

Complii takeover of Registry Direct – Extension to closing date

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**) advises that, in relation to its recommended off-market takeover offer (**Offer**) to acquire all of the fully paid ordinary shares in Registry Direct Limited (ASX: RD1) (**Registry Direct**) pursuant to the bidder's statement dated 20 June 2022 (**Bidder's Statement**) (as supplemented on 3 August 2022), ASIC has granted Complii relief to extend the Offer period to 5.00pm (AEST) on 30 August 2022 (**ASIC Instrument**).

In accordance with the ASIC Instrument, please see attached notice provided by Complii in accordance with the ASIC Instrument, section 650D of the *Corporations Act 2001* (Cth) and for all other purposes, that the Offer period is extended from 5.00pm AEST on 19 August 2022 until 5.00pm AEST on 30 August 2022 in accordance with the terms of the ASIC Instrument (**Notice**). The effect of the extension set out in the Notice is solely for the purposes of permitting Complii to submit Valid Acceptances to ASX Settlement to be processed in accordance with the ASX Settlement Operating Rules (as those terms are defined in the Notice).

Registry Direct shareholders do not need to take any action in relation to this extension as it relates to acceptances under the Offer from Registry Direct shareholders that have already been received by Complii.

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

- ENDS -

For more information please contact:



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OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD
NOTICE OF VARIATION OF OFFER – EXTENSION OF TAKEOVER OFFER PERIOD
(CORPORATIONS ACT 2001 (CTH) SECTION 650D AND ASIC INSTRUMENT DATED 30 AUGUST 2022)

- To:
1. Australian Securities & Investments Commission (**ASIC**).
 2. ASX Limited.
 3. Registry Direct Limited (ACN 160 181 840) (**Registry Direct**).

Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) gives notice for the purposes of the instrument issued by ASIC on 30 August 2022 (**Instrument**), section 650D of the *Corporations Act 2001* (Cth) (**Corporations Act**) and for all other purposes, 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**) as supplemented on 3 August 2022 is varied as set out in this notice of variation.

1. BACKGROUND

The background to Complii providing this notice is as follows:

- (a) Complii made the Offer for all of the fully paid ordinary shares in Registry Direct on issue as at 7.00pm AEST on 27 June 2022 which Complii did not own pursuant to the Bidder's Statement lodged by Complii with ASIC as supplemented by a supplementary bidder's statement lodged by Complii with ASIC on 3 August 2022.
- (b) Complii gave notice of an extension of offer period on 28 July 2022 extending the offer period from 5.00pm AEST on 5 August 2022 to 5.00pm AEST on 19 August 2022. In accordance with subsection 630(2) of the Corporations Act, the new date for giving notice of the status of defeating conditions was 12 August 2022.
- (c) On 12 August 2022, Complii gave notice of the status of defeating conditions as required under section 630(3) of the Corporations Act.
- (d) On 22 August 2022, Complii and Registry Direct entered a trading halt.
- (e) On 24 August 2022, Complii sought voluntary suspension from the ASX until 26 August 2022.
- (f) On 24 August 2022, Registry Direct sought voluntary suspension from the ASX until 26 August 2022.
- (g) On 26 August 2022, Complii sought an extension of voluntary suspension from the ASX until 30 August 2022.

- (h) On 30 August 2022, the Bidder sought an extension of voluntary suspension from the ASX until 31 August 2022.
- (i) Complii determined that the Valid Acceptances were valid in accordance with the terms of the Bidder's Statement and received by Complii before 5.00pm AEST on 19 August 2022.
- (j) Complii has provided a deed undertaking to ASIC that where it extends the offer period of the Offer from 5.00pm AEST on 19 August 2022 to 5.00pm AEST on 30 August 2022 it will:
 - i. not submit to ASX Settlement for processing in accordance with the ASX Settlement Operating Rules any acceptances other than the Valid Acceptances;
 - ii. reject the reservation of the Financial Products in an Offer Accepted Subposition for any acceptance submitted to ASX Settlement for processing in accordance with the ASX Settlement Operating Rules by a Controlling Participant after 5.00pm AEST on 19 August 2022;
 - iii. prepare a notice:
 - A. extending the offer period of the Bid to 5.00pm AEST on 30 August 2022;
 - B. explaining the circumstances which led to, and the effect of, this instrument of relief

(Notice);
 - iv. lodge the Notice with ASIC; and
 - v. give the Notice to:
 - A. the Target; and
 - B. ASX;
 - vi. not extend the offer period beyond 5.00pm AEST on 30 August 2022;
 - vii. not vary the offers other than to extend the offer period to 5.00pm AEST on 30 August 2022; and
 - viii. provide payment of the consideration under the Bid for the Valid Acceptances by 31 August 2022 as a result of the time delay that has arisen as a result of the offer period being extended to 5.00pm AEST on 30 August 2022.
- (k) On 30 August 2022, ASIC issued the Instrument setting out the above matters. The effect of the Instrument is that the Bidder was able to extend the offer period from 5.00pm AEST on 19 August 2022 to 5.00pm AEST on 29 August 2022 to enable the Company to only process the Valid Acceptances.

2. EXTENSION OF THE OFFER PERIOD

Complii gives notice under the Instrument and section 650D(1) of the Corporations Act that pursuant to section 650C(1)(3) of the Corporations Act (as modified by the Instrument) it varies the Offer by extending the offer period from 5.00pm AEST on 19 August 2022 until 5.00pm AEST on 30 August 2022 in accordance with the Instrument, solely for the purposes of permitting Complii to submit Valid Acceptances to ASX Settlement to be processed in accordance with the ASX Settlement Operating Rules.

3. DEFINED TERMS

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

- (a) **ASX** means ASX Limited ACN 008 624 691;
- (b) **ASX Settlement** means ASX Settlement Pty Ltd ACN 008 504 532, the operator of the Clearing House Electronic Subregister System (**CHESS**);
- (c) **ASX Settlement Operating Rules** means the operating rules of ASX Settlement;
- (d) **Bid** means the off-market takeover bid by the Bidder for all of the ordinary shares in the Target on issue as at 7.00pm AEST on 27 June 2022 which the Bidder does not own;
- (e) **Bidder** means Complii FinTech Solutions Ltd ACN 098 238 585;
- (f) **Controlling Participant** has the same meaning as in the ASX Settlement Operating Rules;
- (g) **Financial Products** has the same meaning as in the ASX Settlement Operating Rules;
- (h) **Offer Accepted Subposition** has the same meaning as in the ASX Settlement Operating Rules; and
- (i) **Valid Acceptances** means any acceptances of the Bid that were received by the Bidder up to 5.00pm AEST on 19 August 2022 and that the Bidder has determined to be valid acceptances in accordance with the terms of the Bidder's Statement, except to the extent that such acceptances were not effective in accordance with section 653A of the Act.

4. DATE OF LODGEMENT AND DISCLAIMER

A copy of this notice was lodged with ASIC on 30 August 2022. ASIC takes no responsibility for the contents of this notice.

5. AUTHORISATION

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

Dated: 30 August 2022

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

Craig Mason
Executive Director

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