clients (broker/financial planning firms)	117		
Registered users (members of AFSL client firms)	3,500+		
Advisor Bid – new capital raised using CF1 software (FY21)	\$14.2B		
Global investor network		110,000+	
New capital raisings “live” on platform as of 24 May 2022		18	
Secondary trading opportunities in unlisted companies and funds “live” on platform as of 24 May 2022		59	
Share Registry – unlisted companies			358
Share Registry – unlisted funds			295
Share Registry – listed companies			8
Share Registry – listed funds			24
Share Registry – holdings			100,000+
Registry Services – Employee Share Scheme			52



# Opportunities



Opportunities for cross-promotion with integration and added-value offerings for Complii Group clients.

## Integration

- Corporate finance managers can now outsource all aspects of corporate deal administration
- Privately listed companies can outsource all aspects of online equity trading

## Added value

- Corporate Registrars can more readily access and integrate additional compliance options
- Educational offers can be more widely delivered through Investor portals



# Takeover Transaction Details

## Transaction Details\*

The proposed capital structure of the Company following completion of the Takeover Offer and issues of all securities contemplated are set out below

HOLDER	SHARES	OPTIONS	PERFORMANCE RIGHTS
Current CF1 securities	417,135,994	115,107,037	35,346,411
Shares to be issued pursuant to the Takeover Offer	92,898,757	2,111,111	
Retainer Shares to be issued to MST Financial (estimated)	1,388,889		
Total	511,423,640	117,218,148	35,346,411

## Indicative Capital Structure Post Transaction

ASX Code	CF1
Share price	\$0.094
Shares on Issue	511,423,640
Market Capitalisation	\$48,073,822

\*Source: Complii ASX announcement dated 6 June 2022

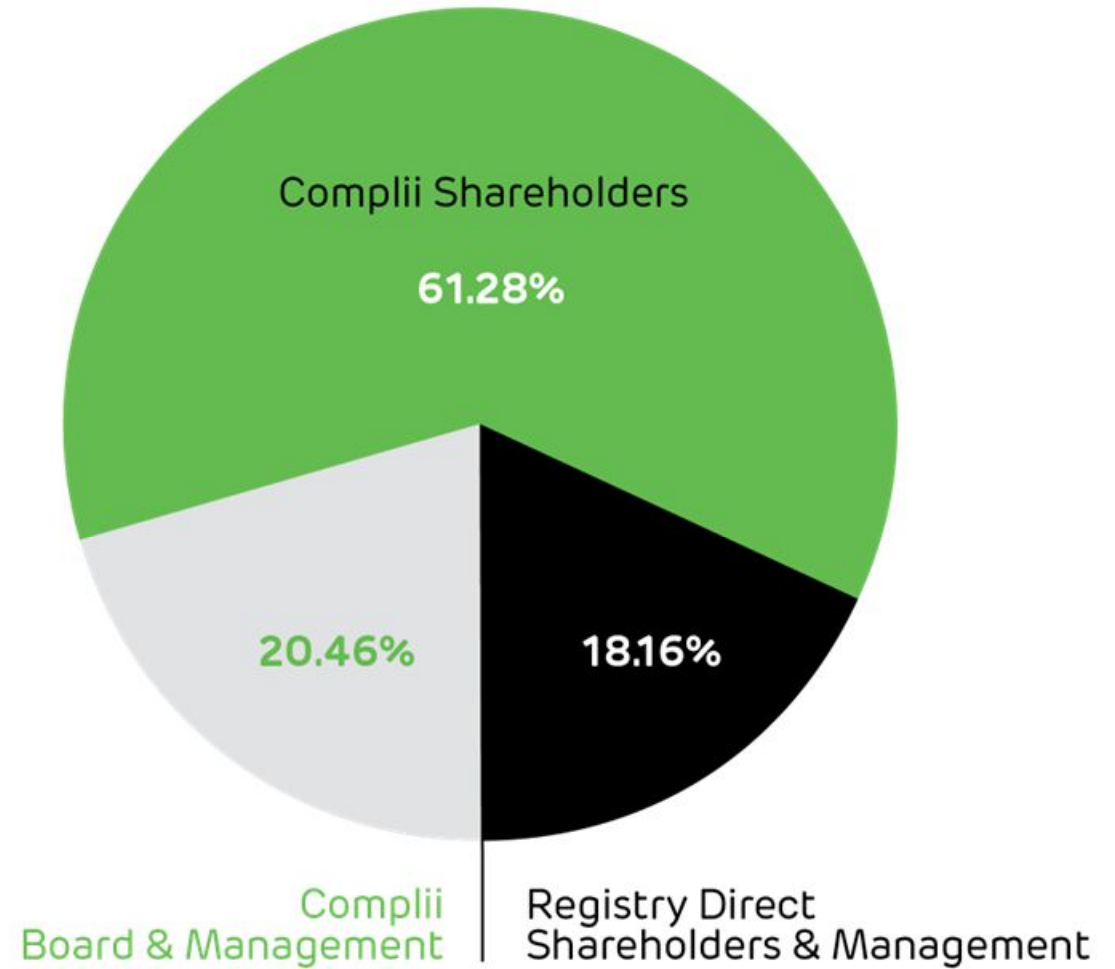


# Pro Forma Capital Structure



“We are now able to provide a full end-to-end digital service offering to our customers which positions us to maintain our first mover advantage across all facets of our industry. Complii believes that the takeover will provide both Complii and Registry Direct with additional and complementary business opportunities for their respective current operations”

**Craig Mason**  
Executive Chairman - Complii



Total Shares on Issue = 511,423,640

Registry Direct shareholders to represent circa 18% of post transaction shareholding in Complii

# Pro Forma Group Growth Performance

## RD1 - CF1 Combined Group Financials – Pro Forma

		FY19 <sup>1</sup> ACTUAL	FY20 <sup>1</sup> ACTUAL	FY21 ACTUAL	Q1-Q3 YTD FY22 <sup>4</sup> 9 MONTHS ACTUAL <sup>6</sup>
Group Revenues	Complii	\$1,040,171	\$1,326,913	\$2,147,441	\$2,097,179
	PrimaryMarkets	\$758,123 <sup>3</sup>	\$1,991,416 <sup>2</sup>	\$1,414,722	\$5,929,605
	Registry Direct	\$804,668	\$593,663	\$807,812	\$817,413
	<b>Total Revenue</b>	<b>\$2,602,962</b>	<b>\$3,911,992</b>	<b>\$4,369,975</b>	<b>\$8,844,197</b>
	R&D – Complii <sup>5</sup>	\$369,063	\$385,420	\$573,917	\$942,080
	R&D + Gov't Grants PrimaryMarkets <sup>5</sup>	\$951,277	\$586,199	\$764,890	\$72,337
	R&D - Registry Direct <sup>5</sup>	-	\$236,832	\$297,625	\$257,521
	<b>Total Revenue and Income</b>	<b>\$3,923,302</b>	<b>\$5,120,443</b>	<b>\$6,006,407</b>	<b>\$10,116,135</b>
Group Expenses	Complii	(\$2,241,760)	(\$5,672,024)	(\$6,915,598)	(\$5,238,213)
	PrimaryMarkets	(\$5,262,660) <sup>3</sup>	(\$1,966,281)	(\$2,309,628)	(\$2,936,286)
	Registry Direct	(\$2,273,267)	(\$1,742,023)	(\$1,450,364)	(\$1,633,213)
	<b>Total Expenses</b>	<b>(\$9,777,687)</b>	<b>(\$9,380,328)</b>	<b>(\$10,675,590)</b>	<b>(\$9,807,712)</b>
Cash at Bank	Complii	\$174,462	\$152,084	\$3,998,180	\$5,924,000
	Registry Direct	\$128,846	\$117,365	\$1,318,219	\$2,574,000
	<b>Total Cash at Bank</b>				<b>\$8,498,000</b>

**Notes** 1. Complii FY19 and FY20 – information relates to the Complii business prior to the reverse takeover of Intiger Group Limited. 2. PM FY20 - Includes Debt Forgiveness of \$1.29m. 3. PM FY19 - Includes Employee Benefits of \$2.8m + R&D & Gov't Grants Direct Exp of \$0.84m. 4. Q1-Q3 YTD FY22 as per Complii and Registry Direct Appendix 4C's lodged with ASX and unaudited financial information. 5. R&D relates to prior year R&D tax incentive rebates. 6. Complii acquired PrimaryMarkets on 4 November 2021. The information included for PrimaryMarkets is from 1 July 2021 to 31 March 2022. This will differ to Complii's consolidated financial information, which includes PrimaryMarkets from the date of acquisition.



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