

Acquisition of MIntegrity Presentation

Complii FinTech Solutions Limited (**Complii** or the **Company**) (CF1.ASX) is pleased to release a copy of a presentation providing information relating to the acquisition of the MIntegrity, a leading Australian compliance consulting business, the details of which were announced to ASX on 4 September 2023.

This announcement is authorised by the Board of Complii Fintech Solutions Limited.

- ENDS -

For more information please contact:



Craig Mason
Executive Chairman

0437 444 881
investors@complii.com.au



Alison Sarich
Managing Director

(02) 9235 0028
investors@complii.com.au



Compli 
FinTech Solutions Ltd

M INTEGRITY
Asset Acquisition
Announcement

ASX:CF1

4 SEPTEMBER 2023

Key transaction rationale

M I N T E G R I T Y



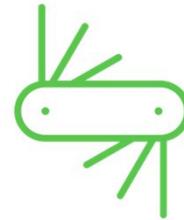
Broaden revenue base

- \$1.48m incremental annual revenue year 1



Grow corporate client base

- Access to MIntegrity's client base of over 100
- Access for MIntegrity to Group clients and users



Added value for broker clients

- One stop shop for AFSL compliance technology, services and consulting



Cross-promotional potential

- MIntegrity's RegsWeb: digital regulatory web service focused on risk and compliance
- MIntegrity's MIWize e-learning portal, delivered through Complii's Caddie business unit

In brief

Complii FinTech Solutions is enhancing its competitive market position with the acquisition of MIntegrity's assets

- MIntegrity is a specialist regulatory risk consulting firm with deep regulatory knowledge and extensive commercial experience
- Over 100 clients locally and across the world, including banks, markets exchanges and operators, AFSL holders and securities dealers, and private wealth firms
- Digital offering including RegsWeb, a digital regulatory library, and MIWize, an e-Learning library of specialized modules in line with FASEA requirements

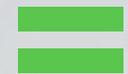
A complementary transaction for the Complii Group

- Ties into the recent acquisition of PrimaryMarkets and Registry Direct
- Offers further services to Complii's existing client base, including AUSIEX
- Expands Group's client base
- Integration will extend Complii's product breadth and competitive value proposition
- Expanding Caddie's CPD offering

Complii



M INTEGRITY



"One stop" regulatory risk and compliance solution for capital markets participants

Summary

The MIntegrity asset acquisition is the latest potential strategic transaction for Complii (ASX.CF1), as it continues to evolve into becoming the leading end-to-end service provider for AFSL holders.

As a leading regulatory and operational risk consulting firm with digital offerings, MIntegrity fits neatly into Complii's strategy of managing all corporate activity related to equity capital markets that follows a business's inception, including risk management, governance and control processes. The only activities not part of Complii's future vision for the platform include market data, listing execution (ASX) and clearing.

Complii is acquiring all of MIntegrity's assets, including the MIntegrity brand, IP, key personnel and client list.

The transaction consideration will be paid as follows:

- Issue of 13,000,000 fully paid ordinary shares in CF1
- Initial payment of \$150,000 followed by two further payments of \$75,000 over 24 months, subject to the achievement of agreed performance goals
- Issue of 6,000,000 performance rights subject to achieving milestones

Summary (continued)

Established in 2013, MIntegrity has over 100 clients and a team with a unique blend of senior experience in financial markets regulation, both in Australia and international jurisdictions.

Key personnel



Andrew Tait
Co-Founder and
Managing Director



Amanda Mark
Co-Founder and
Managing Director

Both Andrew and Amanda will be joining the Complii Group for a minimum period of 24 months from the date of completion and will receive Performance Rights as an incentive.

MIntegrity Client Sample



About Complii

Equipping AFSL holders for success

Complii is assembling Australia's first end-to-end offering for AFSL holders.

The suite of products and services serve to:

- **EMPOWER** participation in and management of higher flows of corporate deals, capital raisings or trading unlisted shares across an ever-wider array of investors
- **ENABLE** transparent management of AFSL compliant processes to save management time and minimise organisational risks
- ✓ **ENSURE** that all aspects of AFSL reporting and training are undertaken in a fully compliant way, providing tools and safeguards to identify and prevent criminal activity

The integration of MIntegrity will substantially **ENABLE** more efficient Compliance Management



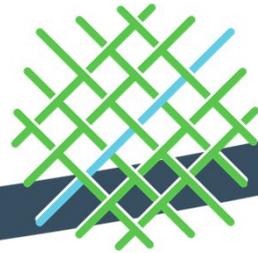
Group growth strategy

Growth strategy is a layered approach, to build recurring subscription revenue, supplemented with transactional revenue



Corporate growth

Acquisition of complementary technology and integrated services and customers with additional product offerings



Organic growth via cross-module sales to increase client penetration

Ensure existing clients are aware of the full suite of the products and enhancements of their existing modules to increase operational and administrative efficiencies inclusive of unlisted trading services



Continue to grow market footprint and be the fully integrated end to end provider across:

- > Stockbrokers
- > Corporate advisory firms
- > Wealth managers
- > Financial planners
- > Banks
- > International corporates
- > Private companies
- > Sophisticated investors

Complii Group: the “backbone” of equity capital markets

Strategic positioning as “the compliant ‘backbone’ to the Equity Capital Markets”

- Significant depth of customers
- The future of capital markets is tech and compliance focused
- Addressing the fast-moving tech, compliance and efficiency requirements

Compliance is our DNA



Market Data



Complii
Group

Compliance,
equity, control &
capital markets
management



Execution & Clearing

Opportunities

Opportunities for cross-promotion with integration and added-value offerings for Complii Group clients

Integration

- Risk and Compliance managers can now access customised technology and regulatory advice with a single vendor

Added value

- Digital regulatory web service and library
- Educational offers can be more widely delivered through Caddie, Complii's e-learning and CPD management portal



A growing market

Growing our TAM (total addressable market) through acquisitions as well as cross-selling opportunities



A unique offer

Our end-to-end offer is unique in the market; we have strong customer retention and have seen great traction



A clear growth path

We are now focused on monetisation of our client base through up- and cross-selling

Asset Acquisition transaction details

Transaction Details¹

The proposed capital structure of the Company following completion of the Asset Acquisition and issues of all securities contemplated are set out below:

HOLDER	TOTAL SHARES	OPTIONS	PERFORMANCE RIGHTS
CF1 securities	551,743,115	116,799,774	48,846,727
Securities to be issued pursuant to the Asset acquisition²	13,000,000		6,000,000
Total	564,743,115	116,799,774	54,846,727

Indicative Capital Structure Post Transaction

DESCRIPTION	AMOUNT
ASX Code	CF1
Share price³	\$0.035
Shares on issue	564,743,115
Market capitalisation	\$19,766,009

Notes

1. Per ASX announcement dated 4 September 2023
2. The shares are to be escrowed for 24 months from completion of the acquisition
3. As of market close on 1 September 2023

Pro-Forma Group growth performance

CF1 + MIntegrity Combined Group Financials

		FY23 ACTUAL	FY22 ACTUAL
Group Revenues	Complii Group*	\$8,345,948	\$8,969,403
	MIntegrity Group**	\$869,964	\$1,333,772
	Total Revenue and other Income	\$9,215,912	\$10,303,175
	R&D Rebate - Complii	\$2,386,298	\$326,474
	Total Revenue and Income including R&D	\$11,602,210	\$10,629,649
Cash at Bank and Term Deposit	Complii Group*	\$5,796,052	\$5,736,421
	MIntegrity Group**	\$7,099	\$43,204
	Total Cash at Bank and on Term Deposit	\$5,803,151	\$5,779,625
Net Assets	Complii Group*	\$16,267,112	\$10,964,362
	MIntegrity Group**	\$28,922	\$64,805
	Total Net Assets	\$16,296,034	\$11,029,167

* The information included for Complii Group is from the FY23 + FY22 Audited Annual Report

** The information provided for MIntegrity Group is from the FY23 + FY22 unaudited financial information



“ We are strengthening and future-proofing our full, end-to-end offering to our customers, which positions us to maintain our first-mover advantage across all facets of our industry.

Complii believes that the asset acquisition will provide both our Group and MIntegrity with additional and complementary business opportunities for their respective current operations.

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Craig Mason
Executive Chairman - Complii

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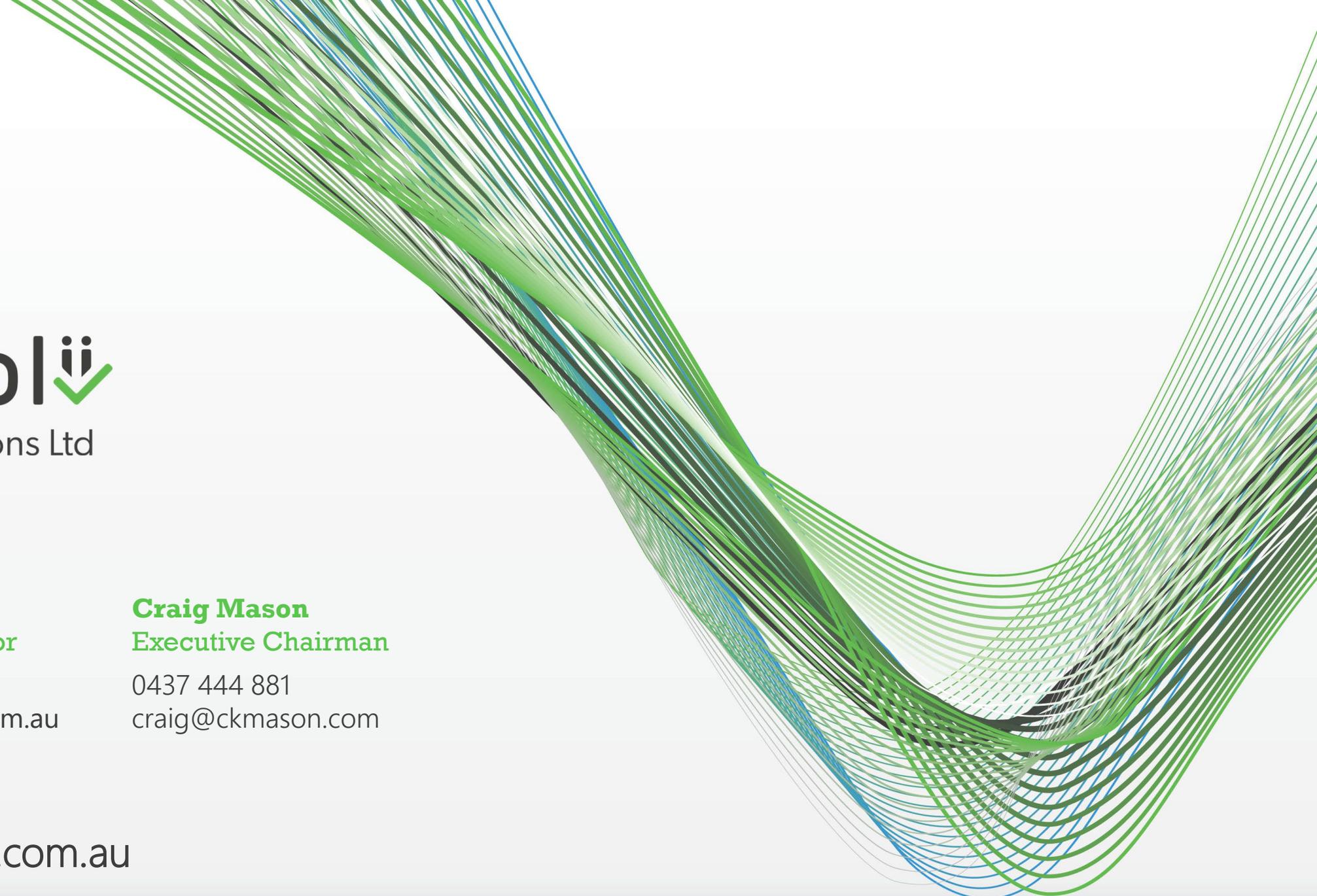
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Complii
FinTech Solutions Ltd

Alison Sarich
Managing Director

0488 327 688
alison@complii.com.au

Craig Mason
Executive Chairman

0437 444 881
craig@ckmason.com

www.complii.com.au