

Proposed Corporate Actions

Complii FinTech Solutions Limited (**Complii** or the **Company**) (CF1.ASX) advises that it intends to seek shareholder approval at the Annual General Meeting (**AGM**) on 20 November 2024 to consolidate the Company's issued capital through the conversion of every ten (10) existing securities into one (1) security (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward. The Company has approximately 572 million shares on issue, which represents a relatively large number when compared to its peer group listed on the ASX. The Board considers that the Consolidation is important and necessary to provide the best platform for growth, with a capital structure that is more reflective of the Company's size and stage of development and a share price level that is more appealing to investors.

The Consolidation applies equally to all security holders and each security holding will be reduced in the same ratio as the total number of securities (subject only to rounding down of fractions to the nearest whole share or performance right). As a result, the Consolidation will have no effect on the percentage interest in the Company of each security holder.

Furthermore, the aggregate value of each security holder's holding (and the Company's market capitalisation) should not materially change as a result of the Consolidation, assuming no other market movements or impacts occur. The price per Share should logically increase proportionally to reflect the reduced number of Shares on issue but no definitive forecast can be provided. The actual effect of the Consolidation on the Share price will depend on a number of factors outside the control of the Company.

Craig Mason, Executive Chairman of Complii, commented: "Over the past few years, we have been building a strong business, financially-sound, with improving unit economics and - most importantly - a unique and differentiated technology platform. We are supported by a fantastic team and operational capabilities, and we believe we are well-positioned to deliver on our strategy and financial objectives in FY25 and beyond. As a testament to the value of our suite of products and services, we have a strong base of loyal customers, many of which are also shareholders in the Company.

By moving to the recapitalisation of our Company, we believe Complii will provide the opportunity to unlock value for all shareholders through prudent corporate activity".

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Subject to shareholder approval being granted by way of ordinary resolution, the Consolidation is expected to take effect on 20 November 2024.

The indicative timetable for the Consolidation is set out below (subject to change).

Key Event	Indicative Date
AGM held. Effective date of consolidation. Notification to ASX that Consolidation is approved.	20 November 2024
Last day for trading in pre-consolidated securities	21 November 2024
Trading in the post-consolidation securities commences on a deferred settlement basis	22 November 2024
Record Date - Last day to register transfers on a pre-consolidation basis	25 November 2024
First day for the Company to update register and send new holding statements to security holders	26 November 2024
Last day for the Company to update its register, to send holding statements to security holders and notify ASX	2 December 2024

Subsequent to completion of the Consolidation, the Company also plans to undertake a minimum holding buy-back of ordinary shares for holders of less than a marketable parcel of shares in the Company (**Eligible Shareholders**) in accordance with the *Corporations Act 2001* (Cth) (**Buy-Back**). Under the ASX Listing Rules, any shareholding valued at less than \$500 based on the closing price on the ASX is considered to be an “unmarketable parcel” of shares. The Company does not need shareholder approval to conduct the Buy-Back.

As of 30 September 2024, 617 of 1,230 of the Company’s shareholders qualify as Eligible Shareholders, making up approximately 0.86% of Complii shares on issue. The Company values all of its shareholders, however, it expects to reduce administrative costs by undertaking the Buy-Back, including printing and mailing costs and share registry expenses associated with maintaining a large number of small shareholdings on its register.

The Buy-Back will allow the Company to reduce its total issued capital to a more appropriate and effective capital structure. It will also assist Eligible Shareholders who may otherwise face difficulties in selling or disposing their shares.

The Company will announce the terms of the Buy-Back, including the key dates in due course. Subject to shareholder approval of the Consolidation, the Buy-Back is expected to be launched December 2024.

A Notice of Meeting for the AGM has been released separately that provides further information regarding the proposed Consolidation. The Notice of Meeting also proposes the issue of 1,000,000 and 500,000

performance rights (on a post-Consolidation basis) under the Incentive Performance Rights Plan to Executive Chairman, Craig Mason and Managing Director, Alison Sarich with milestones linked to financial objectives and aligned with shareholder interests. The Notice of Meeting also seeks shareholder approval for the settlement of director's fees owing to Non-Executive Director, Nick Prosser and proposed to be settled for FY25 to FY27 by the issue of up to 267,630 Shares (on a post-Consolidation basis).

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

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