

Investor Announcement

Complii signs binding Share Sale Agreement to divest Registry Direct

Complii FinTech Solutions Ltd (**Complii** or the **Company**) (ASX:CF1) is pleased to announce that it has entered into a binding Share Sale Agreement with Mr Roe, Founder and CEO of Registry Direct, to sell its Registry Direct business unit to Mr Roe in a management buy-out. The Share Sale Agreement is subject to Complii obtaining shareholder approval pursuant to ASX Listing Rule 10.1 at a general meeting (the date of which will be announced shortly). Subject to obtaining that approval, the transaction is expected to complete in early to mid-October 2024.

As announced on 18 July 2024, Mr Roe will excuse himself from board meetings until the transaction is terminated or completes. Upon completion, Mr Roe will resign from the board of Complii, and Mr Mason and Ms Sarich will resign from the board of Registry Direct.

The transaction consideration is payable as follows:

- a deposit totalling \$100,000 paid by Mr Roe to Complii prior to and on execution of the Share Sale Agreement (which will form part of the sale price);
- \$3,750,000 to be paid by Mr Roe to Complii at completion. The payment consists of \$3,250,000 as part of the sale price (in addition to the deposit), together with a \$500,000 (plus GST) service fee pursuant to a services agreement (**SA**) to be entered into whereby Complii will continue to provide administration services to Registry Direct; and
- two further payments of \$500,000 (plus GST) each for service fees under the SA, payable in June 2025 and June 2026.

Complii Group and Registry Direct will have a continued future long-term relationship, which will see Registry Direct with continued access to the Complii platform, including the Adviser Bid/Corporate Highway product, to allow Registry Direct clients to place offers to raise capital, as well as access to the PrimaryMarkets Platform to allow Registry Direct clients to place offers and/or securities to trade.

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

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About Complii Fintech Solutions

Complii is a digital platform providing an electronic centralised framework to manage AFSL holders (Stockbrokers & Financial Planners) and their licenced user centric workflows for compliance, capital raising and operational needs.

Complii's customisable software provides a single desktop solution which automates key compliance and operational needs. The software automates multiple routine activities so that clients can better meet their regulatory obligations, while giving them more scope to better service clients in a targeted way. Complii is uniquely positioned in Australia as a full-service software provider for AFSL holders including brokers, advisers and wealth management firms.

Complii.com.au