

Proposed Acquisition of PrimaryMarkets Presentation - Replacement

Complii FinTech Solutions Limited "Complii" (CF1.ASX) provides an updated presentation in relation to the proposed acquisition of PrimaryMarkets Limited by Complii FinTech Solutions Limited. This presentation replaces the presentation released on 17 September 2021. Further the details of the proposed acquisition were announced to ASX on 15 September 2021.

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

- ENDS -

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Compliü

FinTech Solutions Ltd

Acquisition Announcement

September 2021

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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

1st 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 and subscribers	3,500	7,000 members 110,000 subscribers	10,500 (members)
 Companies on trading platform (<u>cumulative</u>)		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

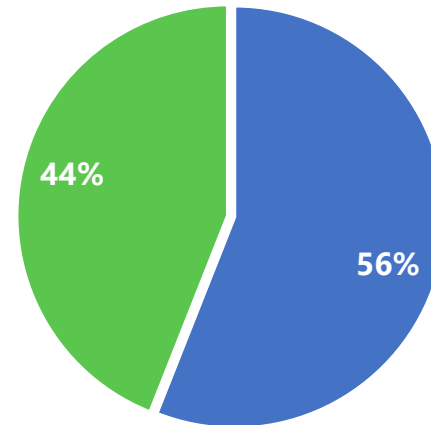


ASX Investor Centres

Enables publicly traded companies to effectively promote themselves to the market

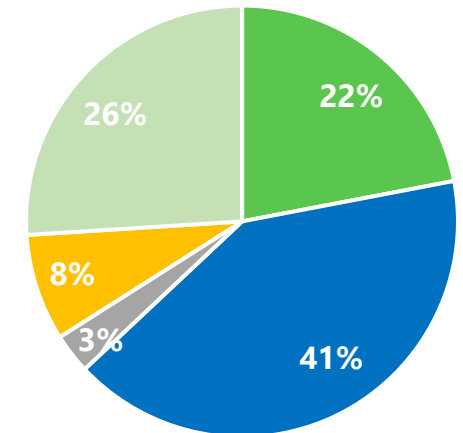
Group Revenue Allocations

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

Significant Value Accretion For Our Traders



1,000%+ growth



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.

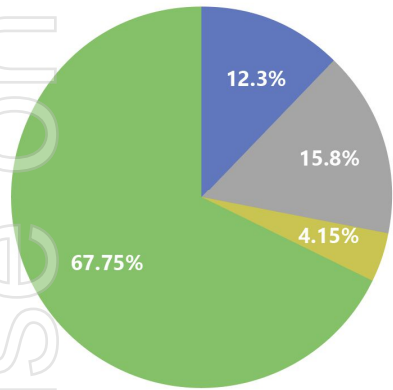
Holder	Shares	Options	Performance Rights
Current CF1 Shareholders	299,153,562	82,333,338	29,250,000
Shares and Options issued pursuant to the Takeover Offer	105,000,000	37,000,000	
Facilitation Shares	6,000,000		
Performance Rights to Primary Markets executives			9,000,000
Total	410,153,562	119,333,338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

* Source Complii ASX announcement 15th 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



- Founders of Complii
- Complii Board and Management
- PrimaryMarkets Management
- Others

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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