

**Proposed Acquisition of PrimaryMarkets Presentation**

Complii FinTech Solutions Limited "Complii" (CF1.ASX) is pleased to release a copy of a presentation providing information relating to the proposed acquisition of PrimaryMarkets Limited, the details of which were announced to ASX on 15 September 2021.

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

- ENDS -

For more information please contact:



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# Compli



FinTech Solutions Ltd

**Acquisition Announcement**

September 2021

**Complii FinTech Solutions, is enhancing its competitive offering by acquiring PrimaryMarkets in an all-scrip Takeover Offer.**

- PrimaryMarkets is Australia's number 1 online share trading platform for unlisted companies and funds and which also assists companies with their capital raising endeavours and share registry requirements.
  - PrimaryMarkets has a global investor network of over 110,000
  - Has traded over \$187M in securities
  - Listed over 383 company trading opportunities
  - Platform has online AML/KYC, Sophisticated Investor Status and third-party Escrow.
- Complii and PrimaryMarkets are combining their complementary businesses servicing the stockbroker and AFSL holder networks plus both ASX and unlisted companies by providing online compliance solutions and adding additional product offerings including share trading for unlisted companies.
- This Takeover will see the creation of a global technology trading platform where companies as well as stockbrokers, AFSL holders and investors can undertake compliance, list, trade and raise new capital as well as clearing and settlement services.
- Complii is seeking to acquire 100% of PrimaryMarkets which will represent approximately 25% of Complii on a post trade basis.
- The Takeover Offer is subject to the satisfaction of certain bid conditions including a 90% minimum acceptance from PrimaryMarkets shareholders.

**Key Transaction Highlights**



**Significant Increase in Investor Network**

Large Database of Sophisticated Members  
Expansion of current customer offering



**Diversification of Revenue with a Higher Margin**

Additional revenue streams



**Market Leading Technology**

State of the art online trading platform for  
unlisted companies



**Servicing both Public and Private Markets**

1<sup>st</sup> full end to end service offering

**Customer Snapshot – Combined Customer Base**

	Complii	PrimaryMarkets	Total
Stock broking, investment and advisory firm clients	103	33	136
Number of members	3,500	110,000	113,500
Companies on trading platform (cumulative)		383	383

**New Product Offerings from PrimaryMarkets**



**Global Trading Platform for Unlisted Securities**

Private Trading Hubs, Secondary Shares and Unicorns



**Capital Raising Enhancements**

Complementary online service offering



**Settlement Services**

Service offering – inclusive of clearing, settlement, escrow and share registry services

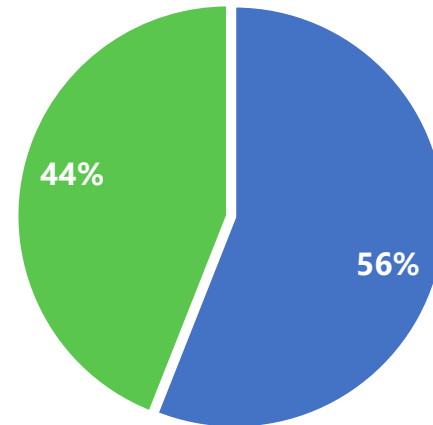


**ASX Investor Centres**

Enables publicly traded companies to effectively promote themselves to the market

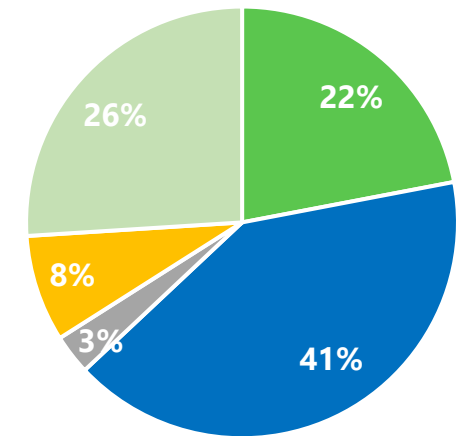
**Group Revenue Allocations**

Revenue Allocations



■ Complii ■ PrimaryMarkets

Revenue Break Down





■ Trading ■ Complii Platform  
■ Complii Services ■ Capital Raise  
■ Other

**Total Group Revenue - \$4.9M FY21A (Incl 1.3M in R&D/Govt Grants)**


Source: FY21 audited accounts


### Primary Markets Business Offering


 **Liquidity & Monetisation**  
Ability for shareholders/directors/  
founders to sell down positions


 **Global Investor Base**  
Enhances connectivity and brand  
awareness


 **Access to New Capital**  
Access to active investors in  
private markets

 **Significant Time/Cost Savings**  
Significantly cheaper and faster  
than listing on ASX

 **Cornerstone Investors**  
Private equity looking to take  
cornerstone investment  
positions

 **ASX Company Offering**  
Captured Investor base provides  
effective way to promote  
company

 **Diversification of Shareholders**  
New shareholders diversity  
Expansion of shareholder base  
and investor spread pre-IPO

 **Employee Benefits**  
Allow employees to monetise their  
equity anytime and to  
incentivise/attract new talent

### Key Statistics

- 110,000+ Global Investor Network
- Sourced from over 119 Investor countries
- Over 383 company opportunities listed
- Over \$187M transacted on platform
- End to End trading solutions
- Technology enabled

# PrimaryMarkets - Trading Case Study

## Significant Value Accretion For Our Traders



### Animoca Brands

- Delisted from ASX March 2020
- Trading commenced on PrimaryMarkets July 2020 at \$0.07
- Share price growth over 1,000%+
- PrimaryMarkets successfully traded 43M+ shares
- \$1B Unicorn status achieved in May 2021
- Now trading at \$1.80

Customer Examples





### Transaction Details (\*)

The proposed capital structure of the Company following completion of the Takeover Offer and issue of all securities contemplated thereunder is set out below.

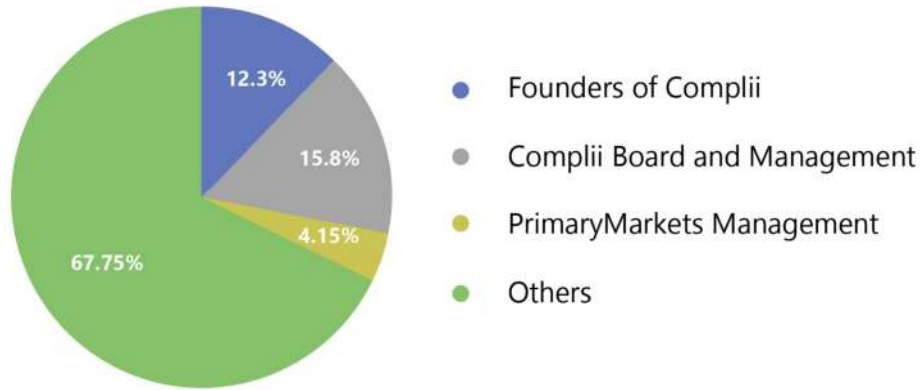
Holder	Shares	Options	Performance Rights
Current CF1 Shareholders	299,153,562	82,333,338	29,250,000
Shares and Options issued pursuant to the Takeover Offer	105,000,000	37,000,000	
Facilitation Shares	6,000,000		
Performance Rights to Primary Markets executives			9,000,000
<b>Total</b>	<b>410,153,562</b>	<b>119,333,338</b>	<b>38,250,000</b>

\* Source Complii ASX announcement 15<sup>th</sup> September 2021

### Capital Structure Post Transaction (Indicative)

Description	Amount
ASX Code	CF1
Share price	\$0.055
Shares on Issue	410.15M
Market Capitalisation	\$22.56M

### Shareholding Post Transaction



**Total Shares on Issue = 410.15M**

PrimaryMarkets shareholders to represent circa 25% of post transaction shareholding in Complii.



### Craig Mason

Executive Chairman - Complii

*"We are now able to provide a full end-to-end digital service offering to our customers which gives us a significant lead in our industry. Complii believes that the takeover will provide both Complii and PrimaryMarkets with additional and complementary business opportunities for their respective current operations"*



### Gavin Solomon

Executive Chairman - PrimaryMarkets

*"It is expected that, together, PrimaryMarkets and Complii will be able to provide technology to accredited and sophisticated investors to enable them to invest in and trade securities in private/unlisted companies and raise new capital, bringing visibility and transparency to an otherwise opaque market."*

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



## Continue to Grow Engagement with

- ↓ Stock Brokers
- ↓ Corporate Advisory Firms
- ↓ Wealth Managers
- ↓ Financial Planners
- ↓ Banks
- ↓ International
- ↓ Private Companies
- ↓ Sophisticated Investors



## Organic Growth via Cross-Module Sales

Ensure existing clients are aware of the full suite of products to enhance operational and administrative efficiencies  
Inclusive of Trading Services



## Corporate Growth

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

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