

## Improved and Final Takeover Offer Consideration

- ii **Improved Offer Consideration** of 1 Complii Share for every 4.5 Registry Direct Shares and 1 Complii Consideration Option for every 3 Complii Shares received (previously 1 Complii Share for every 4.5 Registry Direct Shares)
- ii **The Improved Offer Consideration is best and final and there will be no increase in the offer** except in limited circumstances noted below, including a competing proposal or material positive change in circumstances with respect to Registry Direct
- ii Complii's Improved Offer Consideration represents compelling value and a significant premium for Registry Direct shareholders relative to the respective unaffected volume weighted average share prices (**VWAPs**) of both companies
- ii **Complii has received acceptances of 51.47% of the Registry Direct Shares** (as at release of this announcement) and has the unanimous support from the Registry Direct Directors, in the absence of a Superior Proposal<sup>1</sup>
- ii **The Takeover Offer will close at 5:00 pm (AEST) on 19 August 2022 and will not be extended** except in limited circumstances noted below.

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**) is pleased to announce an increased offer for all of the fully paid ordinary shares in Registry Direct Limited (ASX: RD1) (**Registry Direct**).

### Improved Offer Consideration

Complii's improved Offer Consideration is best and final and will not be increased, in the absence of either:

- ii a Competing Proposal<sup>2</sup>; or
- ii an announcement being made which Complii considers is or is likely to be a material positive change to the operational or financial circumstances in respect of Registry Direct.

The Improved Offer Consideration represents an attractive and significant implied premium for Registry Direct Shareholders at various volume weighted average share prices (**VWAPs**)<sup>3</sup>:

- ii **76.4% over the last trading day VWAP** (prior to the Announcement Date) of \$0.0110 for Registry Direct Shares, at an implied offer price of \$0.0201 based on Complii's last trading day VWAP;

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<sup>1</sup> As defined in the Bidder's Statement dated 20 June 2022

<sup>2</sup> As defined in the Bidder's Statement dated 20 June 2022

<sup>3</sup> Each Complii Share VWAP as of 3 June 2022, being the last trading day prior to the Announcement Date of 6 June 2022.

- ii 55.9% over Registry Direct's 10 trading day VWAP of \$0.0113 for Registry Direct Shares, at an implied offer price of \$0.0183 based on Complii's 10 day VWAP; and
- ii 32.7% over the 30 day VWAP of \$0.0141 for Registry Direct Shares, at an implied offer price of \$0.01944 based on Complii's 30 day VWAP.

The Complii Consideration Options have an implied value of \$0.0303 each based on a Hoadleys Option 1 Model (a Black-Scholes model) using an implied volatility of 86.30% which is based on volatilities of comparable ASX-listed companies and a risk-free rate of 2.49% (Risk-free rate being the 2-year government bond yield as at 29 July 2022).

Based on the Improved Offer Consideration and the valuation set out above, the Takeover Offer implies an equity value of approximately \$9.048 million<sup>4</sup>.

The Improved Offer Consideration extends to all Registry Direct Shares currently on issue. Separate offers have been made for Registry Direct options, on terms that are consistent with the original Takeover Offer and no change to those offers will be made.

All Registry Direct Shareholders (including those who have already accepted the Takeover Offer) will be automatically entitled to receive the Improved Offer Consideration. Registry Direct Shareholders who have already accepted the Takeover Offer do not need to do anything further.

The Improved Offer Consideration remains subject to a 90% minimum acceptance by Registry Direct shareholders.

Complii will not further extend the Takeover Offer Period beyond 19 August 2022 except where permitted or required by the Corporations Act. This includes where:

- ii Complii is entitled to increase the Takeover Offer Consideration in the limited circumstances noted above; or
- ii the Takeover Offer is automatically extended pursuant to the Corporations Act which may arise if, in the last week of the Takeover Offer Period:
  - o Complii's voting power in Registry Direct increases to more than 50%; or
  - o the Improved Offer Consideration is varied to increase the consideration in the limited circumstances noted above.

### **Accepting the Improved Offer Consideration under the Takeover Offer**

The Board of Registry Direct has unanimously recommended Registry Direct shareholders accept the Takeover Offer in the absence of a Superior Proposal, and they each intend to accept the Takeover Offer

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<sup>4</sup> Calculated as \$0.0194 multiplied by the 418,044,405 Registry Direct Shares currently on issue, plus \$0.0303 multiplied by the 30,966,252 Complii Consideration Options to be issued.

for all shares that they own or control (representing approximately 20.34% of all shares in Registry Direct), in the absence of a superior offer, and subject to the level of acceptances of the Takeover Offer (including their own proposed acceptance) being at least 80%.

On 3 August 2022, Mr Steuart Roe (a Registry Direct Director) and his associated entity, Trafalgar Street Nominees Pty Ltd atf The Roe Superannuation Fund, accepted the Takeover Offer in respect of the Registry Direct Shares held by them. These shareholders collectively hold 78,359,149 Registry Direct Shares, representing approximately 18.74% of the total Registry Direct Shares. As a result of these acceptances, Complii has a relevant interest in 215,172,391 Registry Direct Shares, representing approximately 51.47% of the total Registry Direct Shares.

The Improved Offer Consideration is best and final (subject to the qualifications noted above). Accordingly, there is no benefit in delaying acceptance and Complii encourages Registry shareholders to accept the Improved Offer Consideration as soon as possible to enable consideration payment to be made at the earliest possible time. Registry Direct shareholders may accept the Takeover Offer by following the instructions in the Bidder's Statement dated 20 June 2022 (see section 11.4) and a new acceptance form will accompany the Supplementary Bidder's Statement being sent to Registry Direct Shareholders shortly. As noted above, Registry Direct Shareholders who have already accepted the Takeover Offer do not need to complete a new acceptance form and will automatically receive the Improved Takeover Offer Consideration.

Registry Direct shareholders who require assistance can contact Complii on +61 (02) 9235 0028 between 9:00am and 5:00pm (AEST), Monday to Friday or via email at [investors@complii.com.au](mailto:investors@complii.com.au).

### Further Information

Detailed information relating to the Improved Offer Consideration is set out in the Supplementary Bidder's Statement, including an amendment to the Bid Implementation Agreement between the parties to effect the Improved Offer Consideration. The Supplementary Bidder's Statement has been released to the ASX today and will be and dispatched to Registry Direct shareholders shortly.

This announcement has been authorised by the Board of Complii FinTech Solutions Ltd.

- ENDS -

For more information please contact:



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Executive Chairman

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Our Ref: 220080

3 August 2022

The Manager  
Market Announcements Office  
ASX Limited

Contact  
**David Woodford**  
03 8621 8886  
dwoodford@grillohiggins.com.au

Dear Sir / Madam

**TAKEOVER BID BY COMPLII FINTECH SOLUTIONS LTD FOR REGISTRY DIRECT LIMITED –  
SUPPLEMENTARY BIDDER'S STATEMENT AND NOTICE OF VARIATION**

We act for Complii FinTech Solutions Ltd (ACN 098 238 585) (ASX:CF1) (**Complii**).

We attach, by way of service pursuant to sections 647(3)(b) and 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- (a) a copy of Complii's supplementary bidder's statement in relation to Complii's off-market takeover bid for all of the issued ordinary shares in Registry Direct Limited (ACN 160 181 840) (**Offer**); and
- (b) a formal notice of variation to the Offer to increase the share offer consideration from one Complii Share for every 4.5 Registry Direct Shares, to one Complii Share for every 4.5 Registry Direct Shares plus for every 3 Complii Shares received under the Offer, 1 unlisted option to acquire a Complii Share, exercisable at \$0.125 each and expiring 31 August 2024, and on the terms set out in the supplementary bidder's statement (**Complii Consideration Options**).

The supplementary bidder's statement and notice of variation have been lodged today with the Australian Securities and Investments Commission and served on Registry Direct, and will shortly be dispatched to Registry Direct shareholders.

Yours faithfully



**David Woodford**  
Partner

## **Supplementary Bidder's Statement in relation to the Takeover Offer**

By

**Complii FinTech Solutions Ltd**  
**ACN 098 238 585**

To acquire all of your fully paid shares in

**Registry Direct Limited**  
**ACN 160 181 840**

**for Improved Offer Consideration** from 1 (one) Complii Share for every  
4.5 (four and a half) of your Registry Direct Shares

**increasing to:**

- (a) **for every 4.5 Registry Direct Shares held as at the Register Date, 1 Complii Share; and**
- (b) **for every 3 Complii Shares received under the Takeover Offer, 1 Complii Consideration Option.**

## **Important information**

This Supplementary Bidder's Statement is dated 3 August 2022 (**Supplementary Bidder's Statement**) and is issued pursuant to section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Complii FinTech Solutions Ltd ACN 098 238 585 (**Complii**) to the bidder's statement lodged with the Australian Securities and Investment Commission (**ASIC**) and Australian Securities Exchange (**ASX**) on 20 June 2022 (**Bidder's Statement**) in relation to Complii's off market takeover offer to acquire all of the ordinary fully paid shares in Registry Direct Limited ACN 160 181 840 (**Registry Direct**).

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 3 August 2022. Neither ASIC nor any of its officers takes any responsibility for the content of this Supplementary Bidder's Statement.

This Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement. Unless the context requires otherwise, terms in this Supplementary Bidder's Statement have the same meaning given in the Bidder's Statement. This Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement.

## **Notice to Foreign Shareholders**

The distribution of this Supplementary Bidder's Statement and the making of the Takeover Offer may be restricted by the laws or regulations of foreign jurisdictions. Persons who come into possession of this Bidder's Statement must observe these restrictions.

The Takeover Offer is not being made, directly or indirectly, in or into, and will not be capable of acceptance from within any jurisdiction, if to do so would not be in compliance with the laws of that jurisdiction.

No action has been taken to register or qualify Complii or to otherwise permit the offering of Complii Shares outside Australia and its external territories.

This Supplementary Bidder's Statement has been prepared having regard to Australian legal disclosure requirements. These disclosure requirements may differ from those of other countries.

## **Important Notices**

This Supplementary Bidder's Statement does not take into account the individual investment objectives, tax position, financial or other particular needs of any person. It does not contain financial product advice. You should seek independent legal, investment, financial or taxation advice.

## 1. IMPROVED OFFER CONSIDERATION

Complii is pleased to confirm an increased Offer from 1 Complii Share per 4.5 Registry Direct Shares to the following:

- (a) for every 4.5 Registry Direct Shares, 1 Complii Share; and
- (b) for every 3 Complii Shares received, 1 Complii unlisted option exercisable at \$0.125 each and expiring 31 August 2024, and otherwise on the terms set out at Section 5 (**Complii Consideration Options**),

being the **Improved Offer Consideration**.

Complii confirms that the Improved Offer Consideration is **BEST AND FINAL AND WILL NOT BE INCREASED**, in the absence of either:

- (a) a Competing Proposal; or
- (b) an announcement being made which Complii considers is or is likely to be a material positive change to the operational or financial circumstances in respect of Registry Direct.

Complii's announcement in respect of the Improved Offer Consideration is annexed to this Supplementary Bidder's Statement, together with a new Acceptance Form. All Registry Direct Shareholders (including those who have already accepted the Takeover Offer) will be entitled to receive the Improved Offer Consideration. Registry Direct Shareholders who have already accepted the Takeover Offer do not need to complete a new Acceptance Form.

The Registry Direct Directors continue to unanimously recommend that Registry Direct Shareholders ACCEPT the Takeover Offer, in the absence of a Superior Proposal.

## 2. IMPLIED VALUE OF THE IMPROVED OFFER CONSIDERATION

The Improved Offer Consideration represents an attractive and significant implied premium for Registry Direct Shareholders at various volume weighted average share prices (**VWAPs**)<sup>1</sup>:

- (a) 76.4% over the last trading day VWAP (prior to the Announcement Date) of \$0.0110 for Registry Direct Shares, at an implied offer price of \$0.0201 based on Complii's last trading day VWAP;
- (b) 55.9% over Registry Direct's 10 trading day VWAP of \$0.0113 for Registry Direct Shares, at an implied offer price of \$0.0183 based on Complii's 10 day VWAP; and
- (c) 32.7% over the 30 day VWAP of \$0.0141 for Registry Direct Shares, at an implied offer price of \$0.01944 based on Complii's 30 day VWAP.

The Complii Consideration Options have an implied value of \$0.0303 each based on a Hoadleys Option 1 Model (a Black-Scholes model) using an implied volatility of 86.30% which is based on

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<sup>1</sup> Each Complii Share VWAP as of 3 June 2022, being the last trading day prior to the Announcement Date.

volatilities of comparable ASX-listed companies and a risk-free rate of 2.49% (Risk-free rate being the 2-year government bond yield as at 29 July 2022).

Based on the Improved Offer Consideration and the valuation set out above, the Takeover Offer implies an equity value of approximately \$9.048 million<sup>2</sup>.

As Complii Shares are listed on the ASX, the market price of Complii Shares can fall as well as rise and may be subject to varied and unpredictable influences. As a result, implied value of the Takeover Offer will change as a consequence of changes in the market price of Complii Shares from time to time. Accordingly, there is no guarantee that the Complii Shares offered (or issued on exercise of the Complii Consideration Options) will trade at or above pre-Takeover Offer or prevailing market prices.

### 3. PRO FORMA CAPITAL STRUCTURE OF THE MERGED GROUP

Assuming Complii acquires 100% of the Registry Direct Shares, the following shows the approximate capital structure of Complii as at the date of this Supplementary Bidder's Statement and as it will be immediately following completion of the Takeover Offer under the Improved Offer Consideration (subject to rounding):

	Complii Shares	Complii Options	Complii Performance Rights
Existing Complii holders <sup>1</sup>	417,411,157	114,831,874	35,346,411
Securities offered to Registry Direct Shareholders under the Takeover Offer <sup>2</sup>	92,898,757	30,966,252	-
Options to be issued to Registry Direct Optionholders at completion of the Takeover Offer <sup>3</sup>	-	1,388,889	-
Shares issued to Corporate Advisor <sup>4</sup>	1,388,889	-	-
<b>TOTAL</b>	<b>511,698,803</b>	<b>147,187,015</b>	<b>35,346,411</b>

#### Notes:

1. Assumes no new securities are issued by Complii, except for as contemplated under the Takeover Offer contained in this Supplementary Bidder's Statement.
2. Assuming 100% acceptance of the Takeover Offer.
3. Registry Direct currently has 9,500,000 Registry Direct Options on issue. As set out in the Bidder's Statement, it was proposed that, following completion of the Takeover Offer, the Company would exchange those Registry Direct Options with 2,111,111 new Complii Options. However, as the closing date of the Takeover Offer has been extended to 19

<sup>2</sup> Calculated as \$0.0194 multiplied by the 418,044,405 Registry Direct Shares currently on issue, plus \$0.0303 multiplied by the 30,966,252 Complii Consideration Options to be issued (as illustrated in Section 3).



August 2022, being after expiry of certain of those Registry Direct Options, only 1,388,889 Complii Options will now be issued with respect to those Registry Direct Options.

4. On completion of the Takeover Offer, Complii will issue \$125,000 worth of fully paid ordinary Complii shares to MST Financial Services Pty Ltd (or its nominee) for advisory services associated with the Takeover Offer. The price per share will be the 20 day VWAP to the date of completion of the Takeover Offer, where a price of \$0.09 per share has been used above for indicative purposes. These shares will be escrowed for 12 months.

#### 4. PRO FORMA CAPITAL STRUCTURE OF THE MERGED GROUP

The pro forma balance sheet as at 31 December 2021 set out below (**Pro Forma Balance Sheet**) has been prepared for illustrative purposes only and on the assumption that the acquisition of the ownership interest in Registry Direct occurred on one day, that is, there are no staged acquisitions.

The Pro Forma Balance Sheet has been prepared assuming that Complii acquires 100% of Registry Direct.

The Pro Forma Balance Sheet has been prepared in accordance with the measurement and recognition principles of International Financial Reporting Standards.

The Pro Forma Balance Sheet is indicative only. Complii has drawn its own conclusions based on the known facts and other publicly available information.

This Section should be read in conjunction with the underlying financial information from which it was extracted, and the accounting policies of Complii and Registry Direct as disclosed in their most recent financial reports.

The “Merger takeover and key subsequent event adjustments” set out in the Pro Forma Balance Sheet are on an unaudited basis as at 31 March 2022.

	Complii	Registry Direct	Merger Takeover and Key Subsequent Event Adjustments	Pro Forma Combined Group
	31-Dec-22 (Review)	31-Dec-22 (Review)	\$	\$
	\$	\$		
<b>Assets</b>				
<b>Current Assets</b>				
Cash and Cash Equivalents	4,756,378	2,863,373	751,090	8,370,841
Trade and Other Receivables	238,738	103,036	-	341,774
Other Current Assets	91,255	19,686	-	110,941

<b>Total Current Assets</b>	<b>5,086,371</b>	<b>2,986,095</b>	<b>751,090</b>	<b>8,823,556</b>
<b>Non-Current Assets</b>				
Property, Plant and Equipment	41,730	6,750	3,000	51,480
Intangible assets <sup>1</sup>	6,207,139	570,033	5,153,436	11,930,608
Right-of-use assets	65,427	-	-	65,427
Financial assets	71,704	-	-	71,704
<b>Total Non-Current Assets</b>	<b>6,386,000</b>	<b>576,783</b>	<b>5,156,436</b>	<b>12,119,219</b>
<b>Total Assets</b>	<b>11,472,371</b>	<b>3,562,878</b>	<b>5,907,526</b>	<b>20,942,775</b>
<b>Liabilities</b>				
<b>Current Liabilities</b>				
Trade and Other Payables	657,205	124,572	-	781,777
Financial liabilities	-	-	-	-
Provisions	300,719	147,496	-	448,215
Loans and other borrowings <sup>2</sup>	-	5,910	(5,910)	-
Lease Liability	71,989	-	-	71,989
<b>Total Current Liabilities</b>	<b>1,029,913</b>	<b>277,978</b>	<b>(5,910)</b>	<b>1,301,981</b>
<b>Non-Current Liabilities</b>				
Provisions	121,751	42,696	-	164,447
Loans and other borrowings <sup>3</sup>	-	-	-	-
Lease Liability	9,592	-	-	9,592
<b>Total Non-Current Liabilities</b>	<b>131,343</b>	<b>42,696</b>	<b>-</b>	<b>174,039</b>
<b>Total Liabilities</b>	<b>1,161,256</b>	<b>320,674</b>	<b>(5,910)</b>	<b>1,476,020</b>
<b>Net Assets</b>	<b>10,311,115</b>	<b>3,242,204</b>	<b>5,913,436</b>	<b>19,466,755</b>
<b>Equity</b>				
Issued capital <sup>1</sup>	20,303,731	9,630,276	(2,045,274)	27,888,733
Reserves <sup>1</sup>	1,479,975	264,424	716,215	2,460,614
Accumulated Losses <sup>3</sup>	(11,472,591)	(6,652,496)	7,242,496	(10,882,591)
	10,311,115	3,242,204	5,913,436	19,466,755
Equity attributable to non-controlling interests	-	-	-	-
<b>Total Equity</b>	<b>10,311,115</b>	<b>3,242,204</b>	<b>5,913,436</b>	<b>19,466,755</b>

Notes:

(1) - Issue of Ordinary Shares and Options

(2) - Includes the goodwill on acquisition of Registry Direct and software development costs for the 3 months to 31 March 2022

(3) - Includes Fees of \$250,000 paid to MST Financial. \$125,000 paid in cash and the balance paid in fully paid ordinary shares.

## 5. TERMS AND CONDITIONS OF COMPLII CONSIDERATION OPTIONS

A summary of the terms and conditions of the Complii Consideration Options is set out below:

(a) Entitlement

Each Complii Consideration Option entitles the holder to subscribe for one Complii Share upon exercise of the Complii Consideration Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Complii Consideration Option will be \$0.125 (**Exercise Price**).

(c) Expiry Date

Each Complii Consideration Option will expire at 5:00 pm (AEST) on 31 August 2024 (**Expiry Date**). A Complii Consideration Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Complii Consideration Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Complii Consideration Options may be exercised during the Exercise Period by notice in writing to Complii in the manner specified on the Complii Consideration Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Complii Consideration Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to Complii.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Complii Consideration Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Complii Shares on exercise

Within five Business Days after the Exercise Date, Complii will:

- (i) issue the number of Complii Shares required under these terms and conditions in respect of the number of Complii Consideration Options specified in the Notice of Exercise and for which cleared funds have been received by Complii;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if Complii is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure

that an offer for sale of the Complii Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Complii Shares issued pursuant to the exercise of the Complii Consideration Options.

If a notice delivered under paragraph (g)(i) above for any reason is not effective to ensure that an offer for sale of the Complii Shares does not require disclosure to investors, Complii must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Complii Shares does not require disclosure to investors.

- (h) Complii Shares issued on exercise

Complii Shares issued on exercise of the Complii Consideration Options rank equally with the then issued shares of Complii.

- (i) Reconstruction of capital

If at any time the issued capital of Complii is reconstructed, all rights of an holder of Complii Consideration Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

- (j) Participation in new issues

There are no participation rights or entitlements inherent in the Complii Consideration Options and holders will not be entitled to participate in new issues of capital offered to Complii Shareholders during the currency of the Complii Consideration Options without exercising the Complii Consideration Options.

- (k) Change in exercise price

Subject to paragraph (i) above, a Complii Consideration Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Complii Consideration Option can be exercised.

- (l) Transferability

The Complii Consideration Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## **6. AMENDMENT TO THE BID IMPLEMENTATION AGREEMENT**

On 3 August 2022, Complii entered into a deed with Registry Direct to amend the Bid Implementation Agreement (**Amendment Deed**) to reflect the Improved Offer Consideration. The Amendment Deed is annexed to this Supplementary Bidder's Statement.

## **7. AUSTRALIAN TAX CONSIDERATIONS**

In addition to the Australian Tax Considerations set out in the Bidder's Statement, set out below is a general summary of the Australian taxation consequences of receiving the Complii Consideration Options under the Improved Offer Consideration that hold their Registry Direct Shares on capital account and are Australian tax residents for Australian income tax purposes. This Section is based on Australian income tax legislation and relevant Australian Taxation Office (**ATO**) guidance material as at the date of this Supplementary Bidder's Statement.

In the original Bidder Statement, scrip-for-scrip rollover would apply if only shares were exchanged for shares. The consequence being, if available and a Registry Direct Shareholder choose Capital Gains Tax (CGT) scrip-for-scrip roll-over relief, a capital gain arising on the disposal of their Registry Direct Shares in exchange for Complii Shares would be disregarded.

However, under the Improved Offer Consideration, the capital proceeds paid to Registry Direct Shareholders in respect of their Registry Direct Shares includes shares and unlisted options in Complii (i.e., the replacement interest).

Where the replacement interest is unlisted options in Complii, it will constitute 'ineligible proceeds', which do not qualify for rollover under the special tax rules. In this regard, a capital gain will only be partially disregarded if, in addition to shares, the capital proceeds include unlisted options.

On this basis, roll-over is denied for the portion of the Registry Direct Shares which is attributable to the unlisted options (i.e., the ineligible proceeds). The cost base of the ineligible part is the cost base of the Registry Direct Shares that is reasonably attributable to it. Therefore, under the Improved Offer Consideration, there would only be partial CGT scrip-for-scrip rollover relief for the Registry Direct Shareholders.

In respect of the part of the capital proceeds which is referable to the unlisted options (i.e., the ineligible proceeds), the following general treatment should apply to Registry Direct Shareholders:

- (a) a capital gain if the market value of the unlisted options received exceeds the portion of the cost base of Registry Direct Shares that is reasonably attributable to the unlisted options; or
- (b) a capital loss if the market value of the unlisted options received is less than the portion of the reduced cost base of the Registry Direct Shares that is reasonably attributable to the unlisted options.

Registry Direct Shareholders should seek separate independent professional taxation advice as to the application of the rollover, including determining the market value of the unlisted options.

## **8. ACCEPTANCE FORM**

An updated Acceptance Form is enclosed for your convenience. Registry Direct Shareholders can also continue to use the previous Acceptance Form that was included with the Bidder's Statement.

To accept the Takeover Offer please return the completed Acceptance Form in accordance with the directions set out in the Acceptance Form.

If you have already accepted the Takeover Offer and returned an Acceptance Form, you do not need to take any further action.

#### **9. RELEVANT INTEREST OF COMPLII**

As set out in the ASIC Form 604 – Notice of change of interests of substantial holder lodged with ASX on 3 August 2022, Complii held a relevant interest in 215,172,391 Registry Direct Shares, representing approximately 51.47% of the total Registry Direct Shares on issue. This notification includes the acceptances under the Takeover Offer as set out in Section 10 below.

#### **10. ACCEPTANCES OF STEUART ROE**

On 3 August 2022, Mr Steuart Roe (a Registry Direct Director) and his associated entity, Trafalgar Street Nominees Pty Ltd atf The Roe Superannuation Fund, accepted the Takeover Offer in respect of the Registry Direct Shares held by them. These shareholders collectively hold 78,359,149 Registry Direct Shares, representing approximately 18.74% of the total Registry Direct Shares.

#### **11. OFFER PERIOD**

Complii will not further extend the Takeover Offer Period beyond 19 August 2022 except where permitted or required by the Corporations Act. This includes where:

- (a) Complii is entitled to increase the Takeover Offer Consideration in the limited circumstances noted above; or
- (b) the Takeover Offer is automatically extended pursuant to the Corporations Act which may arise if, in the last week of the Takeover Offer Period:
  - (i) Complii's voting power in Registry Direct increases to more than 50%; or
  - (ii) the Improved Offer Consideration is varied to increase the consideration in the limited circumstances noted above.

#### **12. ASIC RELIEF**

On 2 August 2022, ASIC granted Complii relief to offer the Complii Consideration Options as set out in this Supplementary Bidder's Statement (**ASIC Relief**). In accordance with the ASIC Relief, Complii provides the following information:

- (a) the variation of the consideration being offered under the Takeover Offer is set out at Section 1 of this Supplementary Bidder's Statement;
- (b) the effects of improving the consideration on Registry Direct Shareholders who have already accepted the Takeover Offer is set out at Section 1 of this Supplementary Bidder's Statement;
- (c) the terms of the Complii Consideration Options are set out at Section 5 of this Supplementary Bidder's Statement; and
- (d) due to the fact that Complii is offering Complii Shares and Complii Consideration Options as full consideration for the acquisition of Registry Direct Shares under the Takeover Offer, the ASIC Relief requires that this Supplementary Bidder's Statement

must include all information that would be required for a prospectus for a Takeover Offer of Complii securities under sections 710 to 713 of the Corporations Act.

**13. FURTHER INFORMATION**

Registry Direct Shareholders who have any questions in relation to the Takeover Offer should call Complii on +61 (02) 9235 0028 between 9:00am and 5:00pm (AEST), Monday to Friday or via email at [investors@complii.com.au](mailto:investors@complii.com.au), or your legal, financial or professional adviser.

**14. APPROVAL OF SUPPLEMENTARY BIDDER'S STATEMENT**

This Supplementary Bidder's Statement has been approved by a unanimous resolution passed by all the Complii Directors.

Signed for and on behalf of  
**Complii FinTech Solutions Ltd**

A handwritten signature in black ink, appearing to read 'Craig Mason', is positioned above the printed name and title.

Craig Mason  
Executive Chairman  
Complii FinTech Solutions Ltd

## **Annexure 1 – ASX announcement**



## Improved and Final Takeover Offer Consideration

- ii **Improved Offer Consideration** of 1 Complii Share for every 4.5 Registry Direct Shares and 1 Complii Consideration Option for every 3 Complii Shares received (previously 1 Complii Share for every 4.5 Registry Direct Shares)
- ii **The Improved Offer Consideration is best and final and there will be no increase in the offer** except in limited circumstances noted below, including a competing proposal or material positive change in circumstances with respect to Registry Direct
- ii Complii's Improved Offer Consideration represents compelling value and a significant premium for Registry Direct shareholders relative to the respective unaffected volume weighted average share prices (**VWAPs**) of both companies
- ii **Complii has received acceptances of 51.47% of the Registry Direct Shares** (as at release of this announcement) and has the unanimous support from the Registry Direct Directors, in the absence of a Superior Proposal<sup>1</sup>
- ii **The Takeover Offer will close at 5:00 pm (AEST) on 19 August 2022 and will not be extended** except in limited circumstances noted below.

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**) is pleased to announce an increased offer for all of the fully paid ordinary shares in Registry Direct Limited (ASX: RD1) (**Registry Direct**).

### Improved Offer Consideration

Complii's improved Offer Consideration is best and final and will not be increased, in the absence of either:

- ii a Competing Proposal<sup>2</sup>; or
- ii an announcement being made which Complii considers is or is likely to be a material positive change to the operational or financial circumstances in respect of Registry Direct.

The Improved Offer Consideration represents an attractive and significant implied premium for Registry Direct Shareholders at various volume weighted average share prices (**VWAPs**)<sup>3</sup>:

- ii **76.4% over the last trading day VWAP (prior to the Announcement Date) of \$0.0110 for Registry Direct Shares, at an implied offer price of \$0.0201 based on Complii's last trading day VWAP;**

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<sup>1</sup> As defined in the Bidder's Statement dated 20 June 2022

<sup>2</sup> As defined in the Bidder's Statement dated 20 June 2022

<sup>3</sup> Each Complii Share VWAP as of 3 June 2022, being the last trading day prior to the Announcement Date of 6 June 2022.

- ii 55.9% over Registry Direct's 10 trading day VWAP of \$0.0113 for Registry Direct Shares, at an implied offer price of \$0.0183 based on Complii's 10 day VWAP; and
- ii 32.7% over the 30 day VWAP of \$0.0141 for Registry Direct Shares, at an implied offer price of \$0.01944 based on Complii's 30 day VWAP.

The Complii Consideration Options have an implied value of \$0.0303 each based on a Hoadleys Option 1 Model (a Black-Scholes model) using an implied volatility of 86.30% which is based on volatilities of comparable ASX-listed companies and a risk-free rate of 2.49% (Risk-free rate being the 2-year government bond yield as at 29 July 2022).

Based on the Improved Offer Consideration and the valuation set out above, the Takeover Offer implies an equity value of approximately \$9.048 million<sup>4</sup>.

The Improved Offer Consideration extends to all Registry Direct Shares currently on issue. Separate offers have been made for Registry Direct options, on terms that are consistent with the original Takeover Offer and no change to those offers will be made.

All Registry Direct Shareholders (including those who have already accepted the Takeover Offer) will be automatically entitled to receive the Improved Offer Consideration. Registry Direct Shareholders who have already accepted the Takeover Offer do not need to do anything further.

The Improved Offer Consideration remains subject to a 90% minimum acceptance by Registry Direct shareholders.

Complii will not further extend the Takeover Offer Period beyond 19 August 2022 except where permitted or required by the Corporations Act. This includes where:

- ii Complii is entitled to increase the Takeover Offer Consideration in the limited circumstances noted above; or
- ii the Takeover Offer is automatically extended pursuant to the Corporations Act which may arise if, in the last week of the Takeover Offer Period:
  - o Complii's voting power in Registry Direct increases to more than 50%; or
  - o the Improved Offer Consideration is varied to increase the consideration in the limited circumstances noted above.

### **Accepting the Improved Offer Consideration under the Takeover Offer**

The Board of Registry Direct has unanimously recommended Registry Direct shareholders accept the Takeover Offer in the absence of a Superior Proposal, and they each intend to accept the Takeover Offer

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<sup>4</sup> Calculated as \$0.0194 multiplied by the 418,044,405 Registry Direct Shares currently on issue, plus \$0.0303 multiplied by the 30,966,252 Complii Consideration Options to be issued.

for all shares that they own or control (representing approximately 20.34% of all shares in Registry Direct), in the absence of a superior offer, and subject to the level of acceptances of the Takeover Offer (including their own proposed acceptance) being at least 80%.

On 3 August 2022, Mr Steuart Roe (a Registry Direct Director) and his associated entity, Trafalgar Street Nominees Pty Ltd atf The Roe Superannuation Fund, accepted the Takeover Offer in respect of the Registry Direct Shares held by them. These shareholders collectively hold 78,359,149 Registry Direct Shares, representing approximately 18.74% of the total Registry Direct Shares. As a result of these acceptances, Complii has a relevant interest in 215,172,391 Registry Direct Shares, representing approximately 51.47% of the total Registry Direct Shares.

The Improved Offer Consideration is best and final (subject to the qualifications noted above). Accordingly, there is no benefit in delaying acceptance and Complii encourages Registry shareholders to accept the Improved Offer Consideration as soon as possible to enable consideration payment to be made at the earliest possible time. Registry Direct shareholders may accept the Takeover Offer by following the instructions in the Bidder's Statement dated 20 June 2022 (see section 11.4) and a new acceptance form will accompany the Supplementary Bidder's Statement being sent to Registry Direct Shareholders shortly. As noted above, Registry Direct Shareholders who have already accepted the Takeover Offer do not need to complete a new acceptance form and will automatically receive the Improved Takeover Offer Consideration.

Registry Direct shareholders who require assistance can contact Complii on +61 (02) 9235 0028 between 9:00am and 5:00pm (AEST), Monday to Friday or via email at [investors@complii.com.au](mailto:investors@complii.com.au).

### Further Information

Detailed information relating to the Improved Offer Consideration is set out in the Supplementary Bidder's Statement, including an amendment to the Bid Implementation Agreement between the parties to effect the Improved Offer Consideration. The Supplementary Bidder's Statement has been released to the ASX today and will be and dispatched to Registry Direct shareholders shortly.

This announcement has been authorised by the Board of Complii FinTech Solutions Ltd.

- ENDS -

For more information please contact:



**Craig Mason**  
Executive Chairman

0437 444 881  
[investors@complii.com.au](mailto:investors@complii.com.au)



**Alison Sarich**  
Managing Director

(02) 9235 0028  
[investors@complii.com.au](mailto:investors@complii.com.au)

## **Annexure 2 – Amendment Deed**

2 August 2022

The Directors  
Registry Direct Limited

Dear Sirs

**Amendment of Bid Implementation Agreement**

We refer to the bid implementation agreement dated 6 June 2022 (**Bid Implementation Agreement**) between Complii FinTech Solutions Ltd (ACN 098 238 585) (ASX:CF1) (**Complii**) and Registry Direct Limited (ACN 160 181 840) (ASX:RD1) (**Registry Direct**).

Capitalised terms that are not otherwise defined in this letter have the meanings given in the Bid Implementation Agreement.

**1. Amendments**

With effect on and from the date of this letter, the parties agree that the Bid Implementation Agreement be amended as follows:

- (a) in clause 1.1 of the Bid Implementation Agreement, insert the following definition:

***Complii Consideration Option*** means an unlisted option to acquire a Complii Share, exercisable at \$0.125 each and expiring on 31 August 2024, and otherwise on the same terms as the existing Complii Tranche 1 Options as set out in section 11.5 of the Complii Prospectus dated 11 November 2020.

- (b) in clause 1.1 of the Bid Implementation Agreement, replace the definition of Takeover Securities with the following definition:

***Takeover Securities*** means all Complii Shares and Complii Consideration Options to be issued under or pursuant to the Takeover Offer.

- (c) clause 3.2 of the Bid Implementation Agreement be deleted and replaced with:

***3.2 Consideration***

*The consideration offered by Complii under the Takeover Bid is the issuance of:*

- (a) *for every four and one-half (4.5) Registry Direct Shares held as at the Register Date, one (1) Complii Share; and*
- (b) *for every three (3) Complii Shares received, one (1) Complii Consideration Option.*

- (c) clause 3.3 of the Bid Implementation Agreement be deleted and replaced with:

### **3.3 Fractional entitlements**

*If the number of Registry Direct Shares held by a Registry Direct Shareholder means that their aggregate entitlement to Complii Shares and Complii Consideration Options is not a whole number, then any fractional entitlement will be rounded up to the nearest whole number.*

(d) the following be inserted as a new clause 8.1(e) of the Bid Implementation Agreement:

*(e) the Complii Consideration Options to be offered as consideration under clause 3 will be duly authorised and validly issued, not liable to the imposition of any duty and be free of all Encumbrances, security interests and third party rights;*

## **2. Agreement**

Please confirm the terms of this letter agreement by arranging for Registry Direct to return a countersigned copy to Complii.

## **3. General**

Each party executes this letter with the intention that it will be immediately legally bound by this letter which will take effect as a deed. For the avoidance of doubt, there will be no need for further delivery of this document. The parties agree that subject to the amendments stated in this letter, all the terms of the Bid Implementation Agreement remain in full force and effect.

This letter and the deed resulting from acceptance of the same is governed by and construed in accordance with the laws of Victoria. Each party irrevocably submits to the non-exclusive jurisdiction of courts exercising jurisdiction in Victoria and courts of appeal from them in respect of any proceedings arising out of or in connection with this letter. Each party irrevocably waives any objection to the venue of any legal process in these courts on the basis that the process has been brought in an inconvenient forum.

This letter may be executed in any number of counterparts.

### **Executed as a deed.**

**EXECUTED by COMPLII FINTECH SOLUTIONS LTD ACN 098 238 585** in accordance with section 127 of the *Corporations Act 2001* (Cth): )



Signature of director

Craig Mason

Name of director



Signature of director/~~company secretary~~\*

Alison Sarich

Name of director/~~company secretary~~\*

\*please delete as applicable

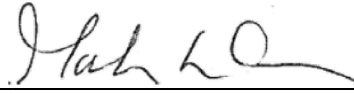
**EXECUTED** by **REGISTRY DIRECT LIMITED** )  
**ACN 160 181 840** in accordance with )  
section 127 of the *Corporations Act 2001* )  
(Cth): )



Signature of director

**Steuart Roe**

Name of director



Signature of director/company secretary\*

**Matthew Cain**

Name of director/company secretary\*

\*please delete as applicable

### **Annexure 3 – Notice of Variation of Offer**



**OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD**  
**NOTICE OF VARIATION OF OFFER – VARIATION OF CONSIDERATION**  
**(CORPORATIONS ACT 2001 (CTH) SECTION 650D)**

- To:
1. Australian Securities & Investments Commission (**ASIC**).
  2. ASX Limited.
  3. Registry Direct Limited (ACN 160 181 840) (**Registry Direct**).
  4. Each person to whom offers were made under the takeover bid referred to in this notice.

Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) gives notice for the purposes of section 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**) that its takeover offer (**Offer**) for all of the fully paid ordinary shares in Registry Direct contained in its bidder's statement dated 20 June 2022 (**Bidder's Statement**) is varied as set out in this notice of variation.

Unless otherwise defined, words defined in the Bidder's Statement have the same meaning in this notice.

**1. INCREASE IN BID CONSIDERATION**

Complii gives notice under section 650D(1) of the Corporations Act that:

- (a) it varies the Offer by increasing the consideration offered under the Offer from of 1 Complii Share for every 4.5 Registry Direct Shares to:
  - (i) for every 4.5 Registry Direct Shares held as at the Register Date, 1 Complii Share; and
  - (ii) for every 3 Complii Shares received under the Offer, 1 unlisted option to acquire a Complii Share, exercisable at \$0.125 each and expiring 31 August 2024, and otherwise on the same terms as the existing Complii Tranche 1 Options as set out in section 11.5 of the Complii Prospectus dated 11 November 2020 (**Complii Consideration Options**); and
- (b) accordingly, the Offer is varied by replacing all references to “one (1) new Complii Share, for every 4.5 of your Registry Direct Shares”, “one fully paid ordinary share in Complii for every 4.5 Registry Direct Shares held” or equivalent wording with:
  - (i) for every 4.5 Registry Direct Shares held as at the Register Date, 1 Complii Share; and
  - (ii) for every three Complii Shares received under the Offer, one Complii Consideration Option,

in all places in the Bidder's Statement, the Acceptance Form and all other instances where such statement appears (or is deemed to appear) as the Consideration.

Pursuant to section 650B(2) of the Corporations Act, the increased consideration will apply to all Registry Direct Shareholders who accept the Offer, including those Registry Direct Shareholders who have already accepted the Offer as at the date of this notice.

**2. DATE OF LODGEMENT AND DISCLAIMER**

A copy of this notice was lodged with ASIC on 3 August 2022. ASIC takes no responsibility for the contents of this notice.

**3. AUTHORISATION**

This notice has been approved by unanimous resolution passed by the directors of Complii.

Dated: 3 August 2022

A handwritten signature in black ink, appearing to be 'Craig Mason', written in a cursive style.

Craig Mason  
Executive Director  
Signed for and on behalf of **COMPLII FINTECH SOLUTIONS LTD**

«Registration Details Line 1»  
«Registration Details Line 2»  
«Registration Details Line 3»  
«Registration Details Line 4»  
«Registration Details Line 5»  
«Registration Details Line 6»

**Return your Form:**



**To Your Controlling Participant:**  
Return this from directly to your stockbroker



**Hand Delivery:**  
Automic Group  
Level 5 126 Phillip Street  
Sydney NSW 2000



**By Mail:**  
Automic Group  
GPO Box 5193  
Sydney NSW 2001



**By E-Mail:**  
Takeovers@AutomicGroup.com.au

## ACCEPTANCE FORM – CHESS SPONSORED HOLDERS



**Your acceptance must be received by no later than the end of the Offer Period, which is 5:00pm (AEST) on the last day of the Offer Period, being 19 August 2022 (unless extended by Complii FinTech Solutions Ltd).**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by Complii FinTech Solutions Ltd ACN 098 238 585 (**Complii or Bidder**) to purchase all of your fully paid ordinary shares (**Shares**) in Registry Direct Limited ACN 160 181 840 (**Registry Direct**), the terms of which are set out in the Bidder's Statement dated 20 June 2022 as replaced or supplemented (**Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

### Step 1: Registration Name & Offer Details

Your consideration will be made to the name(s) as they appear on the Registry Direct register (**Register**), as provided to Complii. The current address recorded on Complii's copy of the Register is printed above and overleaf. If you have recently bought or sold Registry Direct Shares your holding may differ from that shown. If you have already sold all your Registry Direct Shares, do not complete or return this form.

### Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Registry Direct Shares. The consideration applicable is that set out in the Bidder's Statement.

As your Registry Direct fully paid ordinary shares are in a CHESS holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Complii to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Complii and Automic to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you represent and warrant to Complii that both at the time of returning this acceptance form and at the time the transfer to Complii of the Registry Direct Shares to which this form relates is registered:

- all of those Shares are fully paid up and free from all mortgages, charges, liens and other encumbrances of any kind and restrictions on transfer of any kind;
- that you have full power and capacity to sell and transfer the legal and beneficial ownership in those Shares; and
- that you have paid all amounts which at the time of acceptance

have fallen due for payment in respect of those Shares.

You should allow sufficient time for your Controlling Participant or Complii to initiate the acceptance of the Offer on your behalf. Neither Complii nor Automic will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

### Step 3: Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** Where signing under a Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

**Companies:** Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and a company secretary OR a sole director (if no company secretary exists), OR
- two directors, OR
- a director and a company secretary.

**Overseas Companies:** Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

**Deceased Estate:** All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory but will assist us if we need to contact you.

**If you have any queries about the terms of the offer or how to accept, please call the Complii Offer Information Line (Monday to Friday, between 9.00am and 5.00pm (Sydney Time) on +61 (02) 9235 0028 or email [investors@complii.com.au](mailto:investors@complii.com.au).**

**Turn over to complete the form**

# Offer Acceptance Form

FULL SCRIP TAKEOVER OFFER FOR ALL SHARES IN REGISTRY DIRECT LIMITED

## STEP 1 Registration Name & Offer Details

«Registration\_Details\_Line\_1»  
«Registration\_Details\_Line\_2»  
«Registration\_Details\_Line\_3»  
«Registration\_Details\_Line\_4»  
«Registration\_Details\_Line\_5»  
«Registration\_Details\_Line\_6»

[BARCODE]

Holder Identification Number (HIN):

«HIN»

For your security keep your HIN confidential.

Number of Registry Direct Limited (Registry Direct) Shares held as at 7:00pm (AEST) on 27 June 2022 (Register Date)

«RD1TKO»

By accepting the Offer, you are accepting the Offer for ALL your Registry Direct shares as recorded by Complii as being held by you at the date your acceptance is processed (even if different to the number stated above).

## STEP 2 Accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer for ALL of your Registry Direct Shares on the terms and conditions of the Offer as set out in the Bidder's Statement.

The consideration applicable is that set out in the Bidder's Statement, being one fully paid ordinary share in Complii (**Complii Share**) for every 4.5 Registry Direct Shares held and one unlisted option in Complii for every 3 Complii Shares issued.

**Offer consideration for one Complii Share for every 4.5 Registry Direct shares held and one unlisted option in Complii for every 3 Complii Shares issued:**

New Complii Share/s

[CF1NewShareHolding]

New Complii Option/s

[CF1NewOptionHolding]

## STEP 3 Signatory of Securityholder(s) *This section must be completed*

I/We accept the Offer made by Complii for all of my/our Registry Direct Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Registry Direct Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/ Sole

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name:

Contact Daytime Telephone:

Date

## LODGING YOUR TAKEOVER ACCEPTANCE FORM

**INSTRUCT YOUR CONTROLLING PARTICIPANT (USUALLY YOUR BROKER)** to initiate acceptance of the Offer per Rule 14.14 of the ASX Settlement Rules in sufficient time for the Offer to be accepted before the end of the Offer Period (if you do this and your Controlling Participant follows those instructions, you do not need to complete and return the Acceptance Form).

### COMPLETE, SIGN AND RETURN IN THE REPLY PAID ENVELOPE ENCLOSED

#### BY MAIL

Automic Group  
GPO Box 5193  
Sydney NSW 2001

#### BY HAND DELIVERY (Between Sydney office hours 9:00am – 5:00pm)

Automic Group  
Level 5  
126 Phillip Street  
Sydney NSW 2000

#### COMPLETE, SIGN AND RETURN VIA EMAIL

Email to [Takeovers@automicgroup.com.au](mailto:Takeovers@automicgroup.com.au)

#### Privacy Notice

Automic Pty Ltd (ACN 152 260 814) trading as Automic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – [www.automic.com.au](http://www.automic.com.au)



**Hand Delivery:**  
Automic Group  
Level 5 126 Phillip Street  
Sydney NSW 2000



**By Mail:**  
Automic Group  
GPO Box 5193  
Sydney NSW 2001



**By E-Mail:**  
Takeovers@AutomicGroup.com.au

«Registration Details Line 1»  
«Registration Details Line 2»  
«Registration Details Line 3»  
«Registration Details Line 4»  
«Registration Details Line 5»  
«Registration Details Line 6»

## ACCEPTANCE FORM – ISSUER SPONSORED HOLDERS



**Your acceptance must be received by no later than the end of the Offer Period, which is 5:00pm (AEST) on the last day of the Offer Period, being 19 August 2022 (unless extended by Complii FinTech Solutions Ltd).**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by Complii FinTech Solutions Ltd ACN 098 238 585 (**Complii or Bidder**) to purchase all of your fully paid ordinary shares (**Shares**) in Registry Direct Limited ACN 160 181 840 (**Registry Direct**), the terms of which are set out in the Bidder's Statement dated 20 June 2022 as replaced or supplemented (**Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

### Step 1: Registration Name & Offer Details

Your consideration will be made to the name(s) as they appear on the Registry Direct register (**Register**), as provided to Complii. The current address recorded on Complii's copy of the Register is printed above and overleaf. If you have recently bought or sold Registry Direct Shares your holding may differ from that shown. If you have already sold all your Registry Direct Shares, do not complete or return this form.

### Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your Registry Direct Shares. The consideration applicable is that set out in the Bidder's Statement.

By signing this form, you represent and warrant to Complii that both at the time of returning this acceptance form and at the time the transfer to Complii of the Registry Direct Shares to which this form relates is registered:

- all of those Shares are fully paid up and free from all mortgages, charges, liens and other encumbrances of any kind and restrictions on transfer of any kind;
- that you have full power and capacity to sell and transfer the legal and beneficial ownership in those Shares; and
- that you have paid all amounts which at the time of acceptance have fallen due for payment in respect of those Shares.

### Step 3: Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** Where signing under a Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

**Companies:** Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and a company secretary OR a sole director (if no company secretary exists), OR
- two directors, OR
- a director and a company secretary.

**Overseas Companies:** Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

**Deceased Estate:** All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory but will assist us if we need to contact you.

**If you have any queries about the terms of the offer or how to accept, please call the Complii Offer Information Line (Monday to Friday, between 9.00am and 5.00pm (Sydney Time) on +61 (02) 9235 0028 or email [investors@complii.com.au](mailto:investors@complii.com.au).**

**Turn over to complete the form**

# Offer Acceptance Form

FULL SCRIP TAKEOVER OFFER FOR ALL SHARES IN REGISTRY DIRECT LIMITED

## STEP 1 Registration Name & Offer Details

«Registration\_Details\_Line\_1»  
«Registration\_Details\_Line\_2»  
«Registration\_Details\_Line\_3»  
«Registration\_Details\_Line\_4»  
«Registration\_Details\_Line\_5»  
«Registration\_Details\_Line\_6»

[BARCODE]

Securityholder Reference Number (SRN):

«SRN»

For your security keep your SRN confidential.

Number of Registry Direct Limited (Registry Direct) shares held as at 7:00pm (AEST) on 27 June 2022 (Register Date)

«RD1TKO»

By accepting the Offer, you are accepting the Offer for ALL your Registry Direct Shares as recorded by Complii as being held by you at the date your acceptance is processed (even if different to the number stated above).

## STEP 2 Accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer for ALL of your Registry Direct Shares on the terms and conditions of the Offer as set out in the Bidder's Statement.

The consideration applicable is that set out in the Bidder's Statement, being one fully paid ordinary share in Complii (**Complii Share**) for every 4.5 Registry Direct Shares held and one unlisted option in Complii for every 3 Complii Shares issued.

**Offer consideration for one Complii Share for every 4.5 Registry Direct shares held and one unlisted option in Complii for every 3 Complii Shares issued:**

New Complii Share/s

[CF1NewShareHolding]

New Complii Option/s

[CF1NewOptionHolding]

## STEP 3 Signatory of Securityholder(s) *This section must be completed*

I/we accept the Offer made by Complii for all of my/our Registry Direct Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Registry Direct Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/ Sole

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name:

Contact Daytime Telephone:

Date

## LODGING YOUR TAKEOVER ACCEPTANCE FORM

**COMPLETE, SIGN AND RETURN IN THE REPLY PAID ENVELOPE ENCLOSED BY MAIL**

Automic Group  
GPO Box 5193  
Sydney NSW 2001

**BY HAND DELIVERY (Between Sydney office hours 9:00am – 5:00pm)**

Automic Group  
Level 5  
126 Phillip Street  
Sydney NSW 2000

**COMPLETE, SIGN AND RETURN VIA EMAIL**

Email to [Takeovers@automicgroup.com.au](mailto:Takeovers@automicgroup.com.au)

### Privacy Notice

Automic Pty Ltd (ACN 152 260 814) trading as Automic Group advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – [www.automic.com.au](http://www.automic.com.au)