

Complii takeover of Registry Direct – Compulsory Acquisition Notice

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**) refers to its recommended off-market takeover offer (**Offer**) to acquire all of the fully paid ordinary shares in Registry Direct Limited (ASX: RD1) (**Registry Direct**) pursuant to the bidder's statement dated 20 June 2022 (**Bidder's Statement**) as supplemented on 3 August 2022.

As at the date of this announcement, Complii has a relevant interest in 91.04% of Registry Direct shares and is entitled to proceed to compulsory acquisition of the remaining Registry Direct shares in respect of which it has not received acceptances under the Offer.

A notice of compulsory acquisition has been lodged with the Australian Securities and Investment Commission today and notices of compulsory acquisition and related correspondence will be dispatched to all Registry Direct shareholders who have not accepted the Offer as required under the *Corporations Act 2001* (Cth) (Corporations Act).

A copy of the notice of compulsory acquisition is attached as required under section 661B(1)(d) of the Corporations Act together with a sample copy of the correspondence to the non-accepting Registry Direct shareholders.

We understand ASX will suspend quotation of Registry Direct shares five business days after today, in accordance with ASX Listing Rule 17.4 (being approximately 7 September 2022).

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

- ENDS -

For more information please contact:



Craig Mason
Executive Chairman

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Alison Sarich
Managing Director

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Complii FinTech Solutions Ltd

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

For personal use only

31 August 2022

ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3

Dear Registry Direct shareholder

Complii Offer — Compulsory acquisition of your shares in Registry Direct Limited (ASX:RD1)

We refer to the off-market takeover offer (**Offer**) by Complii FinTech Solutions Ltd ACN 098 238 585 (**Complii**) for all the shares in Registry Direct Limited ACN 160 181 840 (**Registry Direct**), the terms of which were set out in Complii's bidder's statement dated 20 June 2022 as supplemented on 3 August 2022.

The Offer closed at 5.00pm (AEST) on 30 August 2022. Based on acceptances received under the Offer as at the closing date, Complii has acquired a relevant interest in more than 90% of all Registry Direct shares on issue.

Accordingly, Complii will now exercise its right to acquire the remaining Registry Direct shares under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**). The compulsory acquisition will be on the same terms as the Offer - that is, 1 Complii share for every 4.5 Registry Direct shares held, and for every 3 Complii shares received 1 option in Complii with an exercise price of \$0.125 and expiring 31 August 2024.

Our records indicate that you have not accepted the Offer. **If you have accepted Complii's Offer, you can disregard this letter.**

On completion of the compulsory acquisition process, Complii will issue to Registry Direct the consideration for the Registry Direct shares that it compulsorily acquires. Shareholders whose shares are compulsorily acquired will be sent a claim form by Registry Direct advising them how to claim their bid consideration.

Enclosed is an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) which sets out further information on the compulsory acquisition process. Please read this form carefully, however you do not need to sign or return this form.

In accordance with ASX Listing Rule 17.4, the Registry Direct shares will be suspended five days after the ASX receives a copy of the Notice.

Registry Direct shareholders who require assistance can contacting the Complii information line on +61 (02) 9235 0028 or investors@complii.com.au between 9:00am and 5:00pm (AEST), Monday to Friday.

Yours sincerely



Craig Mason
Executive Chairman
Complii FinTech Solutions Ltd

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Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

To each holder of:

Bid Class Securities

('Bid class Securities')

Name of target company

In

Name ('the Company')

REGISTRY DIRECT LIMITED

ACN/ARBN/ARSN

160181840

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Complii FinTech Solutions Ltd

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- Are scheduled to close

Date offers closed or are scheduled to close on

Date

30/08/2022

[DD/MM/YY]

Tick applicable box(es).
(See subsection 661A(4) and 4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

- The following securities in the bid class in which the bidder has a relevant interest

Fully paid shares

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661 A(1)
- 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

31/08/2022

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Craig Mason

Capacity

On behalf of the Regulated Entity named in this document as a director of that entity

Signature

Craig Mason

Date signed

31-Aug-2022 09:27

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

Lodgement

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630

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