

## **Complii declares its recommended Offer for Registry Direct free from certain conditions**

- ✔ Complii frees its Offer for Registry Direct from all conditions other than the 90% minimum acceptance condition
- ✔ The Offer is due to close at 5:00pm (AEST) on 19 August 2022
- ✔ Registry Direct shareholders are urged to accept the Offer promptly and without delay

### **Offer Freed From Certain Conditions**

Complii FinTech Solutions Ltd (**Complii**) (ASX:CF1) is pleased to announce that, in relation to its recommended off-market takeover offer (**Offer**) for all the ordinary shares in Registry Direct Limited (ASX:RD1) (**Registry Direct**), it has freed the Offer from all conditions other than the 90% minimum acceptance condition as set out at section 11.8(a) of its bidder's statement dated 20 June 2022 as supplemented on 3 August 2022 (**Minimum Acceptance Condition**). A formal notice under sections 630(4) and 650F of the *Corporations Act 2001* (Cth) is attached to this announcement.

As announced on 3 August 2022, Complii's Offer is best and final and will not be increased except in limited circumstances such as where a Competing Proposal<sup>1</sup> emerges. Complii does not intend to declare the Offer free from the Minimum Acceptance Condition, although it may do so where, with the prior written consent of Registry Direct, such waiver or variation would be to allow the Minimum Acceptance Condition to be satisfied or waived at a level of acceptances representing less than 80% of all Registry Direct Shares. Complii reserves its right to waive the Minimum Acceptance Condition where acceptances for more than 80% of the Registry Direct Shares have been received,

The Offer will close at 5:00pm (AEST) on 19 August 2022 (unless further extended in the limited circumstances set out in Complii's ASX announcement of 3 August 2022).

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<sup>1</sup> As defined in the Complii Bidder's Statement dated 20 June 2022 as supplemented on 3 August 2022

Registry Direct shareholders are encouraged to ACCEPT the Offer without further delay. Complii takes the opportunity to reiterate the following reasons why Registry Direct shareholders should ACCEPT the Offer:

- ✔ you will receive attractive value for your Registry Direct shares;
- ✔ you will receive ownership as a shareholder of a larger company;
- ✔ unanimous recommendation from the Registry Direct board, to accept the Offer, in the absence of a Superior Proposal<sup>2</sup>. In this regard the Registry Direct directors have, in respect of the Registry Direct shares in which they have a relevant interest, accepted the Offer;
- ✔ the ASX share trading liquidity of your investment will likely increase; and
- ✔ potential access to CGT scrip for scrip rollover relief.

## Acceptance of the Offer

If you are a Registry Direct shareholder and have already accepted the Offer then you do not need to take any action. If you are a Registry Direct shareholder and have not accepted the Offer, then you are encouraged to accept without delay. For further information regarding the Offer, please refer to the Bidder's Statement dated 20 June 2022 as supplemented on 3 August 2022, and also the Target's Statement dated 4 July 2022.

Full details on how to accept the Offer are set out in section 11.4 of the Bidder's Statement and a new acceptance form was sent to Registry Direct shareholders with the Supplementary Bidder's Statement on or about 3 August 2022.

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

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

- ENDS -

For more information please contact:



**Craig Mason**  
Executive Chairman

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**Alison Sarich**  
Managing Director

(02) 9235 0028  
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<sup>2</sup> As defined in the Complii Bidder's Statement dated 20 June 2022 as supplemented on 3 August 2022

Our Ref: 220080

12 August 2022

The Manager  
Market Announcements Office  
ASX Limited

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

Dear Sir / Madam

**OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD – FREEING OFFER FROM CERTAIN CONDITIONS**

We act for Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) in respect of its takeover offer (**Offer**) for all of the fully paid ordinary shares in Registry Direct Limited (ACN 160 191 840) (**Registry Direct**) contained in its bidder's statement dated 20 June 2022 (**Bidder's Statement**) as supplemented on 3 August 2022.

We attach, by way of service pursuant to sections 630(5)(b) and section 650F(3)(a) of the *Corporations Act 2001* (Cth), a formal notice declaring that that the Offer is now free of the following conditions as set out in the Bidder's Statement:

- (a) section 11.8(b) (No regulatory action);
- (b) section 11.8(c) (No Prescribed Occurrences);
- (c) section 11.8(d) (No exercise of rights under certain agreements or arrangements);
- (d) section 11.8(e) (Fall of index);
- (e) section 11.8(f) (No inaccurate public information);
- (f) section 11.8(g) (No Registry Direct Material Adverse Change);
- (g) section 11.8(h) (No breach of representation or warranty); and
- (h) section 11.8(i) (Other regulatory or third party approvals).

The Condition set out in section 11.8(a) (Minimum Acceptance) has not yet been fulfilled or waived.

**Complii strongly encourages all Registry Direct shareholders to accept the Offer without delay.**

Yours faithfully

A handwritten signature in blue ink, appearing to read 'D. Woodford', with a stylized, flowing script.

**David Woodford**  
**Partner**

**OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD**  
**DECLARING THE OFFERS FREE OF CERTAIN CONDITIONS**  
**(CORPORATIONS ACT 2001 (CTH) SECTIONS 630(4) AND 650F)**

- To:
1. Registry Direct Limited (ACN 160 181 840) (**Registry Direct**).
  2. ASX Limited (ACN 008 624 691) (**ASX**).

This is a notice issued by Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) for the purposes of sections 630(4) and 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) in respect of its off-market takeover offer (**Offer**) to acquire all of the ordinary shares in Registry Direct Limited (ACN 160 181 840) (**Registry Direct**) pursuant to its bidder's statement dated 20 June 2022 (**Bidder's Statement**) as supplemented on 3 August 2022.

Words defined in the Bidder's Statement have the same meaning in this notice unless the context requires otherwise.

**OFFER FREE FROM CERTAIN CONDITIONS**

For the purposes of sections 630(4) and 650F of the Corporations Act, Complii gives notice that:

- (a) the Offer is now free of the following conditions as set out in the Bidder's Statement:
  - (i) section 11.8(b) (No regulatory action);
  - (ii) section 11.8(c) (No Prescribed Occurrences);
  - (iii) section 11.8(d) (No exercise of rights under certain agreements or arrangements);
  - (iv) section 11.8(e) (Fall of index);
  - (v) section 11.8(f) (No inaccurate public information);
  - (vi) section 11.8(g) (No Registry Direct Material Adverse Change);
  - (vii) section 11.8(h) (No breach of representation or warranty); and
  - (viii) section 11.8(i) (Other regulatory or third party approvals).
- (b) as at the date of this notice, Complii's voting power in Registry Direct is 56.96%, comprising 238,111,059 Registry Direct Shares out of a total 418,044,405 Registry Direct Shares currently on issue.

Dated: 12 August 2022



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