

Notice of General Meeting

The following documents will be sent to shareholders on 30 August 2024 in relation to the General Meeting of Complii FinTech Solutions Limited (CF1:ASX) to be held on Thursday, 3 October 2024 at 11:00 am (AEST):

1. Letter to Shareholders regarding the Notice of Meeting
2. Notice of Meeting
3. Proxy Form.

This announcement is authorised to be given to ASX by Craig Mason (Executive Chairman) and Alison Sarich (Managing Director) on behalf of 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

29 August 2024

Dear Shareholder,

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting (**Meeting**) of Shareholders of Complii FinTech Solutions Ltd (ACN 098 238 585) (**Company**) will be held as follows:

Time and date: 11.00am (AEST) on Thursday, 3 October 2024
Location: Level 6, 56 Pitt Street, Sydney NSW 2000

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at <https://complii.com.au/for-shareholders/asx-announcements/>; and
- the ASX market announcements page under the Company's code "CF1".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting and the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

Online: www.registrydirect.com.au/investor
By mail: PO Box 572, Sandringham, Victoria 3191
By email: registry@registrydirect.com.au
By fax: +61 3 9111 5652
By mobile: Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 11.00am (AEST) on Tuesday, 1 October 2024 being not less than 48 hours before the commencement of the Meeting. **Any proxy voting instructions received after that time will not be valid for the Meeting.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Yours faithfully,

COMPLII FINTECH SOLUTIONS LTD



Karen Logan
Company Secretary

Complii FinTech Solutions Ltd

ABN 71 098 238 585
Level 6, 56 Pitt Street, Sydney NSW 2000

www.complii.com.au
investors@complii.com.au
Telephone: 02 9235 0028

COMPLII FINTECH SOLUTIONS LTD

ACN 098 238 585

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (AEST)

DATE: Thursday, 3 October 2024

PLACE: Level 6, 56 Pitt Street, Sydney NSW 2000

The Independent Expert has concluded that the Disposal the subject of Resolution 1 in this Notice of Meeting is FAIR and REASONABLE to non-associated Shareholders. All Shareholders are referred to the Independent Expert's Report enclosed with this Notice of Meeting.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company via email at investors@complii.com.au.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEST) on 1 October 2024.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – SALE OF REGISTRY DIRECT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.1 and for all other purposes, approval is given for the sale by the Company of 100% of the issued share capital of Registry Direct Pty Limited ACN 160 181 840 to Ian Steuart Roe, on the terms and conditions set out in the Explanatory Statement."

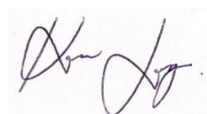
Short Explanation: The Company has entered into a Share Sale Agreement with Mr Roe and Registry Direct Pty Limited ACN 160 181 840 (**Registry Direct**), pursuant to which the Company has agreed to sell 100% of the issued capital in Registry Direct to Mr Roe. As Mr Roe is a director of the Company, the Disposal must be approved by Shareholders of the Company pursuant to ASX Listing Rule 10.1.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report included with this Notice of Meeting, prepared by the Independent Expert for the purposes of the Shareholder approval required under ASX Listing Rule 10.1. The Independent Expert's Report comments on the fairness and reasonableness of the Acquisition the subject of this Resolution to the non-associated Shareholders in the Company. The Independent Expert has determined that the Disposal is FAIR and REASONABLE to the non-associated Shareholders.

A voting exclusion and prohibition statement applies to this Resolution. Please see below.

Dated: 29 August 2024

By order of the Board



Karen Logan
Company Secretary

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of the persons named in the table below, or an associate of those persons:

| | |
|---|--|
| Resolution 1 - Sale of Registry Direct | Mr Ian Steuart Roe, being the person acquiring the substantial asset from the entity, and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a holder of ordinary securities in the entity). |
|---|--|

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

The Company strongly encourages Shareholders to lodge a directed proxy vote online or in accordance with the instructions on the Proxy Form. Proxy appointments must be received by the Company by no later than 11.00am (AEST) on Tuesday, 1 October 2024. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company and/or representatives from Automatic Share Registry will need to verify your identity. You can register from 10.30am (AEST) on the day of the Meeting.

Questions

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company via email at investors@complii.com.au.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company via email at investors@complii.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

1. RESOLUTION 1 – SALE OF REGISTRY DIRECT

The Independent Expert has concluded that the Disposal is *FAIR and REASONABLE* to the non-associated Shareholders of the Company. Further details are set out in the Independent Expert's Report at Annexure A of this Notice.

1.1 Background

As announced on 18 July 2024, the Company entered into a Non-Binding Term Sheet (**NBT**) to sell 100% of the issued share capital in Registry Direct to Mr Ian Steuart Roe (**Disposal**). Mr Roe is an executive director of the Company, and the founder and chief executive officer of Registry Direct. On 26 August 2024, the Company announced that it had entered into the formal Share Sale Agreement with Mr Roe for the Disposal. A summary of the material terms of the Disposal are set out in Section 1.3.

Resolution 1 seeks Shareholder approval for the purpose of Listing Rule 10.1 and all other purposes to enable the Company to complete the Disposal of Registry Direct to Mr Roe pursuant to the Share Sale Agreement.

1.2 Overview of Registry Direct

The Company acquired Registry Direct pursuant to an off-market takeover in October 2022.

Registry Direct is an Australian fintech business providing share and unit registry services to Australian and international companies and trusts operating in Australia, with a client list that includes Facebook, Starbucks, Sequoia and Adobe. Registry Direct has also created and developed arguably Australia's only fully featured software-as-a-service (SaaS) registry management platform, which is designed to better manage shareholder data and communications.

1.3 Share Sale Agreement

The key terms of the Disposal are as follows:

- (a) the purchase price for the Disposal is \$3,350,000, payable by Mr Roe to the Company as follows:
 - (i) a deposit of \$100,000 that has been paid by Mr Roe; and
 - (ii) a completion payment of \$3,250,000.

The deposit will be returned by the Company to Mr Roe if the Share Sale Agreement is terminated because of a default by the Company, or if the Shareholders of the Company do not approve the Proposed Transaction, or if the Proposed Transaction is not completed within 12 Business Days of Shareholders approving the Proposed Transaction ;

- (b) Registry Direct and the Company to enter into a Services Agreement for administrative services provided by Complii to Registry Direct, pursuant to which Registry Direct will pay to the Company:
 - (i) \$500,000 (plus GST) payable on completion; and
 - (ii) \$500,000 (plus GST) payable in June 2025; and
 - (iii) \$500,000 (plus GST) payable in June 2026;
- (c) the Disposal is conditional upon the satisfaction of the Company obtaining all shareholder approvals for the Disposal for the purposes of Listing Rule 10.1 and for all other purposes on or before 5:00pm (AEST) on 15 October 2024;
- (d) any loans between the Company and Registry Direct being repaid on or prior to completion. The net amount of these loans as at the date of this Notice is \$1,203,415 owing by the Company to Registry Direct;
- (e) completion is proposed to occur, subject to the Company obtaining Shareholder approval, two Business Days after Shareholder approval is obtained (being Monday, 7 October 2024);
- (f) Registry Direct will grant the Company security over its assets, and Mr Roe will provide a guarantee in favour of the Company, for the purposes of payments to be made by Registry Direct under the Services Agreement. If Registry Direct terminates the Services Agreement prior to the end of the term of the Services Agreement (being 30 July 2027), the balance of all outstanding fees shall be immediately due and payable and recoverable under the security. Mr Roe also agrees to pay to the Company the proceeds of the sale of any Shares that he or his entities hold that are sole whilst moneys are due and owing to the Company under the Services Agreement;
- (g) the Company will remain a client of Registry Direct under its existing registry service agreement until 30 July 2027; and
- (h) the Share Sale Agreement otherwise contains provisions considered standard for an agreement of this type, such as standard representations, warranties and indemnities.

1.4 Advantages of the Disposal

The Directors (other than Mr Roe) are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

- (a) the Independent Expert has determined that the Disposal is FAIR and REASONABLE for non-associated Shareholders;
- (b) the purchase price of \$3,350,000 payable by Mr Roe for the Disposal is cash, and the Company will also receive \$1,500,000 in payments for services provided under the Services Agreement. Prior to or at completion the Company will also repay the net amount of loans between the Company and Registry Direct being (being \$1,203,415 payable by the Company to Registry Direct). Accordingly the

Company's existing cash balance will increase by approximately \$2.65 million;

- (c) the Disposal will:
 - (i) allow the Company to focus on its core market and services, whilst having a limited impact on the Company's revenue, profit and cross-selling opportunities. This will occur given the continued future long-term relationship between the Company and Registry Direct, which will see Registry Direct with ongoing 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;
 - (ii) enable the Company to reshape its unique suite of solutions and refocus on its core customer offering through reinvestment in products, customer acquisition and cross-selling to its core base; and
 - (iii) free the Company to be more focused and effective, helping to further reshape its ecosystem and consolidating the Company's positioning as the "backbone" of Australian equity capital markets;
- (d) the Company will no longer be required to fund any future losses from the Registry Direct business;
- (e) there will be no change to capital structure of the Company as a result of the Disposal;
- (f) there will be no dilution of the Company shares held by shareholders;
- (g) consideration from the Proposed Transaction will provide a source of funding for the Company to:
 - (i) consider mergers and acquisitions that further cements the Company's position as the backbone in the corporate and equity capital raising space;
 - (ii) assess sub scale and undercapitalised businesses in the Fintech space that are complimentary to the Company's existing suite of services and customer base, with particular focus on the needs of the AFSL and broker dealer segment; and
 - (iii) working capital purposes generally; and
- (h) potential for the Company to generate additional fees through Registry Direct clients using Complii platforms.

1.5 Disadvantages of the Disposal

The Directors (other than Mr Roe) are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

- (a) the Company will not be able to implement and potential operational and business synergies within the Company group (as Registry Direct will no longer be a subsidiary of the Company);
- (b) the Company will not directly benefit from any future increase in the market value of the Registry Direct business; and
- (c) the Disposal involves the Company selling an asset, which may not be consistent with the investment objectives of all Shareholders.

1.6 Timetable

The indicative timetable for the Disposal is as follows:

| Event | Date |
|------------------------------------|----------------|
| Company announces Disposal | 18 July 2024 |
| Company releases Notice of Meeting | 29 August 2024 |
| Shareholders approve the Disposal | 3 October 2024 |
| Completion of the Disposal | 7 October 2024 |

The above dates are indicative only and are subject to change at the Board's discretion in accordance with the Corporations Act and the Listing Rules.

1.7 Listing Rule 10.1

Listing Rule 10.1 provides that a listed company must not acquire or agree to acquire a substantial asset from, or dispose of or agree to dispose of a substantial asset to:

- 10.1.1 a related party;
- 10.1.2 a child entity;
- 10.1.3 a person who is, or was at any time in the 6 months before the transaction, a substantial (10%+) holder in the company;
- 10.1.4 an associate of a person referred to in Listing Rules 10.1.1 to 10.1.3; or
- 10.1.5 a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders,

unless it obtains the approval of its shareholders.

The Registry Direct business has been valued by the Independent Expert at between \$4.2 million and \$6.6 million as at the date of this Notice, which is greater than 5% of the equity interests of the Company, and it is therefore considered a "substantial asset" of the Company for the purposes of Listing Rule 10.2. Accordingly, Registry Direct is a substantial asset of the Company for the purposes of Listing Rule 10.1.

Mr Roe, as the purchaser under the Disposal, is a related party of the Company as he is an executive director of the Company.

Accordingly the Disposal falls within Listing Rule 10.1.1 and involves the disposal of a substantial asset. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.1.

Resolution 1 seeks the required Shareholder approval to the Disposal under and for the purposes of Listing Rule 10.1.

1.8 Independent Expert's Report

Listing Rule 10.5.10 requires a notice of meeting containing a resolution to approve a transaction under Listing Rule 10.1 to include a report on the transaction from an independent expert.

The Independent Expert's Report prepared by BDO Corporate Finance Australia Pty Ltd (**Independent Expert**) (a copy of which is attached as Annexure A to this Notice) sets out a detailed independent examination of the Share Sale Agreement to enable non-associated Shareholders to assess the merits and decide whether to approve Resolution 1. The Independent Expert has concluded that the disposal of Registry Direct pursuant to the Share Sale Agreement the subject of Resolution 1 is FAIR and REASONABLE to the non-associated Shareholders, and that the pricing for the Proposed Transaction is entered into on arm's length terms.

Shareholders are urged to carefully read the Independent Expert's Report to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

1.9 Technical information required by Listing Rule 10.5

Pursuant to and in accordance with Listing Rule 10.5 the following information is provided in relation to Resolution 1:

- (a) the Company has entered into the Share Sale Agreement with Mr Ian Steuart Roe and Registry Direct;
- (b) Mr Roe is an executive director of the Company. Accordingly, Mr Roe is a related party of the Company as a result of him being a Director;
- (c) the asset being disposed of is 100% of the share capital in Registry Direct that is held by the Company;
- (d) the consideration payable by Mr Roe and receivable by the Company is set out in Section 1.3;
- (e) the intended use of funds received for the Disposal is set out in Section 1.4(g);
- (f) an indicative timetable is set out at Section 1.6;
- (g) a summary of the material terms of the Share Sale Agreement are set out in Section 1.3;

- (h) a voting exclusion statement is included in Resolution 1 of the Notice; and
- (i) the Independent Expert's Report is included at Annexure A of the Notice.

1.10 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Share Sale Agreement as the Share Sale Agreement is on the same or better terms as the Company would otherwise have entered into with non-related parties and as such the giving of the financial benefit is on arm's length terms.

This conclusion has been reached, amongst other reasons, due to the Independent Expert in its Independent Expert's Report confirming that the disposal of Registry Direct pursuant to the Share Sale Agreement is FAIR and REASONABLE to the non-associated Shareholders in the Company, and that the pricing for the Proposed Transaction is entered into on arm's length terms. Accordingly, the Company is not seeking shareholder approval under Chapter 2E of the Corporations Act.

1.11 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Company will be able to proceed with the Disposal pursuant to the Share Sale Agreement.

If Resolution 1 is not passed, the Company will not proceed with the Share Sale Agreement and will need to further assess its strategic direction, that may include engaging with other third parties in relation to the possible disposal of the Registry Direct business.

1.12 Board Recommendation

After carefully considering all aspects of the Share Sale Agreement and the Independent Expert's Report, each non-conflicted Director (being the Directors excluding Mr Roe) considers that the Disposal is in the best interests of Shareholders. Accordingly, each non-conflicted Director recommends that the Shareholders vote in favour of Resolution 1.

The Directors are not aware of any other information other than as set out in this Notice that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 1.

GLOSSARY

Unless otherwise indicated below, capitalised terms have the meaning given to them in the Listing Rules, and:

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Complii FinTech Solutions Ltd (ACN 098 238 585).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Disposal has the meaning given in Section 1.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Independent Expert means BDO Corporate Finance Australia Pty Ltd (ACN 050 038 170).

Independent Expert's Report means the report prepared by the Independent Expert attached as Annexure A of this Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having

authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Registry Direct means Registry Direct Pty Limited (ACN 160 181 840).

Resolution means a resolution set out in the Notice as the context requires.

Section means a section of the Explanatory Statement.

Services Agreement means the services agreement to be entered into by the Company and Registry Direct in relation to the Company providing administration services to Registry Direct, commencing from completion under the Share Sale Agreement and ending 30 July 2027.

Share means a fully paid ordinary share in the capital of the Company.

Share Sale Agreement means the share sale agreement between the Company, Mr Roe and Registry Direct dated 23 August 2024 (as amended) in relation to the Disposal.

Shareholder means a registered holder of a Share.

ANNEXURE A – INDEPENDENT EXPERT’S REPORT

Complii FinTech Solutions Limited

Independent Expert's Report

Opinion: Fair and reasonable

26 August 2024



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Perth, WA 6000
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Australia

FINANCIAL SERVICES GUIDE

Dated: 26 August 2024

This Financial Services Guide ('FSG') helps you decide whether to use any of the financial services offered by BDO Corporate Finance Australia Pty Ltd ('BDO Corporate Finance', 'we', 'us', 'our').

The FSG includes information about:

- Who we are and how we can be contacted
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients.

Any general advice we provide is provided on our own behalf, as a financial services licensee.

GENERAL FINANCIAL PRODUCT ADVICE

Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

FEES, COMMISSIONS AND OTHER BENEFITS THAT WE MAY RECEIVE

We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us \$30,000 for preparing the Report.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

All our employees receive a salary. Our employees are eligible for bonuses based on overall company performance but not directly in connection with any engagement for the provision of a report.

REFERRALS

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

ASSOCIATIONS AND RELATIONSHIPS

BDO Corporate Finance is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The general financial product advice in our report is provided by BDO Corporate Finance and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

COMPLAINTS RESOLUTION

We are committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the [BDO Complaints Policy](#) available on our website.

BDO Corporate Finance is a member of AFCA (Member Number 11843). Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to the Australian Financial Complaints Authority ('AFCA') using the below contact details:

Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Email: info@afca.org.au
Phone: 1800 931 678
Fax: (03) 9613 6399
Interpreter service: 131 450
Website: <http://www.afca.org.au>

COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au

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Appendix 1 - Glossary and copyright notice

Appendix 2 - Valuation methodologies

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Appendix 4 - Profile of comparable companies and transactions

© 2024 BDO Corporate Finance Australia Pty Ltd

26 August 2024

The Independent Directors
Complii FinTech Solutions Limited
Level 6
56 Pitt Street
SYDNEY NSW 2000

Dear Independent Directors

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 18 July 2024, Complii FinTech Solutions Limited ('**Complii**', '**Complii Group**' or '**the Company**') announced that the Company had entered into a non-binding term sheet ('**NBTS**') under which it is proposed that the Company will sell 100% of the ordinary shares in its 100% owned subsidiary Registry Direct Pty Ltd ('**Registry Direct**') to Mr. Steuart Roe (and/or entities associated with him) ('**Mr. Roe**') ('**The Proposed Transaction**'). Mr. Roe is the Founder and Chief Executive Officer ('**CEO**') of Registry Direct and is also a current director of Complii.

Under the terms of the NBTS, Complii will receive an initial cash payment of \$3,850,000 from Mr. Roe (payable on the completion date, which is expected to be 15 October 2024), comprising \$3,350,000 in sale proceeds ('**Purchase Price**') and \$500,000 in service fees pursuant to a Services Agreement ('**Services Agreement**') (collectively, the '**Initial Payment**').

The Services Agreement is to be entered into by Complii, Registry Direct and Mr. Roe (with Mr. Roe acting personally as guarantor to the Services Agreement), under which Complii will continue to provide administration services to Registry Direct. The Services Agreement is effective from the completion date of the Proposed Transaction until 30 July 2027, and as part of the Services Agreement, Complii will receive three service fee instalments of \$500,000 (plus GST) ('**Services Fees**'), with the first instalment payable on the expected completion date of 15 October 2024 (included within the Initial Payment). The remaining two instalments of \$500,000 are payable each on 30 June 2025 and 30 June 2026, respectively ('**Deferred Payments**'). For the purpose of our Report, the Initial Payment and Deferred Payments are collectively termed '**the Consideration**'.

As Mr. Roe is a director of Complii, the Proposed Transaction will require approval by shareholders of Complii who are not associated with Mr. Roe ('**Shareholders**'), pursuant to Australian Securities Exchange ('**ASX**') Listing Rule 10.1. Further details of the Proposed Transaction are outlined in Section 4 of our Report.

All figures are quoted in Australian Dollars ('**\$**' or '**AUD**') unless otherwise stated.

2. Summary and opinion

2.1 Requirement for the report

The independent directors of Complii (**‘Independent Directors’**) have requested that BDO Corporate Finance Australia Pty Ltd (**‘BDO’**) prepare an independent expert’s report (**‘our Report’**) to express an opinion as to whether the Proposed Transaction is fair and reasonable to Shareholders.

Our Report is prepared pursuant to ASX Listing Rule 10.1 and is to be included in the Notice of Meeting for Complii in order to assist Shareholders in their decision whether to approve the Proposed Transaction.

Our Report is also prepared for the purpose of assisting the Independent Directors in their determination of whether the Proposed Transaction requires Shareholder approval pursuant to Chapter 2E of the Corporations Act 2001 (**‘Corporations Act’** or **‘the Act’**).

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission (**‘ASIC’**) Regulatory Guide 76 ‘Related party transactions’ (**‘RG 76’**), Regulatory Guide 111 ‘Content of expert reports’ (**‘RG 111’**) and Regulatory Guide 112 ‘Independence of experts’ (**‘RG 112’**).

In arriving at our opinion, we have assessed the terms of the Proposed Transaction as outlined in the body of this Report. We have considered:

- How the value of Registry Direct compares to the value of the Consideration to be received by Complii
- The likelihood of an alternative offer being made to Complii
- The advantages and disadvantages of approving the Proposed Transaction
- Other factors which we consider to be relevant to the Shareholders in their assessment of the Proposed Transaction
- The position of Shareholders should the Proposed Transaction not proceed.

2.3 Opinion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of an alternative offer, the Proposed Transaction is fair and reasonable to Shareholders.

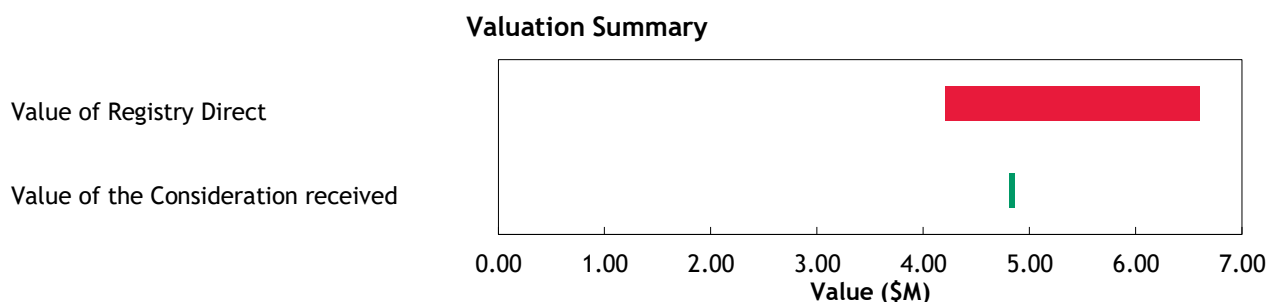
2.4 Fairness

In Section 12, we determined that the value of Registry Direct compares to the value of the Consideration, as detailed below.

| | Ref | Low \$m | High \$m |
|-------------------------------------|-----|------------|-------------|
| Value of Registry Direct | 10 | 4.20 | 6.60 |
| Value of the Consideration received | 11 | 4.81 | 4.81 |

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

The above pricing indicates that, in the absence of any other relevant information, and an alternate offer, the Proposed Transaction is fair for Shareholders. The above pricing also indicates that the Proposed Transaction is entered into on arm's length terms.

2.5 Reasonableness

We have considered the analysis in Section 13 of this Report, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Proposed Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Proposed Transaction is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

| Advantages and Disadvantages | | | |
|------------------------------|---|---------|--|
| Section | Advantages | Section | Disadvantages |
| 13.2.1 | The Proposed Transaction is fair | 13.3.1 | Loss of scale of Complii |
| 13.2.2 | Consideration from the Proposed Transaction provides source of funding | 13.3.2 | Loss of potential upside in the Registry Direct business and synergies |
| 13.2.3 | The Proposed Transaction provides Complii with certainty of value | | |
| 13.2.4 | Complii will no longer be required to fund any future losses from Registry Direct | | |
| 13.2.5 | Increased focus on the Complii Business, PrimaryMarkets and other business units | | |
| 13.2.6 | Potential for Complii to generate additional fees through Registry Direct clients using Complii platforms | | |

Other key matters we have considered include:

| Section | Description |
|---------|--|
| 13.1 | Alternative proposal |
| 13.4 | Consequences of not approving the Proposed Transaction |
| 13.5.1 | Retention of Registry Direct tax losses/benefits |
| 13.5.2 | Retention of Registry Direct’s R&D tax claims for FY24 |

3. Scope of the Report

3.1 Purpose of the Report

ASX Listing Rule 10.1

ASX Listing Rule 10.1 requires that a listed entity must obtain shareholders' approval before it acquires or disposes of, or agrees to acquire or dispose of, a substantial asset when the consideration to be paid for the asset or the value of the asset being disposed constitutes more than 5% of the equity interest of that entity as set out in the latest accounts given to the ASX under its Listing Rules. Listing Rule 10.1 applies where the vendor or acquirer of the relevant assets is a related party or person of influence of the listed entity as defined under the ASX Listing Rules. Mr. Roe is considered to be a related party to Complii, on the basis that he is also a director of the Company.

Listing Rule 10.5.10 requires the Notice of Meeting for shareholders' approval to be accompanied by a report by an independent expert expressing their opinion as to whether the transaction is fair and reasonable to the shareholders whose votes are not to be disregarded.

Accordingly, an independent experts' report is required for the Proposed Transaction. Under RG 111 the report should provide an opinion by the expert stating whether or not the terms and conditions in relation thereto are fair and reasonable to the non-associated shareholders of Complii.

Chapter 2E of the Act

Chapter 2E of the Act requires a public company to obtain shareholder approval when giving a financial benefit to a related party unless an exception applies and the directors of the company choose not to rely on that exception. What constitutes a financial benefit, who are related parties, and the exceptions to shareholder approval are set out under Chapter 2E.

Our Report has been prepared to assist the Independent Directors in their determination of whether the Proposed Transaction requires Shareholder approval pursuant to Chapter 2E of the Act. In particular, our opinion on whether the Proposed Transaction is fair and reasonable to Shareholders (as assessed for the purpose of ASX Listing Rule 10.1), would assist the Independent Directors in determining whether the financial benefit provided by Complii to Mr. Roe is on arm's length terms, and therefore, whether the Proposed Transaction qualifies for an exemption to the requirement for Shareholder approval under Chapter 2E of the Act.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the Proposed Transaction is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111 which provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

This regulatory guide suggests that, where an expert assesses whether a related party transaction is 'fair and reasonable' for the purposes of ASX Listing Rule 10.1 or Chapter 2E of the Act, this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal.

We do not consider the Proposed Transaction to be a control transaction in the sense that the Proposed Transaction does not result in a transfer of control of Complii. As such, we have used RG 111 as a guide for our analysis but have considered the Proposed Transaction as if it were not a control transaction.

Notwithstanding this, pursuant to the Proposed Transaction, Complii proposes to divest its 100% interest in Registry Direct, therefore, we have assessed the value of Registry Direct on a controlling interest basis.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer. In the case of Complii, Registry Direct is the subject of the Proposed Transaction. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length.

RG 111 states that when considering the value of the securities subject of the offer in a control transaction it is inappropriate for the expert to apply a discount on the basis that the shares being acquired represent a minority or portfolio interest as such the expert should consider this value inclusive of a control premium. As outlined in Section 3.2, we do not consider that the Proposed Transaction is a control transaction in the sense that the Proposed Transaction does not result in a transfer of control of Complii. However, as Complii is proposing to dispose its 100% interest in Registry Direct, we have assessed the value of Registry Direct on a controlling interest basis.

Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any alternate options.

Having regard to the above, BDO has completed this comparison in two parts:

- A comparison between the value of Registry Direct and the value of the Consideration to be received by Complii (fairness - see Section 11 'Is the Proposed Transaction fair?').
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the resolution, after reference to the value derived above (reasonableness - see Section 12 'Is the Proposed Transaction reasonable?').

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('APES 225').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Valuer is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Valuer at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Proposed Transaction

4.1 Overview

On 18 July 2024, Complii announced that the Company had entered into a NBTS with Mr. Roe, under which it is proposed that the Company will sell its 100% interest in Registry Direct to Mr. Roe.

Mr. Roe is the original founder and CEO of Registry Direct, therefore, the Proposed Transaction is also characterised as a Management Buy-Out. Mr. Roe is also a current director of Complii and therefore, Shareholder approval for the Proposed Transaction is required pursuant to ASX Listing Rule 10.1. Upon completion of the Proposed Transaction, it is intended that Mr. Roe will resign from the board of Complii.

Under the terms of the NBTS, Complii will receive the Consideration comprising:

- The Initial Payment of \$3,850,000 (payable on the completion date which is expected to be 15 October 2024), and comprising:
 - The \$3,350,000 Purchase Price, and
 - The first tranche of the \$500,000 service fees pursuant to the Services Agreement
- The Deferred Payments comprising two further tranches of \$500,000 payable on 30 June 2025 and 30 June 2026, respectively.

The Deferred Payments will be secured against the assets of Registry Direct and guaranteed by Mr. Roe.

The terms of the NBTS have been formalised by way of a share sale agreement ('SSA') executed between Complii and Mr. Roe.

4.2 Conditions precedent

Under the terms of the SSA, the Proposed Transaction is subject to the following conditions precedent:

- Complii obtaining Shareholder approval for the Proposed Transaction for the purposes of ASX Listing Rule 10.1 and for all other purposes.

4.3 Services Agreement

In connection with the sale of the Registry Direct business, Complii and Registry Direct will also enter into the Services Agreement, under which Complii will continue to provide administration services to Registry Direct. The effective term of the Services Agreement, given the parties to the Services Agreement do not terminate or default on the SSA, is from completion date of the Proposed Transaction to 30 July 2027.

Under the Services Agreement, Complii will provide to Registry Direct on a non-exclusive basis, the following services in exchange for the Service Fees:

- Accounting, bookkeeping, payroll, compliance and management reporting services for the financial year ending 30 June 2025 ('FY25') only
- Access to all Complii platforms (Adviser Bid, Corporate Highway, etc) and equivalent products to allow Registry Direct clients to place offers and raise capital at no charge
- Access to Complii's Primary Markets platform (or equivalent) to allow Registry Direct clients to place offers and/or securities to trade for no charge.

We note Complii may charge Registry Direct clients fees on any money raised or transactions executed as part of the Services Agreement. For any fees Complii receives pursuant to these services, the Company will be required to pay Registry Direct 15% (plus GST) on these fees.

4.4 Other conditions

As part of the terms of the SSA, the inter-company loans between Registry Direct and the Complii Group companies (**'the Loans'**) will be repaid. The balance on the Loans is a net amount of \$1,203,415 payable by Complii to Registry Direct.

In relation to transaction costs, Complii and Mr. Roe will pay their own costs and expenses in connection with the Proposed Transaction, unless otherwise stated. The estimate of Complii's transaction costs to be incurred in connection with the Proposed Transaction is detailed in Section 13.

In addition, under the terms of the NBTs, Complii will retain any research and development (**'R&D'**) claim for FY24 attributable to Registry Direct. Furthermore, Complii will be entitled to any R&D claim attributable to Registry Direct for the period from 1 July 2024 to the completion date of the Proposed Transaction.

5. Profile of Complii

5.1 Overview

Complii is an ASX-listed, financial technology ('FinTech') services company that provides end-to-end solutions to the Australian financial services sector covering compliance, capital raising, deal flow and risk management services. The Company does this by providing its services through a digital Software as a Service ('SaaS') platform with an electronic centralised framework to manage Australian Financial Services Licence ('AFSL') holders including stockbrokers, financial advisors, financial planners, wealth advisors, as well as listed and unlisted companies.

The Company is made up of seven distinct business units, which are summarised in the table below. Further details of the Company's main business segments are discussed in Section 5.2.

| Business unit | Brief description |
|--|---|
| Complii FinTech ('the Complii Business') | Caters to AFSL holders by providing risk and compliance solutions and corporate deal flow services. The Complii Business is made up of a further five key modules detailed in Section 5.2 below. |
| Boom | Enables AFSL client financial planners and wealth management firms to manage client information and undertake paraplanning activities online. |
| Caddie | Provides mandatory training to enable AFSL client firms and their registered users and clients to satisfy and maintain their individual required professional accreditations. |
| Registry Direct | Provides a complete, online share and unit holder registry and communications service for both issuers and investors across both listed and unlisted corporations as well as funds and corporate employee share scheme management services. |
| PrimaryMarkets | Provides new capital raising through an online trading platform for securities in unlisted companies and funds, and connecting unlisted companies and funds to a global investor network. |
| MIntegrity | Provides specialised operational risk and compliance consulting services, including digital tools such as RegsWeb (digital regulatory web service that combines MIntegrity's regulatory domain expertise with access to Complii's digital regulatory library) and MIWize (e-Learning solution delivered through Caddie's portal). |
| Adviser Solutions Group ('ASG') | Provides corporate-authorised representative services and applicable AFSL supervisory functions to financial services firms and their advisers. |

Source: Complii's interim financial report for the half year ended 31 December 2023.

The Company was incorporated in 2007 and listed on the ASX in 2020. The Company is headquartered in Sydney, New South Wales.

The current Board of Directors and key management of Complii comprise:

- Mr. Craig Mason - Executive Chairman
- Ms. Alison Sarich - Managing Director
- Mr. Steuart Roe - Executive Director
- Mr. Greg Gaunt - Non-Executive Director
- Mr. Nick Prosser - Non-Executive Director
- Ms. Karen Logan - Company Secretary.

5.2 Key platforms and services

The top three business segments of Complii based on revenue for the year ended 30 June 2024 (see Section 5.4 below) are the Complii Business, PrimaryMarkets and Registry Direct. We discuss these business segments in detail below to the extent that they relate to our assessment of the key operational drivers of the Company. We note that information on the Registry Direct business unit is discussed further in Section 6.

Complii Business

The Complii Business provides risk and compliance solutions and corporate deal flow services to AFSL holders. The business is made up of five main modules with other supporting modules covering complaints, financial crimes, risk management and staff trading.

‘Corporate Highway’ is one of the modules of the Complii Business and is a centralised online network for all trading and investment opportunities, which can be accessed and cross promoted to all of Complii’s AFSL client firms.

‘Adviser Bid’ is Complii’s proprietary capital raising system, providing an online tool for automatically offering documentation, bidding, scale back, subscription documentation, e-signature flow of funds management with broker management and reporting tools. In FY24, \$11.6 billion of new capital was raised on the Complii platform across 3,282 unique offerings from numerous AFSL client firms.

‘Retail Compliance’ profiles investors using electronic ‘Know Your Customer’ (‘KYC’) identification and assists clients with determining risk. The platform also issues compliance documentation based on the client’s profile to ensure the Company’s customer base is compliant with AFSL requirements.

The ‘Risk Management’ module is the Company’s new, bank-grade module for the identification, management and control of operational workflow risks across its client organisations.

Lastly, ‘Account Fast’ is a module that AFSL client firms may use to onboard, establish and manage their global client base for compliance with Anti-Money Laundering and Counter-Terrorism Finance regimes.

PrimaryMarkets

PrimaryMarkets is an online share trading platform for unlisted companies and funds, which enables secondary trading of their unlisted securities. PrimaryMarkets also gives companies access to global investor networks, which helps to facilitate capital raising efforts. Investment opportunities on the platform comprise a mixture of forms, such as capital raisings, trading hubs, secondary trading, unicorn investment and investor hubs.

Complii acquired the PrimaryMarkets business in November 2021 for the issue of 105 million ordinary shares in the Company, 16 million unquoted options exercisable at \$0.075 each, and 21 million unquoted options exercisable at \$0.10 each (both tranches of options had an expiry date of 3 November 2023). At the time the Company stated that one of the reasons for the acquisition was the combination of the two complimentary businesses to service stockbroker and AFSL holder networks, as well as ASX and unlisted companies. In particular, the acquisition of PrimaryMarkets would provide the Complii Business with access to a larger unlisted client base for the provision of its end-to-end solutions.

Key recent developments of the PrimaryMarkets business includes a signed agreement with Dexu Wholesale Australian Property Fund (‘DWAPF’) (announced on 8 July 2024) to provide a trading hub service to DWAPF and enable unit holders to sell their holdings to accredited investors, financial advisors and institutional investors registered on the PrimaryMarkets platform.

Registry Direct

The Company acquired Registry Direct in August 2022 (with a compulsory acquisition completed on 5 October 2022 for the remaining 8.96% interest in Registry Direct) through an off market, all-scrip takeover bid.

Further details of the Registry Direct business and the acquisition by Complii are outlined in Section 6 of our Report.

5.3 Historical statement of financial position

| Statement of Financial Position | Audited as at 30-Jun-24 \$ | Audited as at 30-Jun-23 \$ | Audited as at 30-Jun-22 \$ |
|--|----------------------------------|----------------------------------|----------------------------------|
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 1,944,662 | 5,796,052 | 5,736,421 |
| Trade and other receivables | 501,407 | 443,831 | 183,448 |
| Other assets | 259,027 | 299,676 | 333,371 |
| Assets of disposal groups classified as held for sale | 7,702,021 | - | - |
| TOTAL CURRENT ASSETS | 10,407,117 | 6,539,559 | 6,253,240 |
| NON-CURRENT ASSETS | | | |
| Financial assets | 89,704 | 74,704 | 73,748 |
| Property, plant and equipment | 27,301 | 49,682 | 36,608 |
| Right-of-use assets | 192,728 | 451,572 | 643,854 |
| Intangible assets | 5,096,544 | 11,596,686 | 6,220,682 |
| Deposits | 155,244 | 226,992 | - |
| TOTAL NON-CURRENT ASSETS | 5,561,521 | 12,399,636 | 6,974,892 |
| TOTAL ASSETS | 15,968,638 | 18,939,195 | 13,228,132 |
| CURRENT LIABILITIES | | | |
| Trade and other payables | 3,262,814 | 1,210,236 | 912,703 |
| Lease liabilities | 205,260 | 277,077 | 266,678 |
| Provisions | 569,395 | 664,333 | 331,818 |
| Financial liabilities | 188,148 | 172,697 | 242,155 |
| Liabilities of disposal groups classified as held for sale | 4,387,021 | - | - |
| TOTAL CURRENT LIABILITIES | 8,612,638 | 2,324,343 | 1,753,354 |
| NON-CURRENT LIABILITIES | | | |
| Lease liabilities | 4,893 | 197,376 | 384,458 |
| Provisions | 132,662 | 150,364 | 125,958 |
| Contingent consideration | 75,000 | - | - |
| TOTAL NON-CURRENT LIABILITIES | 212,555 | 347,740 | 510,416 |
| TOTAL LIABILITIES | 8,825,193 | 2,672,083 | 2,263,770 |
| NET ASSETS | 7,143,445 | 16,267,112 | 10,964,362 |
| EQUITY | | | |
| Issued capital | 31,135,762 | 30,325,617 | 20,427,265 |
| Reserves | 2,839,765 | 2,557,911 | 1,704,807 |
| Accumulated losses | (26,832,082) | (16,616,416) | (11,167,710) |
| TOTAL EQUITY | 7,143,445 | 16,267,112 | 10,964,362 |

Source: Complii's audited financial statements for the years ended 30 June 2022, 30 June 2023 and 30 June 2024.

Commentary on historical statement of financial position

- Cash and cash equivalents decreased from \$5.80 million as at 30 June 2023 to \$1.95 million as at 30 June 2024 (comprising the \$1.94 million of cash and cash equivalents and \$0.01 million of cash classified as held for sale within Registry Direct). The decrease of \$3.85 million was primarily due to payments to suppliers and employees of \$13.1 million (inclusive of GST), which were partially offset by receipts from customers of \$8.59 million (inclusive of GST) and the receipt of \$1.34 million in R&D tax incentives.
- Assets of disposal groups classified as held for sale as at 30 June 2024 relates to the assets of Registry Direct. The statement of financial position of Registry Direct is outlined in Section 6.2.
- Intangible assets decreased from \$11.60 million as at 30 June 2023 to \$5.10 million as at 30 June 2024. The decrease of \$6.50 million primarily relates to the goodwill balance recognised in Registry Direct since the acquisition in August 2022, which in FY24 was recognised as assets of disposal groups classified as held for sale.
- Deposits of \$0.16 million as at 30 June 2024 relate to security deposits for the Company's office spaces rented, which are refundable on termination of the respective leases.
- Trade and other payables increased from \$1.21 million as at 30 June 2023 to \$3.26 million as at 30 June 2024. The increase of \$2.05 million was primarily in relation to an increase in other payables which relate to the Company's intercompany loan of \$1.45 million as at 30 June 2024 with Registry Direct. The intercompany loan with Registry Direct is not eliminated upon consolidation given Registry Direct is classified as held for sale.
- Financial liabilities of \$0.19 million as at 30 June 2024 solely comprise insurance premium funding.
- Liabilities of disposal groups classified as held for sale of \$4.39 million as at 30 June 2024 relate to the liabilities of Registry Direct and are outlined in the table below:

| Liabilities of disposal groups classified as held for sale | Audited as at 30-Jun-24 \$ |
|--|----------------------------------|
| Trade payables | 189,968 |
| Other payables | 174,756 |
| Loan with Complii FinTech Solutions Limited | 3,846,502 |
| Loan with Lion2 Business Process, Inc | 47,898 |
| Lease liability | 10,666 |
| Employee benefits | 117,231 |
| Total | 4,387,021 |

We highlight from the above, the loan with Complii and Lion2 Business Process, Inc ('Lion2') (a foreign subsidiary of Complii in the Philippines), which forms part of the Loans to be settled as part of the Proposed Transaction. This is discussed in further detail in Section 6.2.

- Contingent consideration of \$0.075 million as at 30 June 2024 relates to the obligation for Complii to pay contingent consideration for the acquisition of MIntegrity (adjusted for probability of milestones being met of 50%), which occurred in September 2023.

5.4 Historical statement of profit or loss and other comprehensive income

| Statement of Profit or Loss and Other Comprehensive Income | Audited for the year ended 30-Jun-24 \$ | Audited for the year ended 30-Jun-23* \$ | Audited for the year ended 30-Jun-22 \$ |
|--|---|--|---|
| Revenue | 6,321,199 | 6,687,374 | 8,642,969 |
| Research and development grant | 1,038,109 | 1,999,785 | 942,080 |
| Other income | 89,052 | 161,714 | 326,474 |
| Gross profit | 7,448,360 | 8,848,873 | 9,911,523 |
| Consulting fees | (757,092) | (903,560) | (268,711) |
| Corporate secretarial fees | (59,857) | (105,009) | (134,024) |
| Employee benefits expense | (7,254,906) | (6,512,080) | (4,790,200) |
| Legal expenses | (130,098) | (210,296) | (519,775) |
| Depreciation and amortisation expense | (856,474) | (1,254,038) | (211,703) |
| Impairment of assets | - | (1,816,050) | - |
| Adjustment to contingent consideration | 60,000 | - | - |
| Licensing fees | (942,958) | (1,147,352) | (1,456,254) |
| Security costs | (172,485) | (30,534) | - |
| Other expenses | (1,498,749) | (2,016,025) | (1,155,798) |
| Finance costs | (26,092) | (33,555) | (15) |
| Cost of sales | - | (5,750) | - |
| Occupancy | (2,889) | (38,338) | (33,595) |
| Professional fees | (94,206) | (124,444) | (254,262) |
| Share based payments expense | (512,075) | (756,199) | (627,959) |
| Other employment expenses | (395,632) | (280,782) | (319,100) |
| Travel and Entertainment | (71,796) | (71,878) | (25,190) |
| Profit/(loss) before income tax | (5,266,950) | (6,457,017) | 114,937 |
| Income tax benefit | - | 1,469,028 | - |
| Profit/(loss) after income tax benefit for the year from continuing operations | (5,266,950) | (4,987,989) | 114,937 |
| Profit/(loss) after income tax benefit for the year from discontinued operations | (4,948,716) | (460,717) | - |
| Profit/(loss) after income tax benefit for the year attributable to the owners of Complii | (10,215,666) | (5,448,706) | 114,937 |
| Loss on equity instruments at fair value through other comprehensive income, net of tax | (15,885) | (33,618) | (86,756) |
| Total comprehensive income/(loss) for the year, net of tax | (10,231,551) | (5,482,324) | 28,181 |

*Financials for FY23 have been restated to show operations classified as discontinued in FY24, relating to the Registry Direct business segment

Source: Complii's audited financial statements for the years ended 30 June 2022, 30 June 2023 and 30 June 2024.

Commentary on historical statement of profit or loss and other comprehensive income

- Revenue of \$6.32 million for FY24 comprised primarily of \$3.73 million in service fees and \$2.23 million in licensing fees, both of which are deemed recurring in nature. Revenue segmentation by business units is outlined in the table below:

| Revenue | Audited for the year ended 30-Jun-24 \$ |
|-------------------------|---|
| Complii* | 3,015,072 |
| PrimaryMarkets | 2,090,641 |
| Advisor Solutions Group | 188,896 |
| MIntegrity | 1,026,590 |
| Total revenue | 6,321,199 |

*Includes the Complii Business, Boom and Caddie.

- As a FinTech services provider with proprietary software, Complii has also received recurring R&D grants and incentives of \$1.04 million in FY24 and \$2.00 million in FY23. We note that Registry Direct may be entitled to receive R&D rebates paid in FY25. These rebates relate to the operations of Registry Direct in FY24, and therefore, Complii will retain the entitlement to receive these R&D claims as part of the terms in the NBTS.
- The impairment expense in FY23 of \$1.82 million relates to impairment of goodwill recognised from the PrimaryMarkets acquisition in November 2021.
- The loss of \$4.95 million from discontinued operations relates to the operating loss of Registry Direct after tax, which is discussed further in Section 6.3 of our Report.

5.5 Capital structure

The share structure of Complii as at 30 July 2024 is outlined below:

| | Number |
|--|-------------|
| Total ordinary shares on issue | 567,920,511 |
| Top 20 shareholders | 288,791,910 |
| Top 20 shareholders - % of shares on issue | 50.85% |

Source: Complii share registry information as at 30 July 2024

The range of shares held in Complii as at 30 July 2024 is as follows:

| Range of shares held | No. of ordinary shareholders | No. of ordinary shares | Percentage of issued shares (%) |
|----------------------|------------------------------|------------------------|---------------------------------|
| 1 - 1,000 | 124 | 29,182 | 0.01% |
| 1,001 - 5,000 | 117 | 318,923 | 0.06% |
| 5,001 - 10,000 | 179 | 1,347,420 | 0.24% |
| 10,001 - 100,000 | 457 | 17,288,650 | 3.04% |
| 100,001 - and over | 358 | 548,936,336 | 96.66% |
| TOTAL | 1,235 | 567,920,511 | 100.00% |

Source: Complii share registry information as at 30 July 2024

The ordinary shares held by the most significant shareholders as at 30 July 2024 are detailed below:

| Name | No. of ordinary shares | Percentage of issued shares (%) |
|---------------------------------------|------------------------|---------------------------------|
| Kylie Mason | 38,000,000 | 6.69% |
| Magentacity Pty Ltd | 28,709,671 | 5.06% |
| Tony Cunningham | 27,728,708 | 4.88% |
| Sanlam Private Wealth Pty Ltd | 25,000,000 | 4.40% |
| Subtotal | 119,438,379 | 21.03% |
| Others | 448,482,132 | 78.97% |
| Total ordinary shares on Issue | 567,920,511 | 100.00% |

Source: Complii share registry information as at 30 July 2024

We note that Mr. Roe holds 16,079,812 shares in Complii, representing a 2.83% interest in the Company as at 30 July 2024.

The options and performance rights on issue in Complii as at 30 June 2024 are outlined below:

| Description | No. of Options/Rights | Exercise price (\$) | Expiry Date |
|---|-----------------------|---------------------|-------------|
| Options granted 31-Aug-22 expiring 31-Aug-24 | 28,191,026 | 0.13 | 31-Aug-24 |
| Options granted 5-Oct-22 expiring 31-Aug-24 | 2,775,413 | 0.13 | 31-Aug-24 |
| Class J Rights granted 26-Oct-22 expiring 25-Oct-27 | 6,750,000 | 0.06 | 25-Oct-27 |
| Class J Rights granted 19-Apr-23 expiring 17-Apr-28 | 500,000 | 0.04 | 17-Apr-28 |
| Class K Rights granted 26-Oct-22 expiring 25-Oct-27 | 6,250,000 | 0.06 | 25-Oct-27 |
| Class K Rights granted 19-Apr-23 expiring 17-Apr-28 | 500,000 | 0.04 | 17-Apr-28 |
| Class L Rights granted 26-Oct-22 expiring 25-Oct-27 | 6,000,000 | 0.03 | 25-Oct-27 |
| Class M Rights granted 26-Oct-22 expiring 25-Oct-27 | 5,500,000 | 0.03 | 25-Oct-27 |
| Class O Rights granted 26-Oct-22 expiring 25-Oct-27 | 2,000,000 | 0.06 | 25-Oct-27 |
| Class P Rights granted 26-Oct-22 expiring 25-Oct-27 | 500,000 | 0.06 | 25-Oct-27 |
| Class Q Rights granted 4-Sep-23 expiring 3-Sep-28 | 3,000,000 | 0.04 | 03-Sep-28 |
| Class R Rights granted 4-Sep-23 expiring 3-Sep-28 | 3,000,000 | 0.04 | 03-Sep-28 |
| Class S Rights granted 28-Nov-23 expiring 27-Nov-28 | 8,650,000 | - | 27-Nov-28 |
| Class T Rights granted 28-Nov-23 expiring 27-Nov-28 | 9,150,000 | - | 27-Nov-28 |
| Class U Rights granted 28-Nov-23 expiring 27-Nov-28 | 7,250,000 | - | 27-Nov-28 |
| Class V Rights granted 28-Nov-23 expiring 27-Nov-28 | 6,000,000 | - | 27-Nov-28 |
| Tranche 2 Rights granted 19-Apr-23 expiring 17-Apr-28 | 500,000 | 0.04 | 17-Apr-28 |
| Employee Performance Rights CF1PR2 granted 21-Sep-22 expiring 21-Sep-24 | 858,562 | - | 21-Sep-24 |
| Employee Performance Rights granted 28-Nov-23 expiring 1-Dec-25 | 5,074,148 | - | 01-Dec-25 |
| Total number of options and performance rights | 102,449,149 | | |

Source: Complii's FY24 Annual Report

We note that the classes of performance rights outlined above have vesting conditions attached, which are outlined in the table below.

| Class | Vesting Conditions |
|-----------------------------|---|
| Class J | The Group recording revenue of \$20,000,000 or more in any of the financial years ending 30 June 2023 or 30 June 2024 or 30 June 2025, as independently verified by the Company's auditors. |
| Class K | The Group recording positive EBITDA of \$4,000,000 or more in any of the financial years ending 30 June 2023, or 30 June 2024 or 30 June 2025, as independently verified by the Company's auditors. |
| Class L | The 20 day VWAP of the Company's Shares being equal to or greater than \$0.25. |
| Class M | The 20 day VWAP of the Company's Shares being equal to or greater than \$0.30. |
| Class O | Registry Direct's revenue is \$1,500,000 or more for the financial year ending 30 June 2024, as independently verified by the Company's auditors. |
| Class P | PrimaryMarkets' revenue is \$6,000,000 or more for the financial year ending 30 June 2024, as independently verified by the Company's auditors. |
| CF1PR2 | The performance rights will vest subject to 1 year of continuous employment by the holder commencing upon the date of issuance of the performance rights. |
| Tranche 1 | Performance Rights will vest at the earlier of 1 July 2023 and on termination by the Company, except for cause. |
| Tranche 2 | Performance Rights will vest at the earlier of 1 July 2024 and on termination by the Company, except for cause. |
| Class Q | MIntegrity to generate at least \$1,200,000 revenue and EBITDA is \$100,000 or more for the financial year ending 30 June 2024, as independently verified by the Company's auditors. |
| Class R | MIntegrity to generate at least \$1,450,000 revenue and EBITDA is \$150,000 or more for the financial year ending 30 June 2025, as independently verified by the Company's auditors. |
| Class S | The Group recording increase in revenue in the financial year ending 30 June 2024 of 120% of the revenue for the financial year ending 30 June 2023, as independently verified by the Company's auditors. |
| Class T | The Group recording increase in revenue in the financial year ending 30 June 2025 of 115% of the revenue for the financial year ending 30 June 2024, as independently verified by the Company's auditors. |
| Class U | The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.065 by 31 December 2024. |
| Class V | The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.08 by 31 December 2025. |
| Employee performance rights | The performance rights will vest subject to 1 year of continuous employment by the holder commencing upon the date of issuance of the performance rights. |

Source: Complii's FY24 Annual Report

We note that Mr. Roe holds Class O, S and T rights. The vesting conditions for Class O Rights were met during FY24 and are expected to be exercised in FY25 (pending confirmation from the Company's auditors). The vesting conditions for Class S Rights were not met during FY24 and will therefore lapse in FY25. Class T Rights held by Mr. Roe will be forfeited as a result of the Proposed Transaction.

6. Profile of Registry Direct

6.1 Overview

Registry Direct is an operating subsidiary of Complii, providing share and unit registry software and services to investors, advisers and companies. Registry Direct has over 700 listed and unlisted client companies and trusts, which complements the Complii Business and PrimaryMarkets platform by providing stockholders with future liquidity and private trading hub opportunities.

Prior to its acquisition by Complii in 2022, Registry Direct was listed on the ASX since 2017. Registry Direct was incorporated in 2012 and is based in Melbourne, Australia. Mr. Steuart Roe is the founder and CEO of Registry Direct, who following the divestment from Complii (if the Proposed Transaction is approved), will resign from the board of Complii and continue operating the Registry Direct business.

On 6 June 2022, Complii first announced that it had entered into a Bid Implementation Agreement ('BIA') with Registry Direct for an off-market, all-scrip takeover. Under the takeover offer, Complii was to issue one Complii share for every 4.5 Registry Direct shares held ('**Consideration Shares**'). Complii also agreed to issue new options in the Company for every Registry Direct option held ('**Replacement Options**'), with the exercise price on the Replacement Options being 4.5 times the exercise price on the existing Registry Direct options and expiry date being the same as the current Registry Direct options.

On 3 August 2022, Complii improved the takeover offer consideration by issuing an additional one Complii consideration option (exercisable at \$0.125 each and expiring 31 August 2024) for every three Complii shares received from the takeover offer ('**Consideration Options**').

The Company acquired 91.04% of the share capital of Registry Direct on 31 August 2022, and subsequently completed a compulsory acquisition process for the remaining 8.96% interest in Registry Direct on 5 October 2022. On completion of the acquisition, Complii had issued to accepting holders 84,572,835 Consideration Shares and 28,191,026 Consideration Options exercisable at \$0.125 each and expiring 31 August 2024. In addition, the Company also issued 1,388,890 Replacement Options under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Since the acquisition, some recent developments of the Registry Direct business include:

- Achieving ISO/IEC 27001:2002 certification for information security management systems
- Supporting the Australian Wealth Advisors Group Limited on their initial public offering ('IPO') on the ASX, which was exclusively raised using Registry Direct's proprietary software from over 300 investors
- Launching a new stamping fee functionality, integrated with Complii's capital raising services for lead managers and corporate advisors to create offers without client onboarding requirements
- Earning new clients such as Abell, Slattery & Aylward Real Estate Partners, who manage the Australian Unity Diversified Property Fund, a retail fund with 4,000 investors.

In addition, we note that Complii in-housed its share registry services using Registry Direct starting from 6 February 2023.

6.2 Historical statement of financial position

| Statement of Financial Position | Audited as at 30-Jun-24 \$ | Audited as at 30-Jun-23 \$ | Audited as at 30-Jun-22 \$ |
|---|----------------------------------|----------------------------------|----------------------------------|
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 5,694 | 4,455,446 | 2,173,489 |
| Trade and other receivables | 192,458 | 195,166 | 98,159 |
| Loan with Complii Pty Ltd | 5,318,536 | 1,185,757 | - |
| Loan with Primary Markets Pty Ltd | 26,975 | 39,177 | - |
| Other assets | 39,163 | 114,499 | 27,546 |
| TOTAL CURRENT ASSETS | 5,582,826 | 5,990,045 | 2,299,194 |
| NON-CURRENT ASSETS | | | |
| Property, plant and equipment | 6,716 | 9,568 | 4,579 |
| Right-of-use assets | 10,102 | 50,554 | - |
| Intangible assets | 6,712,738 | 6,710,134 | 663,699 |
| Impairment | (4,610,361) | - | - |
| TOTAL NON-CURRENT ASSETS | 2,119,195 | 6,770,256 | 668,278 |
| TOTAL ASSETS | 7,702,021 | 12,760,302 | 2,967,472 |
| CURRENT LIABILITIES | | | |
| Trade payables | 189,968 | 80,655 | 29,923 |
| Other payables | 174,756 | 242,754 | 268,342 |
| Lease liabilities | 10,666 | 41,147 | - |
| Provisions | 38,149 | 20,464 | 52,274 |
| Loan with Complii FinTech Solutions Ltd | 3,846,502 | 4,035,719 | - |
| Loan with Lion2 Business Process, Inc | 47,898 | - | - |
| TOTAL CURRENT LIABILITIES | 4,307,939 | 4,420,740 | 350,539 |
| NON-CURRENT LIABILITIES | | | |
| Lease liabilities | - | 10,666 | - |
| Provisions | 79,082 | 65,179 | - |
| TOTAL NON-CURRENT LIABILITIES | 79,082 | 75,845 | - |
| TOTAL LIABILITIES | 4,387,021 | 4,496,585 | 350,539 |
| NET ASSETS | 3,315,000 | 8,263,716 | 2,616,933 |
| EQUITY | | | |
| Issued capital | 7,896,412 | 7,896,412 | 9,588,920 |
| Reserves | 828,023 | 828,023 | 300,746 |
| Accumulated losses | (5,409,435) | (460,719) | (7,272,732) |
| TOTAL EQUITY | 3,315,000 | 8,263,716 | 2,616,933 |

Source: Registry Direct's financial statements for the years ended 30 June 2022, 30 June 2023 and 30 June 2024

Commentary on historical statement of financial position

- Registry Direct has an intercompany loan receivable from Complii Pty Ltd (a subsidiary of Complii) and PrimaryMarkets of \$5.32 million and \$0.03 million, respectively. These loan receivables are partially offset by \$3.85 million in loans payable to Complii and \$0.05 million in loans payable to Lion2. This results in a net loan receivable of \$1.45 million as at 30 June 2024 from the Complii

Group. As part of the Proposed Transaction, it is intended that these Loans are payable by Complii on completion of the Proposed Transaction and as at the date of our Report, the net balance of the Loans is determined to be \$1.20 million.

- Intangible assets of \$6.71 million as at 30 June 2024 relate to \$5.46 million in goodwill recognised since the acquisition by Complii, \$0.88 million in capitalised software development costs and \$0.38 million in customer relationships. As at 30 June 2024, it was determined that an impairment of \$4.61 million applied to the goodwill of Registry Direct.

6.3 Historical statement of profit or loss and other comprehensive income

| Statement of Profit or Loss and Other Comprehensive Income | Audited for the year ended 30-Jun-24 \$ | Audited for the year ended 30-Jun-23* \$ | Audited for the year ended 30-Jun-22* \$ |
|---|---|--|--|
| Revenue | 1,760,066 | 1,473,543 | 1,066,721 |
| Research and development grant | 301,718 | 386,513 | 256,729 |
| Other income | - | 250,000 | 782 |
| Total income | 2,061,784 | 2,110,056 | 1,324,232 |
| Consulting fees | (455) | (189,099) | (187,557) |
| Employee benefits expense | (1,503,847) | (1,686,505) | (1,532,168) |
| Legal expenses | (10,801) | (1,080) | (23,893) |
| Security costs | (16,146) | - | - |
| Other expenses | (282,592) | (301,725) | 36,120 |
| Finance costs | (11,244) | (9,282) | (5,349) |
| Cost of sales | (97,771) | (67,591) | (64,060) |
| Occupancy | (1,460) | (14,900) | (26,600) |
| Professional fees | (34,555) | (30,731) | (124,624) |
| Share based payments expense | - | - | (73,246) |
| Other employment expenses | (378,687) | (160,897) | (285) |
| Travel and Entertainment | (18,270) | (13,580) | (7,507) |
| Impairment | (4,610,361) | - | - |
| Earnings before interest, tax, depreciation and amortisation (EBITDA) | (4,904,405) | (365,336) | (684,938) |
| Depreciation and amortisation expense | (412,509) | (345,199) | (364,991) |
| Net interest | - | 73 | - |
| Profit/(loss) before income tax | (5,316,914) | (710,461) | (1,049,929) |
| Income tax benefit | 368,198 | - | - |
| Profit/(loss) after income tax benefit for the year from continuing operations | (4,948,716) | (710,461) | (1,049,929) |

*Financials of Registry Direct for FY23 and FY22 includes pre-acquisition income and expenses. Financial accounts for FY23 were audited as part of the Complii Group audit and FY22 financial accounts were audited when Registry Direct operated as a listed entity.

Source: Registry Direct's financial statements for the years ended 30 June 2022, 30 June 2023 and 30 June 2024

Commentary on historical statement of profit or loss and other comprehensive income

- Revenue from sales by Registry Direct has ranged from \$1.07 million in FY22 to \$1.76 million in FY24, representing a compound annual growth rate ('CAGR') of 28% over the last three years. The increase in revenue has been driven by the ability of Registry Direct to increase fees in the first year following the acquisition by the Complii Group, and subsequently the increase in the number of fee paying registers.
- Despite the increase in revenue, the Registry Direct business has continued to operate at a loss since FY22 (both in earnings and net profit after tax), with earnings before interest, tax, depreciation and amortisation ('EBITDA') of \$(4.90) million in FY24 (inclusive of the \$4.61 million impairment expense). Excluding the impairment expense in FY24, the EBITDA of Registry Direct for FY24 was \$(0.29) million.
- The largest component of expenses in the Registry Direct business are employee benefits expenses, which predominantly comprises directors' fees, wages and salaries, and superannuation expense. The proportions of which are outlined below:

| Employee benefits expense | Audited for the year ended 30-Jun-24 \$ | Audited for the year ended 30-Jun-23 \$ | Audited for the year ended 30-Jun-22 \$ |
|---|--|--|--|
| Directors' fees | (238,848) | (148,122) | (112,501) |
| (Decrease)/increase in employee benefits provisions | (24,275) | (35,221) | (76,531) |
| Superannuation expense | (140,475) | (145,901) | (119,348) |
| Wages and salaries | (1,029,714) | (1,287,894) | (1,192,787) |
| Increase/(decrease) in provision for payroll tax | (70,534) | (68,652) | (31,002) |
| Other employment related costs | - | (714) | - |
| Total employee benefits expenses | (1,503,847) | (1,686,505) | (1,532,168) |

- In FY24, Registry Direct recorded an income tax benefit of \$0.37 million. Complii has advised that the Company has received preliminary tax advice in relation to the Proposed Transaction, which indicated that all tax losses/benefits transferred to the Company at the time of Registry Direct joining the Complii consolidated tax group will remain after the divestment of Registry Direct (if the Proposed Transaction is approved).

6.4 Budget statement of profit or loss and other comprehensive income

Complii management have provided us with the budget statement of profit or loss for the Registry Direct business for FY25 ('FY25 Budget'). We have presented this budget statement of profit or loss (on a pre-tax basis) below to the extent that it assists with our assessment of the Proposed Transaction.

| Statement of Profit or Loss before tax | Budget for the year ending 30-Jun-25 \$ | Audited for the year ended 30-Jun-24 \$ |
|--|--|--|
| Revenue | 1,774,433 | 1,760,066 |
| Research and development grant | 372,365* | 301,718 |
| Total income | 2,146,798 | 2,061,784 |
| Consulting fees | - | (455) |
| Employee benefits expense | (1,452,818) | (1,503,847) |
| Legal expenses | (6,000) | (10,801) |
| Security costs | (18,428) | (16,146) |
| Other expenses | (214,366) | (282,592) |
| Finance costs | (11,392) | (11,244) |
| Cost of sales | (64,021) | (97,771) |
| Occupancy | - | (1,460) |
| Professional fees | (15,000) | (34,555) |
| Other employment expenses | (299,295) | (378,687) |
| Travel and Entertainment | (20,273) | (18,270) |
| Earnings before interest, tax, depreciation and amortisation (EBITDA) | 45,205 | (294,044) |
| Depreciation and amortisation expense | (437,440) | (412,509) |
| Net interest | (3,091) | - |
| Profit/(loss) before income tax | (395,326) | (706,553) |

*We note Complii will retain the entitlement to any R&D rebate received in FY25 to the extent it relates to operations for Registry Direct in FY24.

Source: Registry Direct's budget financial statements for the year ending 30 June 2025 and historical financial statements for the year ended 30 June 2024

Commentary on budget statement of profit or loss and other comprehensive income

- Revenue for FY25 is expected to increase only slightly by 0.82% from \$1.76 million in FY24 to \$1.77 million in the FY25 budget, which Management noted to be a conservative budget in terms of revenue growth. Management advised that the increase in revenue is expected to be driven by an increase in platform fees, however, these are offset by the loss of a listed trust-client, as well as a forecast reduction in Employee Share Service reporting revenue.
- EBITDA in FY25 is expected to become positive at \$0.05 million, primarily driven by the 3.39% decrease in employee benefit expenses from FY24 to the FY25 Budget. Management have advised that this is primarily due to a reduction in the number of staff in Australia (two staff members), which were not replaced.
- We note from discussions with Complii management that the FY25 Budget was prepared on the basis of the Registry Direct business operating within the Complii Group.

7. Economic analysis

The businesses of Complii and Registry Direct are primarily exposed to the risks and opportunities of the Australian market with majority of their client base located in Australia. As such, we have presented an analysis of the Australian economy to the extent that it relates our assessment.

Australia

As at the August 2024 Monetary Policy Decision meeting, the Reserve Bank of Australia ('RBA') left the cash rate unchanged at 4.35%. Since the November 2023 meeting, the Board of the RBA ('the RBA Board') has kept interest rates at the highest since April 2022, in line with the post COVID 19 deflationary policy. The current monetary policy is aimed at returning inflation to the RBA's target of 2-3% within a reasonable timeframe, noting that indicators such as a strengthening of the labour market and growing labour and non-labour costs pose upside risks to inflation. In line with the June 2024 meeting, progress in disinflation appears to be slowing, with inflation sitting outside the target band. For the year ended June 2024, the trimmed mean consumer price index ('CPI') rose by 3.9%, 0.1% more growth than the prior period, which was forecast in the May 2024 Statement of Monetary Policy.

At the August 2023 meeting, in a slight adjustment to the May 2024 forecast, the RBA predicted inflation to approach, and sit within, the target 2-3% range by late 2025, with a focus on gradually approaching the midpoint through 2026. The adjustment to the inflation forecast represents the RBA Board's assessment that the economy is weaker than previously forecast based on less capacity to meet economic demand. In addition, indicators of household consumption and economic activity appear to be slowing where the unemployment rate is gradually rising.

Economic recovery appears to be slower than estimated headlined by disruptions to the economic position of Australia's trading partners, specifically China and the United States. In China, property woes have led to weaker consumption and commodity prices such iron ore, where in the United States, an unexpectedly weaker labour market and higher than expected inflation have had a dampening effect on economic growth.

Based on the most recent data, household and public consumption led to a strengthening of domestic demand, greater than forecast in May 2024, although the net effect of import growth and softer exports have had a negative effect on gross domestic product ('GDP') growth. For the year ended June 2024, GDP growth was 0.9%, which is lower than the forecasted outcome from May 2024 of 1.2%.

Since late 2022, equity prices in Australia have continued to increase, following suit from the United States equity market. The rise in equity prices has largely been driven by increased expectations of future earnings growth, most notably in the technology sector, although in the recent weeks, markets have seen significant pullbacks due to lower than expected earnings of some large technology companies and scepticism over the convertibility of investment in artificial intelligence into earnings. More recently, global equities were significantly set back by a rise in interest rates by the Bank of Japan as the policy setters looked to support a struggling Yen, causing a sell off of both Japanese and global equities, including in Australia.

Among other major economies around the world, the rebound from the COVID-19 pandemic waned throughout 2022 which contributed to a significant slowdown in the global economy. In Australia, as in many advanced economies, persistent systematic inflation and energy prices have weighed on demand. For the remainder of 2024, it is anticipated that GDP growth in Australia's key trading partners will continue to fall below expectations. As Chinese domestic consumption struggles and the property sector continues to face significant challenges, China's growth is expected to remain subdued over the remainder of 2024 and 2025.

Outlook

The economic outlook remains uncertain, and according to the RBA Board, recent data indicates that the process of returning inflation to target is unlikely to be smooth and may take longer than previously expected. To date, medium-term inflation expectations have been consistent with the inflation target and the RBA Board emphasised the importance of this remaining the case. Inflation is easing but at a slower pace than previously expected. Returning inflation to target within a reasonable timeframe remains the RBA Board's highest priority, however, they expect it will take some time. Services price inflation remains high, as observed overseas, however, it is expected to gradually decline as domestic inflationary pressures moderate and growth in labour and non-labour costs ease.

Conditions in the labour market are expected to further ease to align broadly with full employment conditions that can be sustained over time without contributing to inflationary pressures in the coming years. Nominal wage growth is expected to remain strong in the near term and then gradually decline in line with labour market easing.

Economic growth in Australia is forecast to remain subdued as earlier interest rate hikes and inflation continue to weigh on consumption, albeit at a gradual pace. Growth is expected to gradually increase from late 2024 as inflation declines and household income pressure eases. However, the full impact of policy tightening on household consumption is uncertain and seems to be lagging behind. Household consumption is expected to experience growth to levels seen pre-pandemic by around mid-2025 supported by increases in real income growth due to tax cuts and declining inflation.

Considering that economic growth of Australia's trading partners has been slower than expected, domestic growth expectations have been pushed out. However, there remains a high level of uncertainty around the Chinese economic outlook and the implications of the conflicts in Ukraine and the Middle East, which may have significant implications for supply chains.

Source: www.rba.gov.au Statement by the Reserve Bank Board: Monetary Policy Decision dated 6 August 2024 and prior periods, www.rba.gov.au Minutes of the Monetary Policy Meeting of the Reserve Bank Board 6 August 2024 and prior periods.

8. Industry analysis

Registry Direct provides share registry services to listed and unlisted companies primarily in Australia. As our assessment of the Proposed Transaction is primarily focused on the valuation of the Registry Direct business and hence its key operational drivers, we have presented an overview of the stock exchange share registry services sector in Australia (**‘the Sector’**).

Our analysis is based primarily on information contained in IBISWorld report K6419C *“Custody, Trustee and Stock Exchange Services industry in Australia”* released in August 2023, which provides an overview of the wider industry, covering the Sector (share registry services), credit card administration services, custodial, trustee and administration services, and stock exchange and clearing house operations (**‘the Industry’**).

We have also discussed the wider global technology industry in our analysis of the Sector, to the extent it relates to our consideration of operations of the Complii Group as a whole.

Overview of the share registry services sector

In Australia, the share registry services sector represents approximately 6.5% of total Industry revenue, amounting to around \$815 million in revenue for 2023 (based on data sourced from IBISWorld). Services associated with recurring revenue such as registry maintenance, employee share plan and communication services accounted for the largest portion of the Sector’s revenue.

After a decline in Industry revenue of 4.5% in 2023, IBISWorld’s forecast expectations are that the Industry will rebound, with the average annual growth through to 2029 projected to be 4.0%.

Industry and Sector drivers

Since COVID-19 and its effect on global markets, Industry participants have seen an increase in market volatility due to persistent underlying uncertainty and consumer scepticism on the forward-looking outlook of equity markets. Alongside the rapid changes in the global information technology sector, specifically in relation to exchanges adopting high frequency trading capabilities and the formation of alternative trading systems, share registry service providers have looked to capitalise on the current environment through the innovation and adoption of new technologies to remain profitable.

In addition, the technology related changes in the Industry have resulted in consolidation of key market participants as existing service providers keep pace with higher competition, noting that aside from the Sector requiring comparatively greater ongoing technological investment than other sectors and strict regulatory requirements, barriers to entry into the market are slowly decreasing, especially where labour and operational costs as a percentage of total expenditure is lower than other sectors.

The Sector is largely reliant on the frequency of trading activities on relevant exchanges, the value of such trades and the number of listed companies, where Sector revenues generally move in tandem with the revenue of the Industry.

On a historical basis, where total Industry revenue fell by around 11% from \$13.9 billion in 2019 to \$12.5 billion in 2023, revenue depletion due to reduced numbers of new listings on the ASX over 2022 and 2023 and challenging equity capital market conditions, was offset by trading volume increases, which were notably beneficial for the Sector.

Outlook

Although the Sector constitutes a small portion of the overall Industry, the market is dominated primarily by a few large companies, notably Computershare (Computershare Limited), Link Market (Link Market

Services Limited) and Automic Group (includes Advanced Share Registry Limited, which was acquired by Automic Group in December 2023). A growing portion of the Sector's revenue is expected to be derived from share registry services provided outside the Australian equities market, as seen more recently where Sector participants have expanded operations overseas either through natural growth or acquisitive strategies and provided services to companies and clients overseas, tapping into a larger base of equity and private markets.

Considering that trading frequency through the application of high frequency trading practices is a principal driver of the current market volatility, which is forecast to remain persistent, Sector revenues are expected to remain strong over the long term outlook.

Based on the current economic outlook, noting that the Industry's performance is largely contingent on the effects upon which the Australian and global economies have on the existing and future customer base, and with equity market transactions and serviceability requirements expected to pick up over the forecast period, Industry growth is expected to be steady at an average annual growth rate of 4.0% (IBISWorld).

9. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME')
- Discounted cash flow ('DCF')
- Quoted market price basis ('QMP')
- Net asset value ('NAV')
- Market based assessment.

A summary of each of these methodologies is outlined in Appendix 2.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

It is possible for a combination of different methodologies to be used together to determine an overall value where separate assets and liabilities are valued using different methodologies. When such a combination of methodologies is used, it is referred to as a 'sum-of-parts' ('Sum-of-Parts') valuation.

In performing our assessment of whether the Proposed Transaction is fair to Shareholders for the purposes of ASX Listing Rule 10.1, we have considered how the value of Registry Direct on a controlling interest basis compares to the value of the Consideration to be received by Complii.

9.1 Value of Registry Direct

In our assessment of the value Registry Direct, we have chosen to employ the following methodologies:

- Market based assessment as our primary methodology using revenue multiples based on information identified from comparable listed companies ('Trading Multiples') and the identified comparable transactions ('Transaction Multiples'). The value derived from the Trading Multiples methodology reflects a minority interest value whereas the comparable Transaction Multiples are for control transactions (greater than 20%) and therefore represent multiples on a controlling interest basis. We have applied a control premium to the assessed enterprise values ('EV') of the comparable companies used in our Trading Multiples analysis so that all multiples are presented on a controlling interest basis.
- A 'top-down' approach using the QMP of Complii as our secondary methodology. Since Complii's shares are listed on the ASX, there is an independent and observable market for trading the Company's shares, which can give an estimate of the total value of the Company. By applying a proportional adjustment to the value of Complii based on the revenue contribution from Registry Direct to the total Complii Group revenue, we are able to derive an implied value of the Registry Direct business. We consider this approach a helpful cross check to our primary valuation using revenue multiples.

We have chosen these methodologies for the following reasons:

- Companies in the SaaS and FinTech sectors are typically valued using revenue multiples as many comparable SaaS and FinTech companies are early-stage businesses, often in the process of commercialising their proprietary software and/or technology. Therefore, the majority of comparable SaaS companies tend to be loss making, which precludes the use of an earnings multiple approach such as an EV/EBITDA multiple. The value of SaaS and FinTech companies is

also largely driven by the number of recurring customers that utilise their products and services, which relates directly to the revenue of the business. Therefore, in line with industry practice, we have valued the Registry Direct business using revenue multiples.

- In utilising the revenue multiples approach, we have adopted the EV/revenue multiples derived from comparable publicly listed companies and comparable transactions and adjusted the multiple for several factors which are further detailed in Section 10.1 of our Report.
- Given that Registry Direct is historically loss making and with consideration to the requirements of RG 170 ‘Prospective Financial Information’, we consider there are insufficient reasonable grounds to undertake a valuation based on future cash flows for the Registry Direct business. Furthermore, we note that a long-term cash flow forecast is not available for Registry Direct. Therefore, we do not consider the application of the DCF approach to be appropriate.
- The FME methodology is most commonly applicable to profitable businesses with steady growth histories and forecasts. As outlined in Section 6.3, Registry Direct is currently loss making and does not have historical earnings that could be used to represent future earnings. In addition, we note that we undertook an analysis of the financial performance of Registry Direct and concluded that there was an insufficient level of material normalisation adjustments to earnings that would justify the use of an FME approach. Therefore, we do not consider the application of the FME approach to be appropriate.
- We considered the NAV methodology in valuing Registry Direct, noting the core value of Registry Direct lies in its intellectual property (‘IP’), software platform and key clients, which are intangible in nature. As Registry Direct is historically loss making, we consider there to be no reasonable grounds to assess the value of the intangible assets using an income method based on future cash inflows. Therefore, the NAV approach would instead involve applying a historical cost approach in valuing Registry Direct’s software platform and other IP, combined with the value of Registry Direct’s other business assets and liabilities. We consider this methodology would not appropriately reflect the future potential of the business, and therefore we have not utilised this methodology in our assessment.

9.2 Value of the Consideration

As outlined in Section 4.1, the Consideration comprises:

- The Initial Payment of \$3,850,000 (payable on the expected completion date of 15 October 2024), which comprises:
 - The \$3,350,000 Purchase Price
 - The first tranche of \$500,000 service fees pursuant to the Services Agreement
- The Deferred Payments comprising two tranches of \$500,000 each payable on 30 June 2025 and 30 June 2026.

We note that the Consideration provided to Complii primarily relates to the acquisition of Registry Direct. However, we have considered whether a proportion of the Consideration may be attributable to the provision of services to Registry Direct under the Services Agreement, which represents a financial benefit being provided to Mr. Roe by Complii. If there is a cost to Complii of providing the services under the Services Agreement, then this cost should be deducted from the value of Consideration being received, such that the final value of the Consideration may be compared with the value of Registry Direct.

In assessing whether the services provided under the Services Agreement represent an outflow of financial benefit from Complii, we have enquired of Complii management whether there are any incremental costs associated with servicing the Services Agreement. Based on our enquiries, Complii management has confirmed that the provision of services under the Services Agreement does not result in any additional costs to the Company as detailed below:

- The accounting services to be provided to Registry Direct are undertaken by Complii's chief financial officer and senior accountant who are both paid a salary by the Company. If the services under the Services Agreement were not provided, both roles would still be required within the Complii business with no resultant cost savings.
- Registry Direct's access to Complii's platforms do not represent any additional costs to Complii, and no cost savings would be realised if the Services Agreement did not proceed.

Therefore, we have assessed that there is no incremental value attributable to the services provided under the Services Agreement and hence the Consideration can be compared in whole to the value of Registry Direct.

In assessing the value of the Consideration, we have adopted the value of the Initial Payment of \$3,850,000 with the addition of the Deferred Payments, discounted to present value for the period between the expected completion date of 15 October 2024 and the respective payment dates of 30 June 2025 and 30 June 2026.

10. Valuation of Registry Direct

10.1 Market based valuation of Registry Direct

The multiples approach derives a value by comparing a company with comparable companies for which price information is available. Multiples to arrive at a company's valuation can be derived from public trading companies, or from precedent transactions.

The following multiples are typically considered:

- EBITDA multiple, i.e., $EV / EBITDA$
- EBIT multiple, i.e., $EV / EBIT$
- Price to Revenue multiple, i.e., $EV / Revenue$.

Earnings multiples determine the value of a company by multiplying an annual level of earnings by a multiple appropriate to that level of earnings. The underlying economic principle is that there is a strong relationship between the value of an entity and its earnings. This relationship is expected to be relatively consistent within any particular market sector. Earnings multiples are best suited for sectors that have relatively stable earnings and in which there are several comparable listed companies. The selection of an appropriate multiple within the range requires judgement, considering qualitative and quantitative factors. For companies with negative earnings and a low level of net assets, multiples derived from revenue are viewed as more appropriate.

As detailed in Section 9.1, due to the characteristics of Registry Direct, we have used revenue multiples derived from comparable publicly traded companies and transactions involving the sale of similar businesses. For the purposes of our market based valuation, we have used a range of recurring revenue for Registry Direct based on Registry Direct's historical revenue performance and with consideration for its FY25 Budget (see Section 6 for further details).

Trading Multiples

We identified a total of 17 comparable publicly listed companies which were identified based on the following search criteria:

- similar operations and end user market to Registry Direct
- companies with operations predominantly in Australia.

We then analysed the comparability of the comparable companies based on the following criteria (further elaborated in the sections below):

- relative size compared to Registry Direct, in terms of market capitalisation, revenue scale and enterprise value
- whether the companies were net income positive or negative.

As detailed in Section 9.1, we have selected the EV/Revenue multiple as the relevant market-based multiple, where EV is derived from the comparable companies' market capitalisation, adjusting for net debt. Market capitalisation is calculated using the company's share price, which itself is reflective of a minority interest in a company. Revenue is derived from financial information covering the most recent 'last twelve month' period ('LTM') and the forecast 'next twelve month' period ('NTM') (if available), sourced from S&P Capital IQ. NTM financial information is based on either the earnings guidance released by the companies or analyst forecasts sourced from S&P Capital IQ.

Given that our valuation of Registry Direct is assessed on a controlling interest basis, we have applied a premium for control in accordance with RG 111 to the market capitalisation of the comparable companies which is a component to the calculation of the EV / Revenue multiples. As detailed in Appendix 3, we consider an appropriate control premium for the Company to be in the range of 25% to 35%. We have therefore applied a preferred control premium of 30%, being the midpoint of our assessed range, to the market capitalisations of the companies in our group of comparable companies when deriving their EVs.

The table below sets out a summary of the Trading Multiples of the comparable ASX-listed companies. We note we have categorised the comparable companies into whether they are net income positive or net income negative and have arranged them based on the size of their market capitalisation.

| Company name | Market Cap as at 8-Aug-24 (\$m) | Enterprise value* (\$m) | Net income LTM (\$m) | Revenue LTM (\$m) | Revenue NTM (\$m) | Historical revenue multiple LTM (x) | Forward revenue multiple NTM (x) |
|---|---------------------------------------|----------------------------|----------------------------|-------------------------|-------------------------|---|--|
| ASX-Listed Technology Services Companies (Net Income Positive) | | | | | | | |
| Computershare Limited | 15,314.0 | 26,773.2 | 528.5 | 4,373.2 | 4,689.1 | 6.1x | 5.7x |
| ASX Limited | 12,073.5 | 17,469.2 | 474.2 | 779.2 | 1,067.9 | 22.4x | 16.4x |
| Technology One Limited | 6,756.2 | 10,637.9 | 109.6 | 469.2 | 531.7 | 22.7x | 20.0x |
| Netwealth Group Limited | 5,376.1 | 8,486.3 | 83.4 | 249.5 | 283.0 | 34.0x | 30.0x |
| HUB24 Limited | 3,903.3 | 2,333.6 | 44.2 | 277.7 | 359.9 | 8.4x | 6.5x |
| Perpetual Limited | 2,351.7 | 4,287.0 | 66.7 | 1,312.2 | 1,348.7 | 3.3x | 3.2x |
| EQT Holdings Limited | 887.6 | 1,358.2 | 23.8 | 164.2 | 170.2 | 8.3x | 8.0x |
| Praemium Limited | 226.5 | 321.5 | 10.1 | 77.4 | 89.1 | 4.2x | 3.6x |
| Reckon Limited | 60.0 | 94.9 | 4.8 | 53.7 | 55.4 | 1.8x | 1.7x |
| ASX-Listed Technology Services Companies (Net Income Negative) | | | | | | | |
| Iress Limited | 1,810.4 | 3,209.5 | (137.5) | 625.7 | 624.2 | 5.1x | 5.1x |
| Bravura Solutions Limited | 497.7 | 717.5 | 8.8 | 249.0 | 248.0 | 2.9x | 2.9x |
| Ansarada Group Limited | 220.7 | 328.9 | (1.2) | 56.1 | 63.4 | 5.9x | 5.2x |
| Peppermint Innovation Limited | 17.0 | 25.2 | (2.8) | 0.3 | - | 91.4x | N/A |
| Cape Range Limited | 14.2 | 20.9 | (0.6) | 0.6 | - | 34.7x | N/A |
| Complii FinTech Solutions Ltd | 14.2 | 19.5 | (6.4) | 8.9 | 6.9 | 2.2x | 2.8x |
| Knosys Limited | 8.6 | 11.2 | (0.8) | 10.6 | - | 1.0x | N/A |
| NSX Limited | 6.4 | 9.1 | (3.9) | 1.6 | - | 5.8x | N/A |
| Mean (entire Dataset) | | | | | | 15.3x | 8.5x |
| Median (entire Dataset) | | | | | | 5.9x | 5.2x |
| Mean (excluding outliers**) | | | | | | 4.6x | 4.5x |
| Median (excluding outliers**) | | | | | | 4.6x | 4.4x |

*Enterprise values include a 30% control premium applied to the market capitalisation.

**Revenue multiples greater than 15.0x are deemed outliers.

Source: S&P Capital IQ, BDO analysis

Due to the relatively specialised nature of the Registry Direct business, we note that the identified comparable companies above are not identical to Registry Direct. However, we consider that the identified companies provide a set of the most comparable companies from which it is practical to draw an EV/revenue multiple.

We have considered in particular the mean and the median LTM and NTM revenue multiples based on whether the companies are net income positive or net income negative:

| Data Set Metrics* | Net Income Positive | | Net Income Negative | |
|-------------------|-----------------------------|--------------------------|-----------------------------|--------------------------|
| | Historical revenue multiple | Forward revenue multiple | Historical revenue multiple | Forward revenue multiple |
| Mean | 5.3x | 4.8x | 3.8x | 4.0x |
| Median | 5.1x | 4.7x | 4.0x | 4.0x |

*Multiples exclude outliers of revenue multiples greater than 15.0x

Source: S&P Capital IQ, BDO analysis

We note from the above that companies with positive net incomes tended to have (on average) higher revenue multiples compared with companies that are net income negative. Given that Registry Direct has historically operated at a loss, we consider it reasonable to weight our revenue multiple assessment towards the comparable companies that have a negative net income position. We note the mean and median of this data subset, for historical revenue multiples, is 3.8x and 4.0x, respectively.

In addition, we have also considered the revenue multiple of Complii (historical revenue multiple of 2.2x and forward revenue multiple of 2.8x) in determining our revenue multiple range. This is on the basis that as a current operating subsidiary of the Complii Group, the trading revenue multiple of the wider Complii Group, in part, reflects the trading multiple of the Registry Direct business.

Consequently, we consider an appropriate revenue multiple to be in the range of 3.0x to 4.0x applicable to the business of Registry Direct with the low end of our range based on the mean historical revenue multiple of 3.8x weighted downwards based on Complii's historical trading multiple of 2.2x and forward trading multiple of 2.8x, and the high end of our range based on the median historical revenue multiple of 4.0x, which is further supported by the mean and median forward revenue multiples of 4.0x. We consider that this represents a base range for the revenue multiple, which we have adjusted in accordance with the specific differences between Registry Direct and the most comparable companies.

We have also adjusted the revenue multiple range derived above to apply a discount for lack of marketability. The term 'discount for lack of marketability' is used to describe discounts applied to reflect the fact that the interest being valued is not readily marketable and/or it is likely there will be a delay before the shares may become readily marketable. Given that Registry Direct's shares are not listed on an exchange and there is no observable market on which the shares can be traded, we consider it appropriate to apply a discount for lack of marketability. We consider that a knowledgeable and willing, but not anxious, buyer of Registry Direct would also determine a discount for lack of marketability on the same basis.

Further, the comparable listed companies are all listed on the ASX and as such, they have greater access to capital. As Registry Direct is an unlisted company, its shares are not readily marketable, and it does not have the same ability to access capital markets as the listed comparable companies.

In consideration of the above, we consider that a discount of 20% for lack of marketability should be applied to the multiple range derived from the comparable listed companies to derive an appropriate multiple to apply to the revenue of the Registry Direct. This results in a revenue multiple range of 2.4x to 3.2x, as set out in the table below.

| | Low | High |
|---|-------------|-------------|
| Revenue multiple selected from comparable companies | 3.0x | 4.0x |
| Discount for lack of marketability | 20% | 20% |
| Adjusted revenue multiple | 2.4x | 3.2x |

Source: BDO analysis

Transaction Multiples

An alternative method of arriving at the appropriate multiple is to consider the multiples implied by publicly available information on actual market (mergers and acquisitions) transactions. Appropriate transactions were selected based on:

- recent arm's length transactions (from 2014 onwards)
- similar business activities as Registry Direct
- exposure to a similar end user market as Registry Direct
- those target companies that face similar risks to their ongoing business operations as those faced by Registry Direct.

We identified seven comparable transactions with publicly available information which allowed us to derive a revenue multiple. We have additionally included one comparable transaction where public information was unavailable.

We note that for comparable transactions where an acquirer obtained control (20% and above) of the business acquired, the implied EV/revenue multiple reflects a valuation on a controlling interest basis and therefore no further control premium adjustment is necessary. The target company descriptions for the comparable transactions set out below are contained in Appendix 4.

The table below sets out the Transaction Multiples implied from comparable precedent transactions:

| Target | Acquirer | Country | Completion date | Implied enterprise value \$m | Historical revenue \$m | Historical EV/revenue (x) |
|---|--|----------------|-----------------|---------------------------------|---------------------------|------------------------------|
| Advanced Share Registry Limited | Automic Group Pty Ltd | Australia | 20-Dec-23 | 25.72 | 5.73 | 4.5 |
| Armor Holdco, Inc. | Siris Capital Group, LLC | United States | 04-Jul-22 | 790.16 | n/a | n/a |
| Boardroom Limited | Tower Capital Asia; Capsol Investment Iii Pte Ltd. | Singapore | 21-Feb-22 | 313.27 | 95.39 | 3.3 |
| Equiniti Group plc (nka:Equiniti Group Limited) | Siris Capital Group, LLC | United Kingdom | 09-Dec-21 | 1,652.54 | 834.95 | 2.0 |
| Xplore Wealth Limited | HUB24 Limited | Australia | 19-Feb-21 | 63.63 | 22.99 | 2.8 |
| OneVue Holdings Limited | Iress Limited | Australia | 06-Nov-20 | 115.21 | 49.68 | 2.3 |
| GBST Holdings Limited | FNZ (UK) Ltd | Australia | 05-Nov-19 | 225.92 | 94.26 | 2.4 |
| | | | | | Mean | 2.9x |
| | | | | | Median | 2.6x |

Source: S&P Capital IQ, BDO analysis

Based on the above, the mean and median EV/revenue multiple based on our identified comparable market transactions was 2.9x and 2.6x, respectively, which we note supports our revenue multiples range assessed based on trading companies of 2.4x to 3.2x. However, we consider that a size difference exists between the revenue scale of Registry Direct and the target companies included within our comparable transactions analysis. Registry Direct recorded sales revenue of \$1.76 million in FY24, whilst the comparable target companies had all generated revenue in excess of \$5 million.

Therefore, we consider it reasonable to adjust our range for the difference in scale and have assessed a reasonable revenue multiple range of 2.0x to 3.0x in our Transaction Multiples analysis.

Conclusion on revenue multiples

Based on our Trading Multiples and Transaction Multiples assessments, we concluded a revenue multiple range between 2.0x and 3.0x for our multiples based assessment.

Revenue of Registry Direct

The historical revenue of Registry Direct from FY22 to FY24 and the budgeted revenue for Registry Direct for FY25 are summarised in the table below:

| | Budget for the year ending 30-Jun-25 | Audited for the year ended 30-Jun-24 | Audited for the year ended 30-Jun-23 | Audited for the year ended 30-Jun-22 |
|----------------------------|--|--|--|--|
| | \$ | \$ | \$ | \$ |
| Revenue of Registry Direct | 1,774,433 | 1,760,066 | 1,473,543 | 1,066,721 |

Source: Registry Direct's budget financial statements for the year ending 30 June 2025 and historical financial statements for the years ended 30 June 2024, 2023 and 2022.

In determining our range of recurring revenue that is reflective of the operations of the Registry Direct business, we have considered the following:

- The revenue of Registry Direct is recurring in nature and exhibits a relatively consistent profile
- The revenue of Registry Direct ranges from a low of \$1.07 million in FY22 to a high of \$1.78 million in the FY25 Budget
- The revenue of Registry Direct over the historical and forecast period above recorded a mean of \$1.52 million and a median of \$1.62 million
- The increase in revenue in FY24 and budgeted for FY25 may be associated with the Registry Direct business operating within the Complii Group, with access to a larger client base.

Based on our considerations above, we considered a revenue range of \$1.50 million to \$1.80 million as a reasonable range. We consider this range encapsulates a reasonable recurring revenue stream that the Registry Direct business would be able to generate as part of its ongoing operations.

Multiples based assessment of Registry Direct

As detailed above, we consider an EV/revenue multiple in the range from 2.0x to 3.0x, to be appropriate to apply to assessed revenue range of Registry Direct.

Our revenue multiples-based valuation of Registry Direct is set out in the table below:

| Revenue multiples based assessment | Low \$m | High \$m |
|--|-------------|-------------|
| Revenue of Registry Direct | 1.50 | 1.80 |
| Assessed revenue multiple (controlling interest basis) | 2.0x | 3.0x |
| Enterprise value of Registry Direct | 3.00 | 5.40 |
| Add: surplus assets - the Loans | 1.20 | 1.20 |
| Equity value of Registry Direct | 4.20 | 6.60 |

Source: BDO analysis

We have derived the equity value of Registry Direct by adjusting the EV of Registry Direct for net debt and any other surplus assets and liabilities. Based on our review of the balance sheet of Registry Direct as outlined in Section 6.2, we note a material surplus asset relating to the balance of the Loans, which represents a net receivable to Registry Direct of \$1.20 million.

Based on the above, we have assessed the equity value of Registry Direct (on a controlling interest basis) to be in the range of \$4.20 million and \$6.60 million.

10.2 Top-down valuation of Registry Direct

To provide a comparison to the valuation of Registry Direct assessed in Section 10.1, we have also assessed a top-down valuation of Registry Direct based on the Market Capitalisation (QMP valuation) of Complii as a starting point.

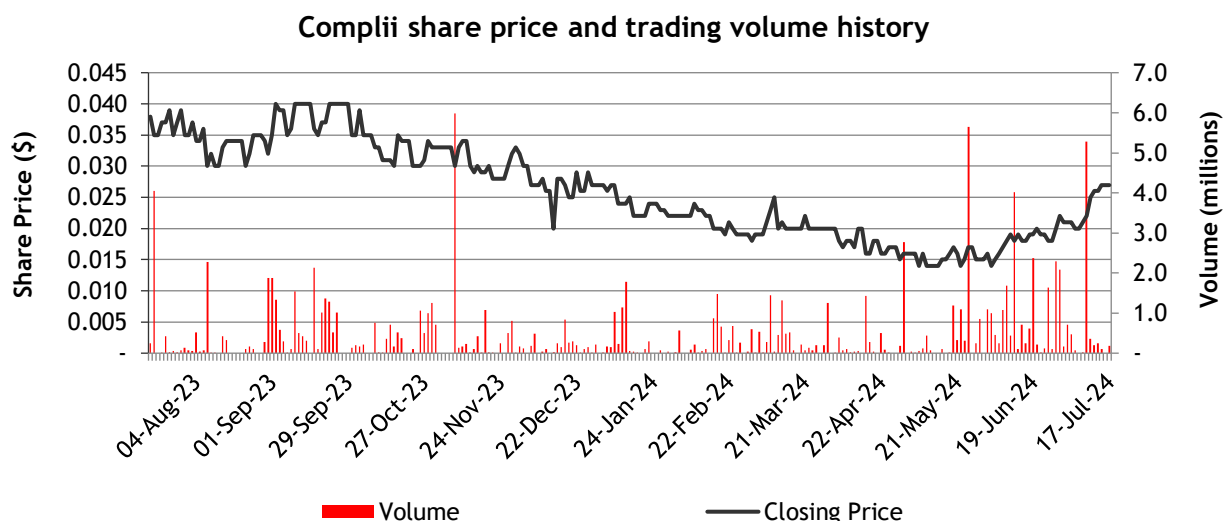
The basis of this approach is that the EV of Complii (assessed using a QMP assessment prior to the announcement of the Proposed Transaction) includes the value of Registry Direct and therefore the value of Registry Direct may be derived by applying a percentage attribution to Registry Direct based on its revenue contribution to the wider Complii Group.

We note that we have used this approach as a broad secondary cross-check only.

QMP of Complii (minority interest)

Our analysis of the quoted market price of a Complii share is based on the pricing prior to the announcement of the Proposed Transaction. This is because the value of a Complii share after the announcement may include the effects of any change in value as a result of the Proposed Transaction.

Information on the Proposed Transaction was announced to the market on 18 July 2024. Therefore, the following chart provides a summary of the share price movement of Complii over the 12 months to 17 July 2024 which was the last trading day prior to the announcement of the Proposed Transaction.



Source: Bloomberg, BDO analysis

The daily price of Complii shares from 18 July 2023 to 17 July 2024 has ranged from a low of \$0.014 (most recently on 3 June 2024 and multiple days in May 2024) to a high of \$0.040 (multiple days in September 2023). The single highest trading day over the assessed period was 8 November 2023, when 5,984,694 shares were traded (approximately 1.05% of Complii's current issued capital).

During the assessed period a number of announcements were made to the market. The key announcements are set out below:

| Date | Announcement | Closing Share Price Following Announcement \$ (movement) | | | Closing Share Price Three Days After Announcement \$ (movement) | | |
|------------|--|---|---|-------|--|---|-------|
| 29/04/2024 | March 2024 Quarterly Activities Report and Appendix 4C | 0.017 | ► | 0.0% | 0.016 | ▼ | 5.9% |
| 16/02/2024 | Interim Financial Report and Appendix 4D | 0.020 | ▼ | 9.1% | 0.019 | ▼ | 5.0% |
| 22/01/2024 | December 2023 Quarterly Activities Report and Appendix 4C | 0.022 | ► | 0.0% | 0.024 | ▲ | 9.1% |
| 26/10/2023 | September 2023 Quarterly Activities Report and Appendix 4C | 0.030 | ► | 0.0% | 0.033 | ▲ | 10.0% |
| 04/09/2023 | Completion of MIntegrity Acquisition | 0.040 | ▲ | 14.3% | 0.035 | ▼ | 12.5% |
| 04/09/2023 | Acquisition of MIntegrity Presentation | 0.040 | ▲ | 14.3% | 0.035 | ▼ | 12.5% |
| 04/09/2023 | Complii Fintech Solutions to acquire MIntegrity | 0.040 | ▲ | 14.3% | 0.035 | ▼ | 12.5% |
| 18/08/2023 | Appendix 4E - Preliminary Final Report | 0.034 | ► | 0.0% | 0.030 | ▼ | 11.8% |
| 20/07/2023 | June 2023 Quarterly Activities Report and Appendix 4C | 0.035 | ▼ | 7.9% | 0.037 | ▲ | 5.7% |

On 29 April 2024, Complii released its March 2024 Quarterly Activities Report and Appendix 4C. On the date of the announcement, there were no movements in the Company's share price, closing at \$0.017. Over the subsequent three-day period, Complii's shares decreased by 5.9% to close at \$0.016.

On 16 February 2024, Complii released its Interim Financial Report and Appendix 4D for the half year ended 31 December 2023. On the date of the announcement, Complii's shares decreased by 9.1% to close at \$0.020, before decreasing further by 5.0% over the subsequent three-day period to close at \$0.019.

On 4 September 2023, Complii announced that it had completed the acquisition of the Australian compliance consulting business, MIntegrity. On the date of the announcement, Complii's shares increased by 14.3% to close at \$0.040, before decreasing by 12.5% over the subsequent three-day period to close at \$0.035.

On 20 June 2023, Complii released its June 2023 Quarterly Activities Report and Appendix 4C. On the date of the announcement, Complii's shares decreased by 7.9% to close at \$0.035, before increasing by 5.7% over the subsequent three-day period to close at \$0.037.

To provide further analysis of the market prices for a Complii share, we have also considered the weighted average market price for 10-, 30-, 60- and 90-day periods to 17 July 2024.

| Share Price per unit | 17-Jul-24 | 10 Days | 30 Days | 60 Days | 90 Days |
|--------------------------------------|-----------|---------|---------|---------|---------|
| Closing price | \$0.027 | | | | |
| Volume weighted average price (VWAP) | \$0.027 | \$0.022 | \$0.020 | \$0.018 | \$0.018 |

Source: Bloomberg and BDO analysis

The above weighted average prices are prior to the date of the announcement of the Proposed Transaction, to avoid the influence of any increase in price of Complii's shares that has occurred since the Proposed Transaction was announced.

An analysis of the volume of trading in Complii's shares for the twelve months to 17 July 2024 is set out below:

| Trading days | Share price low | Share price high | Cumulative volume traded | As a % of Issued capital |
|--------------|-----------------|------------------|--------------------------|--------------------------|
| 1 Day | \$0.027 | \$0.027 | 178,571 | 0.03% |
| 10 Days | \$0.020 | \$0.029 | 6,463,206 | 1.14% |
| 30 Days | \$0.016 | \$0.029 | 25,791,367 | 4.54% |
| 60 Days | \$0.013 | \$0.029 | 41,904,857 | 7.38% |
| 90 Days | \$0.013 | \$0.029 | 51,306,006 | 9.03% |
| 180 Days | \$0.013 | \$0.034 | 79,467,479 | 13.99% |
| 1 Year | \$0.013 | \$0.041 | 110,577,436 | 19.47% |

Source: Bloomberg, BDO analysis

This table indicates that Complii's shares display a low level of liquidity, with 19.47% of the Company's current issued capital being traded in a twelve-month period. RG 111.86 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities;
- Approximately 1% of a company's securities are traded on a weekly basis;
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company; and
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Complii, we consider the shares to display a low level of liquidity on the basis that less than 1% of Complii's current issued capital being traded on weekly on average, with 19.47% being traded over a twelve-month period, and 13.99% being traded within the last 180 trading days.

Complii's shares were exchanged on every trading day over the assessed period. However, of the 52 weeks in which our analysis is based on, there were only five weeks for which more than 1% of Complii's securities had been traded.

We have also assessed the trading volumes for Complii shares on a weekly basis over the twelve months to 17 July 2024 and found the mean and median weekly trading volume was approximately 0.38% and 0.28% of Complii's current issued capital respectively.

Our assessment is that a range of values for Complii's shares based on market pricing, after disregarding post announcement pricing, is between \$0.020 and \$0.027, based on the 30-day weighted average market price to 17 July 2024 and the last closing price at 17 July 2024, respectively.

EV of Complii on a controlling interest basis

We note the QMP of Complii's shares represents a minority interest value. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

As we are assessing the value of Registry Direct on a controlling interest basis, we have had to first apply a control premium to the QMP value of Complii on a minority interest basis. In line with Section 10.1 and our premium for control analysis in Appendix 3, we have applied a control premium of 30%.

Following this, we have converted the value of Complii from an equity value to an enterprise value by subtracting cash and cash equivalents and adding any debt obligations. Based on our review of the liabilities held by Complii as outlined in Section 5.3, we have only considered the contingent consideration relating to the MIntegrity acquisition to be debt-like in nature outside of normal working capital.

We note we have not included the value of the Loans in determining the EV of Complii, on the basis that the QMP value of Complii did not consider these intercompany loans to be payable as Registry Direct operated as a subsidiary of the Company.

Our assessed value of the enterprise value of Complii on a controlling interest basis is outlined in the table below:

| QMP valuation of Complii | Ref | Low \$m | High \$m |
|---|------------|--------------|--------------|
| QMP range (\$) | 10.2 | 0.020 | 0.027 |
| Number of shares outstanding in Complii | 5.5 | 567,920,511 | 567,920,511 |
| Equity value of Complii (minority interest) | | 11.36 | 15.33 |
| Control premium | Appendix 3 | 30% | 30% |
| Equity value of Complii (controlling interest) | | 14.77 | 19.93 |
| Deduct: Cash and cash equivalents | 5.3 | (1.94) | (1.94) |
| Add: Contingent consideration | 5.3 | 0.08 | 0.08 |
| Enterprise value of Complii (controlling interest) | | 12.91 | 18.07 |

Source: BDO analysis

Proportion attributable to Registry Direct

We have assessed the proportion of value attributable to Registry Direct based on the revenue that the Registry Direct business contributes to the wider Complii Group. We have calculated the revenue contribution of Registry Direct based on Complii's FY24 financial statements, noting that the Company's FY23 financial statements do not include the full year performance of Registry Direct.

Based on a total FY24 revenue of \$6.32 million generated by Complii, and the FY24 revenue generated by Registry Direct of \$1.76 million, we have assessed the revenue contribution of Registry Direct to be 21.8%. We have applied this to the EV of Complii on a controlling interest basis to arrive at the implied value of Registry Direct as outlined in the tables below:

| Revenue contribution | Ref | \$m |
|--|-----|--------------|
| Complii Group FY24 revenue (excl. Registry Direct) | 5.4 | 6.32 |
| Registry Direct FY24 revenue | 6.3 | 1.76 |
| Total Complii Group FY24 revenue | | 8.08 |
| <i>Revenue contribution of Registry Direct (%)</i> | | <i>21.8%</i> |
| <i>Revenue contribution of remaining Complii Group (%)</i> | | <i>78.2%</i> |

Source: BDO analysis

| Top-down valuation of Registry Direct | Low \$m | High \$m |
|---|-------------|-------------|
| Enterprise value of Complii (controlling interest) | 12.91 | 18.07 |
| Proportion attributable to Registry Direct based on revenue (%) | 21.8% | 21.8% |
| Enterprise value of Registry Direct (controlling interest) | 2.81 | 3.94 |
| Add: surplus assets - the Loans | 1.20 | 1.20 |
| Equity value of Registry Direct | 4.01 | 5.14 |

Source: BDO analysis

Similar to our multiples based assessment in Section 10.1, we have derived the equity value of Registry Direct by adjusting the EV of Registry Direct for net debt and any other surplus assets and liabilities. In particular, we have considered the most material surplus asset relating to the balance of the Loans, which is a net receivable to Registry Direct of \$1.20 million (see Section 6.2).

Based on the above, we have assessed our top-down valuation of Registry Direct to range from \$4.01 million to \$5.14 million.

10.3 Assessed valuation of Registry Direct

The results of the valuations performed are summarised in the table below:

| Valuation of Registry Direct | Ref | Low \$m | High \$m |
|---|------|-------------|-------------|
| Market based valuation (revenue multiples) | 10.1 | 4.20 | 6.60 |
| Top-down valuation | 10.2 | 4.01 | 5.14 |
| Equity value of Registry Direct (controlling interest) | | 4.20 | 6.60 |

Source: BDO analysis

We consider the market-based approach to be the most appropriate methodology to value Registry Direct noting that Registry Direct operates within the SaaS and FinTech industry for which companies are typically valued using revenue multiples, and also with consideration for Registry Direct being a historically loss-making business.

We have used our top-down valuation as a cross check only. This is on the basis that the shares of Complii did not exhibit sufficient 'liquid and active' trading for which a robust QMP valuation may be applied as a primary valuation methodology. We note that our top-down valuation range broadly supports the valuation range assessed under our market based assessment.

Therefore, we have concluded the value of Registry Direct to range between \$4.20 million and \$6.60 million.

11. Valuation of the Consideration

As outlined in Section 9.2, we have assessed the value of the Consideration based on the Initial Payment of \$3,850,000 with the addition of the value of the Deferred Payments, which have been discounted to present value to account for the time intervals from 15 October 2024 to the respective payment dates of 30 June 2025 and 30 June 2026.

In discounting the cash flows from the Deferred Payments, we have elected to use the risk free rate, based on the Australian 2-year government bond rate of 3.83% as at 31 July 2024 sourced from the RBA. This is on the basis that the Deferred Payments are secured over the assets of Registry Direct, and guaranteed by Mr. Roe, which therefore significantly de-risks these cash flows towards risk free.

Our valuation of the Consideration is outlined in the table below:

| Value of the Consideration | | \$m |
|---------------------------------------|--|-------------|
| Initial Payment | | |
| Purchase Price | | 3.35 |
| Service fee 1 | | 0.50 |
| Initial Payment | | 3.85 |
| Deferred Payments | | |
| Service fee 2 (due 30-Jun-25) | | 0.50 |
| Risk free rate (%) | | 3.59% |
| Present value of Service fee 2 | | 0.49 |
| Service fee 3 (due 30-Jun-26) | | 0.50 |
| Risk free rate (%) | | 3.59% |
| Present value of Service fee 3 | | 0.47 |
| Deferred Payments | | 0.96 |
| Value of the Consideration | | 4.81 |

Source: RBA, BDO analysis

Based on the above, we have assessed the value of Consideration to be \$4.81 million.

12. Is the Proposed Transaction fair?

The value of Registry Direct and the value of the Consideration are compared below:

| | Ref | Low \$m | High \$m |
|-------------------------------------|-----|------------|-------------|
| Value of Registry Direct | 10 | 4.20 | 6.60 |
| Value of the Consideration received | 11 | 4.81 | 4.81 |

Source: BDO analysis

We note from the table above that the value of the Consideration is contained within the assessed range of the value of Registry Direct. Therefore, we consider that the Proposed Transaction is fair.

In addition, we consider the above pricing indicates that the Proposed Transaction has been entered into on arm's length terms.

13. Is the Proposed Transaction reasonable?

We have considered the analysis below, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Proposed Transaction is reasonable for Shareholders.

13.1 Alternative proposal

We are unaware of any alternative proposal that might offer the Shareholders of Complii a premium over the value resulting from the Proposed Transaction.

13.2 Advantages of approving the Proposed Transaction

13.2.1. The Proposed Transaction is fair

As set out in Section 12, the Proposed Transaction is fair. RG 111.12 states that an offer is reasonable if it is fair.

13.2.2. Consideration from the Proposed Transaction provides source of funding

The Consideration to be received by Complii for the sale of Registry Direct comprises an Initial Payment of \$3.85 million in cash and two Deferred Payments of \$0.50 million at 30 June 2025 and 30 June 2026.

This Consideration provides short term funding for Complii's operations and any planned growth initiatives for the Company's other business segments. We note from the Company's announcement of the Proposed Transaction on 18 July 2024, that funds received from the Initial Payment are intended to fund the working capital of Complii.

We note that \$1.20 million of the Initial Payment will be used to repay the Loans currently owing to Registry Direct and therefore the net cash received at completion is expected to be \$2.65 million.

Notwithstanding the above, the cash inflows from the sale of Registry Direct reduces the need to seek funding via alternative sources, such as debt or equity. Seeking alternative funding may take place at less favourable terms. Equity raisings may be required to be raised at a discount to current market prices, diluting Shareholders' current interests (assuming they do not participate in such raisings). Debt funding may incur interest repayments or onerous covenants, affecting the Company's flexibility in day-to-day activities.

13.2.3. The Proposed Transaction provides Complii with certainty of value

The Consideration to be received has a fixed value, being the \$3.85 million Initial Payment and two \$0.50 million Deferred Payments to be received on 30 June 2025 and 30 June 2026. In addition, the Deferred Payments are secured over the assets of Registry Direct and guaranteed by Mr. Roe, which contributes to de-risk the deferred cash flow payments.

The nature of the Consideration being cash as opposed to alternative forms such as shares, provides the Company and Shareholders with certainty of value, which we consider advantageous to Shareholders.

13.2.4. Complii will no longer be required to fund any future losses from Registry Direct

As set out in Section 6.3, Registry Direct has been operating at a loss since FY22, and since its acquisition in FY23 by Complii, these losses have been funded by the Complii Group, which has impacted the Company's cash flows.

Although it is not certain that Registry Direct will incur losses in the future, nor is it certain that the Complii Group will commence generating earnings following the divestment, we consider the divestment would alleviate the Complii Group from the potential of funding the future losses of Registry Direct.

13.2.5. Increased focus on the Complii Business, PrimaryMarkets and other business units

If the Proposed Transaction is approved, the Company will be able to focus more on the Complii Business and PrimaryMarkets, which as outlined in Section 5.4, make up majority of Complii's FY24 revenue. Management and corporate functions will be able to direct resources to other segments of the Complii Group business to realise their growth. In particular, the Company may dedicate more resources to the integration of MIntegrity, which the Company acquired in September 2023.

13.2.6. Potential for Complii to generate additional fees through Registry Direct clients using Complii platforms

As outlined in Section 4.3, the terms of the Services Agreement allow for Complii to charge Registry Direct clients fees on any money raised or transactions executed. For any fees Complii receives pursuant to these services, the Company will be required to pay Registry Direct 15% (plus GST) on these fees.

We have held enquiries with the management of Complii and note that this potential revenue is not expected to be material, however, we have still included this as an additional benefit that Complii may receive as part of the Proposed Transaction.

13.3 Disadvantages of approving the Proposed Transaction

13.3.1. Loss of scale of Complii

As outlined in Section 10.2, Registry Direct accounts for 21.8% of Complii Group revenue in FY24. The divestment of Registry Direct will result in a loss of scale of the Complii Group. Operating a listed company of smaller size may make it more challenging to raise capital or attract financing, which may impact the Company's longer term strategic initiatives.

13.3.2. Loss of potential upside in the Registry Direct business and synergies

If the Proposed Transaction is approved, Shareholders will lose their exposure to any upside in the Registry Direct business, which represents the share registry services segment of the current Complii Group business.

As noted in Section 8 of our Report, according to IBISWorld, Sector revenues are expected to remain strong over the long term outlook due to the application of high frequency trading practices remaining

persistent. Shareholders will lose their exposure to any potential upside stemming from the strong performance outlook of the Sector.

Furthermore, Shareholders will lose exposure to the value of any synergies that may have already been realised or have yet to be realised within the Complii Group since the acquisition in August 2022.

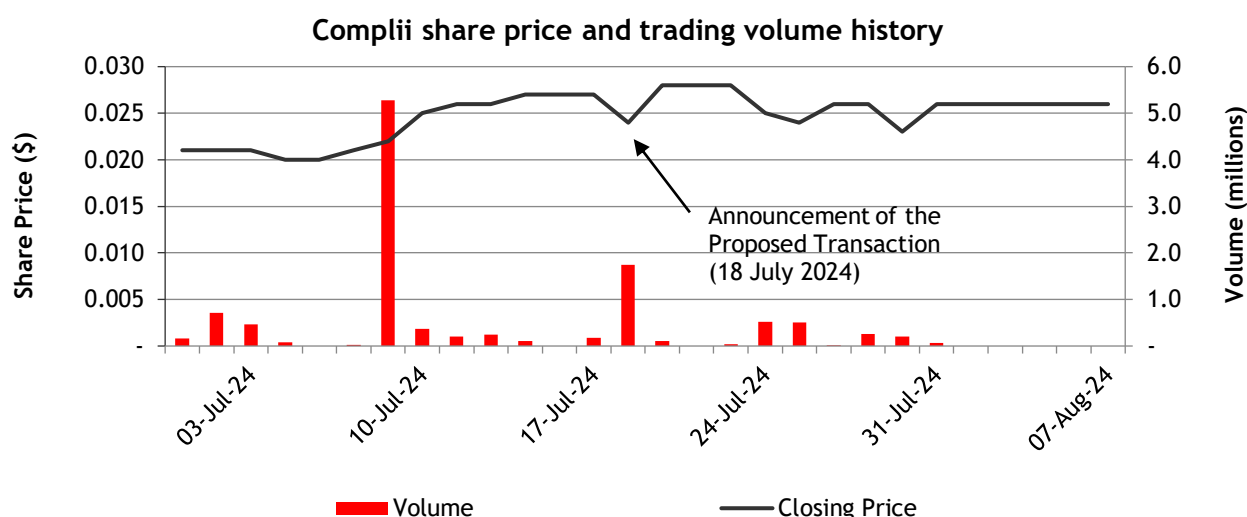
13.4 Consequences of not approving the Proposed Transaction

13.4.1. Transaction costs to be incurred

If the Proposed Transaction is not approved and does not proceed, the Company will still incur transaction costs in relating to the Proposed Transaction with no achieved outcome. We note from the Company that costs that will be incurred even if the Proposed Transaction is approved total approximately \$109,000.

13.4.2. Potential decline in share price

We have analysed movements in Complii's share price since the Proposed Transaction was announced. A graph of Complii's share price and trading volume leading up to, and following the announcement of the Proposed Transaction is set out below.



Source: Bloomberg

The closing price of a Complii share from 1 July 2024 to 7 August 2024 ranged from a low of \$0.020, observed during the period between 4 July 2024 and 5 July 2024, to a high \$0.028, observed during the period between 19 July 2024 to 23 July 2024.

The latest trading activity was observed on 31 July 2024. From 1 August 2024 to 7 August 2024, no shares in Complii were traded. On 31 July 2024, the closing share price for Complii was \$0.026.

The Proposed Transaction was announced on 18 July 2024. On the day of the announcement, the share price closed at \$0.024. Following the announcement of the Proposed Transaction, the daily share price of Complii has fluctuated from a low of \$0.023 to a high of \$0.028.

Given the above analysis it is possible that if the Proposed Transaction is not approved then Complii's share price may decline to levels observed prior to the announcement of the Proposed Transaction.

13.5 Other considerations

13.5.1. Retention of Registry Direct's tax losses/benefits

As outlined in Section 6.3, Complii have advised that the Company has received preliminary tax advice in relation to the Proposed Transaction, which indicated that all tax losses/benefits transferred to the Company at the time of Registry Direct joining the Complii consolidated tax group will remain even after the divestment of Registry Direct (if the Proposed Transaction is approved).

13.5.2. Retention of Registry Direct's R&D tax claims for FY24

As outlined in Section 4.4 under the terms of the NBTS, Complii will retain R&D claim for FY24 attributable to Registry Direct. Furthermore, Complii will be entitled to any R&D claim attributable to Registry Direct for the period from 1 July 2024 to 30 September 2024, being the expected completion date of the Proposed Transaction.

14. Conclusion

We have considered the terms of the Proposed Transaction as outlined in the body of this report and have concluded that, in the absence of an alternative offer, the Proposed Transaction is fair and reasonable to the Shareholders of Complii.

15. Sources of information

Our Report has been based on the following information:

- Draft Notice of General Meeting and Explanatory Statement on or about the date of our Report
- Audited financial statements of Complii for the years ended 30 June 2024, 2023 and 2022
- Audited financial statements of Registry Direct for the years ended 30 June 2024
- Unaudited financial statements of Registry Direct for the years ended 30 June 2023 and 2022
- Budget financial statements of Registry Direct for the year ending 30 June 2025
- Non-Binding Term Sheet relating to the Proposed Transaction
- SSA relating to the Proposed Transaction
- Advice on tax implications of the Proposed Transaction for the Company prepared by Complii's external tax advisors
- Transaction cost information in relation to the Proposed Transaction
- Share registry information of Complii
- S&P Capital IQ
- Bloomberg
- IBISWorld report K6419C "*Custody, Trustee and Stock Exchange Services industry in Australia*" released in August 2023
- Reserve Bank of Australia
- Information in the public domain
- Discussions with Directors and Management of Complii.

16. Independence

BDO Corporate Finance Australia Pty Ltd is entitled to receive a fee of \$30,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance Australia Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance Australia Pty Ltd has been indemnified by Complii in respect of any claim arising from BDO Corporate Finance Australia Pty Ltd's reliance on information provided by Complii (including by Registry Direct), including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance Australia Pty Ltd has considered its independence with respect to Complii, Registry Direct, Mr. Roe and any of their respective associates with reference to ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance Australia Pty Ltd's opinion it is independent of Complii, Registry Direct, Mr. Roe and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance Australia Pty Ltd, have had within the past two years any professional relationship with Complii, or their associates, other than in connection with the preparation of this report.

A draft of this report was provided to Complii and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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17. Qualifications

BDO Corporate Finance Australia Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance Australia Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Sherif Andrawes and Adam Myers of BDO Corporate Finance Australia Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 35 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 700 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These expert's reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Head of Natural Resources for BDO and a former Chairman of BDO in Western Australia.

Adam Myers is a Fellow of Chartered Accountants Australia & New Zealand and the Joint Ore Reserves Committee. Adam's career spans over 25 years in the audit and corporate finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

18. Disclaimers and consents

This report has been prepared at the request of Complii for inclusion in the Notice of Meeting which will be sent to all Complii Shareholders. Complii engaged BDO Corporate Finance Australia Pty Ltd to prepare an independent expert's report to consider the proposed sale of its Registry Direct business to Mr. Roe.

BDO Corporate Finance Australia Pty Ltd hereby consents to this report accompanying the above Notice of Meeting. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement or letter without the prior written consent of BDO Corporate Finance Australia Pty Ltd.

BDO Corporate Finance Australia Pty Ltd takes no responsibility for the contents of the Notice of Meeting other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance Australia Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The

Directors of the Company are responsible for conducting appropriate due diligence in relation to Registry Direct and Mr. Roe. BDO Corporate Finance Australia Pty Ltd provides no warranty as to the adequacy, effectiveness or completeness of the due diligence process.

The opinion of BDO Corporate Finance Australia Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

The budget and forecasts provided to BDO Corporate Finance Australia Pty Ltd by Complii and its advisers are based upon assumptions about events and circumstances that have not yet occurred. Accordingly, BDO Corporate Finance Australia Pty Ltd cannot provide any assurance that the forecasts will be representative of results that will actually be achieved. We note that the forecasts provided do not include estimates as to the effect of any future emissions trading scheme should it be introduced as it is unable to estimate the effects of such a scheme at this time.

With respect to taxation implications it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Proposed Transaction, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the shareholders of Complii, or any other party.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance Australia Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE AUSTRALIA PTY LTD



Sherif Andrawes
Director



Adam Myers
Director

Appendix 1 - Glossary of Terms

| Reference | Definition |
|-----------------------|---|
| AFCA | Australian Financial Complaints Authority |
| AFSL | Australian Financial Services License |
| APES 225 | Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' |
| ASG | Adviser Solutions Group |
| ASIC | Australian Securities and Investments Commission |
| ASX | Australian Securities Exchange |
| AUD or \$ | Australian Dollars |
| BDO | BDO Corporate Finance Australia Pty Ltd |
| BDO Corporate Finance | BDO Corporate Finance Australia Pty Ltd |
| BIA | Bid Implementation Agreement |
| CAGR | Compound Annual Growth Rate |
| CEO | Chief Executive Officer |
| Complii | Complii FinTech Solutions Limited |
| Complii Group | Complii FinTech Solutions Limited |
| Consideration Options | Options in Complii issued to Registry Direct's option holders under a revised takeover offer on 3 August 2022 where an additional one Complii option was issued for every three Complii shares received from the takeover offer |
| Consideration Shares | Share consideration issued under Complii's takeover offer on 6 June 2022 of 1 Complii share for every 4.5 Registry Direct shares held by Registry Direct shareholders |
| CPI | Consumer Price Index |
| DCF | Discounted Future Cash Flows |
| Deferred Payments | The remaining two service fee instalments of \$500,000 that are not included in the Initial Payment |
| DWAPF | Dexus Wholesale Australian Property Fund |
| EBITDA | Earnings before interest, tax, depreciation and amortisation |
| EV | Enterprise value |
| FinTech | Financial technology |
| FME | Future Maintainable Earnings |

| Reference | Definition |
|-----------------------|---|
| FSG | Financial Services Guide |
| FY25 | Financial year ending 30 June 2025 |
| FY25 Budget | Budget statement of profit or loss for Registry Direct for the financial year ending 30 June 2025 |
| GDP | Gross Domestic Product |
| Independent Directors | The independent directors of Complii |
| Initial Payment | Collectively an initial cash payment of \$3,850,000 payable on the expected completion date of 15 October 2024 comprising \$3,350,000 in sale proceeds and \$500,000 in service fees pursuant to the Services Arrangement |
| IP | Intellectual property |
| IPO | Initial Public Offering |
| KYC | Know Your Customer' identification |
| Lion2 | Lion2 Business Process, Inc |
| LTM | Last twelve month period |
| Mr. Roe | Mr. Steuart Roe (and/or entities associated with him) |
| NAV | Net Asset Value |
| NBTS | Non-binding term sheet |
| NTM | Next twelve month period |
| Our | BDO Corporate Finance Australia Pty Ltd |
| our Report | This Independent Expert's Report prepared by BDO |
| Purchase Price | Sale proceeds of \$3,350,000 payable by Mr. Steuart Roe to Complii as part of the initial payment for the purchase of Registry Direct |
| QMP | Quoted market price |
| R&D | Research and development |
| RBA | Reserve Bank of Australia |
| Registry Direct | Complii's Registry Direct business unit |
| Replacement Options | Options in Complii issued to Registry Direct's option holders under Complii's takeover offer on 6 June 2022 |
| RG 111 | Content of expert reports (March 2011) |
| RG 112 | Independence of experts (March 2011) |
| RG 76 | Related party transactions |

| Reference | Definition |
|--------------------------|--|
| SaaS | Software as a Service |
| Service Fees | Three service fee instalments of \$500,000 (plus GST) payable to Complii as part of the Services Agreement |
| Services Agreement | An agreement to be entered into by Complii, Registry Direct and Mr. Roe, under which Complii will continue to provide administration services to Registry Direct. The Services Agreement is effective from 1 October 2024 until 30 July 2027 |
| Shareholders | Shareholders of Complii not associated with Mr. Roe |
| SSA | Share sale agreement |
| Sum-of-parts | A combination of different methodologies to be used together to determine an overall value |
| The Company | Complii FinTech Solutions Limited |
| The Complii Business | Complii FinTech |
| The Consideration | Collectively the Initial Payment and Deferred Payments |
| The Industry | Share registry services, credit card administration services, custodial, trustee and administration services, and stock exchange and clearing house operations |
| The Loans | The inter-company loans between Registry Direct and the Complii Group companies |
| The Proposed Transaction | A non-binding term sheet entered into by Complii to sell 100% of the ordinary shares in its Registry Direct business unit to Mr. Steuart Roe (and/or entities associated with him) |
| The RBA Board | The Board of the RBA |
| The Sector | The stock exchange share registry services sector in Australia |
| Trading multiples | Multiples used to arrive at a company's valuation derived from public trading companies |
| Transaction multiples | Multiples used to arrive at a company's valuation derived from precedent transactions |
| Us | BDO Corporate Finance Australia Pty Ltd |
| We | BDO Corporate Finance Australia Pty Ltd |

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Perth, WA 6000
Australia

Appendix 2 - Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax or earnings before interest, tax, depreciation and amortisation. The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 *Market-based assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

Appendix 3 – Control premium

We have reviewed the control premiums on completed transactions, paid by acquirers of ASX-listed software companies and all ASX-listed companies over the ten-year period from 2014 to June 2024. In assessing the appropriate sample of transactions from which to determine an appropriate control premium, we have excluded transactions where an acquirer obtained a controlling interest (20% and above) at a discount (i.e., less than a 0% premium) and at a premium in excess of 100%. We have summarised our findings below:

ASX-listed software companies

| Year | Number of Transactions | Average Deal Value (\$m) | Average Control Premium (%) |
|------|------------------------|--------------------------|-----------------------------|
| 2024 | 4 | 165.53 | 21.95 |
| 2023 | 3 | 217.45 | 55.59 |
| 2022 | 4 | 101.16 | 29.71 |
| 2021 | 2 | 209.39 | 22.15 |
| 2020 | 1 | 46.64 | 43.76 |
| 2019 | 1 | 105.26 | 3.47 |
| 2018 | 1 | 1,533.55 | 49.83 |
| 2017 | 0 | n/a | n/a |
| 2016 | 1 | 117.63 | 31.57 |
| 2015 | 0 | n/a | n/a |
| 2014 | 0 | n/a | n/a |

Source: Bloomberg, BDO analysis

All ASX-listed companies

| Year | Number of Transactions | Average Deal Value (\$m) | Average Control Premium (%) |
|------|------------------------|--------------------------|-----------------------------|
| 2024 | 15 | 428.84 | 30.19 |
| 2023 | 35 | 421.28 | 27.41 |
| 2022 | 39 | 3,199.03 | 23.39 |
| 2021 | 28 | 1095.24 | 35.17 |
| 2020 | 16 | 367.97 | 40.43 |
| 2019 | 29 | 4,165.55 | 32.83 |
| 2018 | 26 | 1,571.79 | 30.07 |
| 2017 | 24 | 1,168.71 | 36.75 |
| 2016 | 28 | 490.46 | 38.53 |
| 2015 | 28 | 948.39 | 33.53 |
| 2014 | 22 | 432.48 | 33.36 |

Source: Bloomberg, BDO analysis

The mean and median of the entire data sets comprising control transactions from 2014 onwards for ASX-listed software companies and all ASX-listed companies, are set out below:

| Entire Data Set Metrics | ASX-listed Software companies | | All ASX-listed Companies | |
|-------------------------|-------------------------------|-----------------------------|--------------------------|-----------------------------|
| | Average Deal Value (\$m) | Average Control Premium (%) | Average Deal Value (\$m) | Average Control Premium (%) |
| Mean | 231.82 | 32.14 | 1,443.61 | 32.15 |
| Median | 105.26 | 28.60 | 138.49 | 28.04 |

Source: BDO analysis

In arriving at an appropriate control premium to apply we note that observed control premiums can vary due to the:

- Nature and magnitude of non-operating assets;
- Nature and magnitude of discretionary expenses;
- Perceived quality of existing management;
- Nature and magnitude of business opportunities not currently being exploited;
- Ability to integrate the acquiree into the acquirer's business;
- Level of pre-announcement speculation of the transaction;
- Level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we considered completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre-transaction or proceeded to hold a controlling interest post-transaction in the target company.

We have removed transactions for which the announced premium was in excess of 100%. We have removed these transactions because we consider it likely that the acquirer in these transactions would be paying for special value and/or synergies in excess of the standard premium for control. Whereas the purpose of this analysis is to assess the premium that is likely to be paid for control, not specific strategic value to the acquirer.

The table above indicates that the long-term average control premium by acquirers of ASX-listed software companies and all ASX-listed companies is approximately 32.14% and 32.15% respectively. However, in assessing the transactions included in the table above, we noted that control premiums appeared to be positively skewed.

In a population where the data is skewed, the median often represents a superior measure of central tendency compared to the mean. We note that the median announced control premium over the assessed period was approximately 28.60% for ASX-listed software companies and 28.04% for all ASX-listed companies.

Based on the above, we consider an appropriate premium for control to be between 25% and 35%.

Appendix 4 - Profile of comparable companies and transactions

Profiles of comparable companies selected for Trading Multiples

| Target Company | Business Description |
|---|---|
| Computershare Limited (ASX:CPU) | Computershare Limited provides issuer, employee share plans and voucher, business, communication and utilities, technology, and mortgage and property rental services. |
| Ansarada Group Limited (ASX:AND) | Ansarada Group Limited provides business to business software as a service platform for business readiness and deal execution in Australia, North America, New Zealand, Europe, the Middle East, Africa, Asia, and the United Kingdom. |
| ASX Limited (ASX:ASX) | ASX Limited operates as a multi-asset class and integrated exchange company in Australia and internationally. The company provides education programs, research and insights, investor access and peer group networking; distribution facility for quoted exchange traded funds (ETFs) and debt securities. |
| Bravura Solutions Limited (ASX:BVS) | Bravura Solutions Limited engages in the development, licensing, and maintenance of administration and management software applications for the wealth management and funds administration sectors in Australia, New Zealand, the United Kingdom, and internationally. |
| Cape Range Limited (ASX:CAG) | Cape Range Limited, together with its subsidiaries, develops and supplies accounting and business intelligence software in Australia and Malaysia. |
| Complii FinTech Solutions Ltd (ASX:CF1) | Complii FinTech Solutions Ltd, together with its subsidiaries, operates integrated corporate and adviser management platform for financial services sector in Australia and internationally. |
| EQT Holdings Limited (ASX:EQT) | EQT Holdings Limited, together with its subsidiaries, provides philanthropic, trust executor, and investment services in Australia, the United Kingdom, and Ireland. The company offers estate planning and management; charitable, compensation, community, and personal trust services; and asset and wealth management, and advisory services. |
| HUB24 Limited (ASX:HUB) | HUB24 Limited, a financial services company, provides integrated platform, technology, and data solutions to wealth industry in Australia. It operates in Platform and Tech Solutions segments. |
| Iress Limited (ASX:IRE) | Iress Limited engages in the designing and developing software and services for the financial services industry in the Asia Pacific, the United Kingdom and Europe, Africa, and North America. |
| Knosys Limited (ASX:KNO) | Knosys Limited, a software-as-a-service information technology company, develops and licenses computer software in Australia, the United States, New Zealand, Europe, Asia, and internationally. |
| Netwealth Group Limited (ASX:NWL) | Netwealth Group Limited, a financial services company, engages in the wealth management business in Australia. It offers financial intermediation services; superannuation products; managed accounts; and managed funds, as well as investor directed portfolio services. |

| Target Company | Business Description |
|---|---|
| NSX Limited (ASX:NSX) | NSX Limited engages in the operation of the National Stock Exchange of Australia Limited. The company engages in trading and settlement activities. NSX Limited was founded in 1937 and is based in Sydney, Australia. |
| Peppermint Innovation Limited (ASX:PIL) | Peppermint Innovation Limited engages in the development and commercialization of mobile banking, payment, and remittance platform primarily in the Philippines. |
| Perpetual Limited (ASX:PPT) | Perpetual Limited is a publicly owned investment manager. The firm offers a range of financial products and services in Australia. The company provides funds management, portfolio management, financial planning, trustee, responsible entity and compliance services, executor services, investment administration and custody services, and mortgage processing services. |
| Praemium Limited (ASX:PPS) | Praemium Limited, together with its subsidiaries, provides managed accounts platform, investment management, portfolio administration, and reporting and financial planning software in Australia and internationally. |
| Reckon Limited (ASX:RKN) | Reckon Limited provides software solutions in Australia, the United States, and internationally, such as software as a service cloud-based accounting and payroll software, and a financial reporting and analytics software. |
| Technology One Limited | Technology One Limited develops, markets and sells integrated enterprise business software solutions in Australia and internationally. The company serves local government, education, government, health and financial services organizations. Technology One Limited was incorporated in 1983 and is headquartered in Fortitude Valley, Australia. |

Source: S&P Capital IQ

Profiles of comparable companies selected for Transaction Multiples

| Target Company | Business Description |
|---------------------------------|---|
| Equiniti Group PLC | Equiniti Group Limited, a non-trading holding company, provides administration and payment services worldwide. It offers shareholder management services, SaaS solutions and corporate actions, which include mergers and acquisition, capital raisings, capital reconstructions, and returns of capital. |
| Armor Holdco, Inc. | Armor Holdco, Inc. offers transfer and processing services and complimentary services to public companies including share registry and associated services. The company was incorporated in 2008 and is based in Brooklyn, New York. |
| Boardroom Limited | Boardroom Limited, an investment holding company, provides professional business services in Singapore, Malaysia, Hong Kong, Australia, and China. The company also provides share registry services. |
| GBST Holdings Limited | GBST Holdings Limited provides client accounting and securities transaction technology solutions for the finance, banking, and capital market industries worldwide. |
| Advanced Share Registry Limited | Advanced Share Registry Limited provides registry services, including registry maintenance, capital raisings, corporate actions, company meetings, employee share plans, shareholder communications and in-house printing offering. |
| Xplore Wealth Limited | Xplore Wealth Limited, through its subsidiaries, operates as an independent specialist platform provider and investment administrator with a specialization in managed accounts in Australia. |
| OneVue Holdings Limited | OneVue Holdings Limited provides various superannuation solutions in Australia. It offers managed fund and superannuation member administration services, and provides platform administration, including managed funds and accounts. |

Source: S&P Capital IQ

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FinTech Solutions Ltd

29 August 2024

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 registrydirect.com.au/investor



HIN/SRN: <SRN/HIN>

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the General Meeting of Complii Fintech Solutions Ltd (ABN 71 098 238 585) (the Company) to be held at 11:00 a.m. AEST on Thursday, 3 October 2024 at Level 6, 56 Pitt Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting. This form must be completed and returned by 11:00 a.m. AEST on Tuesday, 1 October 2024.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Complii Fintech Solutions Ltd and entitled to attend and vote hereby appoint:

☐

the Chair of
the Meeting (mark
box with 'X')

OR

Write here the name of the person (or body corporate)
you are appointing if this person is someone other than
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the General Meeting of Complii Fintech Solutions Ltd to be held at 11:00 a.m. AEST on Thursday, 3 October 2024 at Level 6, 56 Pitt Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

The Chair of the Meeting intends to vote all available proxies in the manner set out with the Resolution.

Step 2 - Direct how your votes are to be cast

Resolution 1

SALE OF REGISTRY DIRECT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **www.registrydirect.com.au/investor**.

You can return the Proxy Form by:



EMAIL:

registry@registrydirect.com.au



POST:

PO Box 572
Sandringham Vic 3191



FAX:

+61 3 9111 5652