

Our Ref: 220080

12 August 2022

The Manager
Market Announcements Office
ASX Limited

Contact

David Woodford

03 8621 8886

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Dear Sir / Madam

OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD – STATUS OF 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 as supplemented on 3 August 2022.

On behalf of Complii, we **enclose** a notice of status of conditions under section 630(3) of the *Corporations Act 2001* (Cth) in relation to the Offer.

Yours faithfully



David Woodford
Partner

OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD
NOTICE OF STATUS OF CONDITIONS
(CORPORATIONS ACT 2001 (CTH) SECTION 630(3))

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

This is a notice issued by Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) in relation to the offers dated 20 June 2022 made under its off-market takeover bid to acquire all of the ordinary shares (**Offer**) 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.

STATUS OF CONDITIONS

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Complii gives notice that as at the date of this notice:

- (a) the Offer:
 - (i) is subject to the minimum acceptance condition as set out at Section 11.8(a) (Minimum acceptance condition) of the Bidder's Statement; and
 - (ii) was freed from the following conditions set out in the Bidder's Statement on 12 August 2022:
 - (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); and
- (b) 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.

Complii reserves its right to extend the Offer period where it determines to do so in accordance with the Corporations Act.

Dated: 12 August 2022

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

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