

3 August 2022

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ASX Announcement

COMPLII TAKEOVER OFFER – ACCEPT THE IMPROVED OFFER

Registry Direct Limited ACN 160 181 840 (Registry Direct or the Company) (ASX: RD1) refers to the takeover offer (Offer) by Complii Fintech Solutions Ltd (ASX: CF1) (Complii) to acquire all of the shares in Registry Direct, as contained in the bidder's statement issued by Complii dated 20 June 2022 (Bidder's Statement). It has lodged its Target's Statement with ASIC today in relation to the takeover offer (Offer) by Complii Fintech Solutions Ltd (ASX: CF1) (Complii) to acquire all of the shares in Registry Direct.

Improved Offer Consideration

On 3 August 2022, Complii announced that it is increasing the consideration under the Offer from 1 fully paid ordinary share in Complii (**Complii Share**) per 4.5 fully paid ordinary shares in Registry Direct (**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 (**Complii Consideration Option**),

being the **Improved Offer Consideration**.

All Registry Direct shareholders who accept the Offer (including those who have already accepted the Offer) will be entitled to receive the Improved Offer Consideration.

In its announcement, Complii has stated that the Improved Offer Consideration is **best and final and will not be increased**, in the absence of either:

- (a) a Competing Proposal (as that term is defined in the Bidder's Statement); 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.

Further information in relation to the Improved Offer Consideration, including the terms and conditions of the Complii Consideration Options, the implied value of the Improved Offer Consideration and the pro forma effect on the capital structure and financial information of the merged group, are set out in the supplementary bidder's statement issued by Complii dated 3 August 2022 (**Supplementary Bidder's Statement**). The Supplementary Bidder's Statement should be read together with the Bidder's Statement.

Registry Direct Directors' Recommendation

The Registry Direct Directors have previously unanimously recommended that Registry Direct shareholders accept the Offer, in the absence of a superior proposal.

The Registry Direct Directors continue to unanimously recommend that Registry Direct shareholders **ACCEPT** the Offer, in the absence of a superior proposal.

The reasons for the Registry Direct Directors' **ACCEPT** recommendation are as follows:

- The Improved Offer Consideration represents an implied premium for Registry Direct shareholders (as detailed in the Supplementary Bidder's Statement).
- Registry Direct shareholders will receive shares in Complii, a larger business with more products and sources of revenue than Registry Direct.
- The combined business ought to be in a stronger position to accelerate the organic growth of Registry Direct's product development, client number and revenue.
- The combined business ought to be in a stronger position to achieve inorganic growth through mergers and acquisitions.
- Operational synergies ought to be achieved.
- The shares that Registry Direct shareholders receive in Complii ought to be more liquid than your shares currently are in Registry Direct.
- As at the date of this announcement, no superior proposal has emerged.

The detailed reasons to **ACCEPT** the Offer are set out in section 2 of the target's statement issued by Registry Direct dated 4 July 2022 (**Target's Statement**).

Registry Direct's Managing Director, Mr Stuart Roe, participated in this unanimous recommendation. Please see below regarding the effect of the success of the Offer on Mr Roe's continued role within the combined group.

Offer period

The Offer is currently scheduled to close at 5:00 pm (AEST) on 19 August 2022. Complii has announced that it **will not extend the Offer period**, except where permitted or required by the *Corporations Act 2001* (Cth). Accordingly, there is no benefit in delaying acceptance and Registry Direct shareholders are encouraged to accept the Offer as soon as possible.

To **ACCEPT** the Offer, follow the instructions set out in the Bidder's Statement.

Minimum acceptance condition of the Offer

The Offer remains subject to a number of Offer conditions, as set out in the Bidder's Statement.

The Offer conditions include Complii reaching at least 90% acceptances of the Offer (**Minimum Acceptance Condition**). Complii has agreed that the Minimum Acceptance Condition will not be

waived or varied so that it could be satisfied or waived at a level of acceptances below 80% on a fully diluted basis without the consent of Registry Direct.

The Registry Direct Directors have determined that they will not consent to the waiver of the Minimum Acceptance Condition unless the level of acceptances of the Offer (including their own acceptance) is at least 80%.

Registry Direct Directors' acceptance of the Offer

In line with their intentions stated in the Target's Statement, and on the basis that the Minimum Acceptance Condition will not be waived unless the level of acceptances of the Offer (including their own acceptance) is at least 80%, Steuart Roe and Scott Beeton, being all of the Registry Direct Directors who own or control Registry Direct Shares, have accepted the Offer in respect of all of the Registry Direct Shares which they own or control.

Mr Roe's continuing role in the combined group

As set out in the Bidder's Statement, as soon as practicable after Complii has satisfied the Minimum Acceptance Condition and the Offer has become unconditional or is declared by Complii to be free of all Offer conditions, Complii will procure the appointment of Steuart Roe (Managing Director of Registry Direct) as:

- (a) a director of Complii, subject to the receipt of necessary consent from Mr Roe to act as a director of Complii; and
- (b) an employee of Complii (or other employing entity nominated by Complii). At present it is intended that Mr Roe will remain as an employee of Registry Direct.

Subject to the finalisation of the terms of Mr Roe's appointment and continued employment, the Complii Board appointment will commence on completion of the Offer and his employment will be for a minimum term of 12 months with an annual gross salary of \$250,000 (inclusive of tax and super). No additional director's fees will be payable to Mr Roe for joining the Complii Board.

Please refer to the Bidder's Statement for further details of Mr Roe's proposed appointment as a director of Complii and executive of the combined group.

Tax considerations regarding Complii Consideration Options

The offer of the Complii Consideration Options under the Improved Offer Consideration may have a minor impact on the availability of scrip-for-scrip roll-over relief to the extent that those Complii Consideration Options do not qualify for capital gains tax roll-over. Please refer to section 7 of the Supplementary Bidder's Statement for a general summary of the Australian taxation consequences of receiving the Complii Consideration Options under the Improved Offer Consideration for Registry Direct shareholders that hold their Registry Direct Shares on capital account and are Australian tax residents for Australian income tax purposes. Registry Direct shareholders should seek separate independent professional taxation advice on the effect of accepting the Offer.

Registry Direct options exchange

Registry Direct currently has 9,500,000 options on issue¹. As set out in the Bidder's Statement and the Target's Statement, it is proposed that Complii will separately offer to exchange those Registry Direct options with 2,111,111 new Complii options, where the exercise price of the new Complii

¹ Comprising 6,250,000 options exercisable at \$0.015 each and expiring 31 May 2023, 1,000,000 options exercisable at \$0.20 each and expiring 7 August 2022, 1,000,000 options exercisable at \$0.20 each and expiring 10 August 2022 and 1,250,000 options exercisable at \$0.20 each and expiring 12 August 2022.

options will be 4.5 times the exercise price of the Registry direct options and the expiry date will be the same as the expiry date of those Registry Direct options. However, as the closing date of the Offer has been extended to 19 August 2022, being after expiry of certain Registry Direct options, only 1,388,889 Complii options will now be issued with respect to those Registry Direct options. The terms of the proposed options exchange otherwise remain unchanged.

The Registry Direct options held by directors of Registry Direct are detailed in Section 7 of the Target's Statement.

The exchange of Registry Direct options under this proposal is not a condition of the Offer, and the timing of the proposed exchange will not affect receipt of the Improved Offer Consideration.

Further Information

Further 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.

This announcement has been authorised for release to the market by the board of directors of Registry Direct.

- ENDS -



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About Registry Direct

Registry Direct Limited (ASX: RD1) is an Australian fintech business providing share and unit registry services to Australian companies and trusts, with a client list that includes Facebook, Adobe, Sequoia and XTB. The company services ASX, NSX and SSX listed entities via the CHESS platform and is ready to connect to the CHESS replacement system. The company has also created and developed Australia's only fully featured software-as-a-service (SaaS) registry management platform, which is designed to allow unlisted entities to self-manage share and unit holder data and communications – empowering entrepreneurs to start companies and encouraging more people to invest in businesses.

To receive updates on company news and announcements, click here to register your details on the [Registry Direct investor portal](#).