



Complii

automation innovation

Complii FinTech Solutions Ltd

ACN 142 459 327

NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

Thursday, 29 November 2018

Time of Meeting

10:00 am (AWST)

Place of Meeting

Bentleys Audit & Corporate (WA) Pty Ltd
London House, Level 3, 216 St Georges Terrace
Perth WA 6000

ANNUAL REPORT

The 2018 Annual Report is available from the Company's website via the following link
<http://www.complii.com.au/media/1184/cfs-2018-annual-report.pdf>

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Complii FinTech Solutions Ltd (**Company** or **Complii**) is to be held on Thursday, 29 November 2018, at Bentleys Audit & Corporate (WA) Pty Ltd, London House, Level 3, 216 St Georges Terrace, Perth WA 6000 commencing at 10:00 am (AWST).

For those unable to attend in person, Shareholders are invited to listen by telephone:

Please dial: 1300 289 801
Access code: 27396#

To ensure your attendance, please call approximately five minutes prior to the scheduled start of the AGM.

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial Statements and Other Reports – Year Ended 30 June 2018 (no resolution required)

To receive and consider the Company's Financial Report for the year ended 30 June 2018, together with the declaration of Directors and the reports of the Directors and of the Auditor's Report for the year ended 30 June 2018.

Resolution 1 – Re-election of Director – Mr Peter Robinson

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

“That Mr Robinson, being a director of the Company, retires by rotation in accordance with Clause 7.3(a) of the Company's Constitution and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Definitions in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. “the Company Secretary”).
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean 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.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10:00 am (AWST) on Tuesday, 27 November 2018.

VOTING ENTITLEMENTS

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.

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 5:00 pm (AWST) on Tuesday, 28 November 2018 will be entitled to attend and vote at the Annual General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

ATTORNEYS

If an attorney is to attend the meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 10:00 am (AWST) on Tuesday, 27 November 2018. Previously lodged powers of attorney will be disregarded by the Company.

**DATED THIS 30TH DAY OF OCTOBER 2018
BY ORDER OF THE BOARD**

**Karen Logan
Company Secretary**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Complii FinTech Solutions Ltd (**Company** or **Complii**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Financial Statements and Report

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Complii for the year ended 30 June 2018 (**2018 Annual Report**) at the meeting. These reports, together with the declaration of Directors, are set out in the 2018 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2018 Annual Report with this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2018 Annual Report is available from the Company's website: <http://www.complii.com.au/media/1184/cfs-2018-annual-report.pdf>

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the 2018 Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the 2018 Annual Report which is available online;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about:
 - i. the conduct of the audit;
 - ii. the preparation and contents of the Auditor's Report;
 - iii. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - iv. the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1 – Re-election of Director – Mr Peter Robinson

Clause 7.3(a) of the Constitution provided that if the Company has 3 or more Directors, then one third of the Directors, rounded down to the nearest whole number, must retire at each AGM. In determining the number of Directors to retire, no account is to be taken of any director appointed under Clause 7.2(b). Provided further, that the managing director shall not retire by rotation in accordance with Clause 7.3(e) but will be included for the purposes of the determination of the number of Directors to retire by rotation under Clause 7.3(a)

The Company currently has 3 directors, accordingly 1 director must retire. A retiring director is eligible for re-election.

Mr Robinson, who has served as a non-executive director since 12 April 2016 and was last re-elected at the Company's 2017 Annual General Meeting held on 30 November 2017, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Robinson holds a Joint Honours Degree in Computer Science and Electronic Engineering from the University of Birmingham and he is currently General Manager and Director of CPS Capital. Previously, Mr Robinson was Operations Manager at Patersons Securities and Operations Manager at JDV, following software project management and implementation management roles at

STC in the UK and Sungard within Australia.

The Board has considered Mr Robinson's independence and considers that he is an independent Director.

2.1 Board Recommendation

The Board (other than Mr Robinson) recommends Shareholders vote in favour of Resolution 1.

2.2 Voting Intention

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

DEFINITIONS

\$ means an Australian dollar.

AWST means Australian Western Standard Time.

Annual General Meeting means the annual general meeting the subject of this Notice.

Annual Report has the same meaning as Financial Report.

ASIC means the Australian Securities & Investments Commission.

Auditor means the Company's auditor from time to time, at the date of the Notice, being Bentleys Audit & Corporate (WA) Pty Ltd.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of directors of the Company.

Constitution means the Company's constitution.

Company or **Complii** means Complii FinTech Solutions Ltd (ACN 142 459 327).

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

Director means a Director of the Company and **Directors** means the directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Annual General Meeting.

Financial Report means the annual financial report of the Company prepared under Chapter 2M of the Corporations Act.

Meeting means the meeting of Shareholders convened by the Notice of Annual General Meeting.

Notice or **Notice of Meeting** means the notice of annual general meeting accompanying this Explanatory Memorandum.

Proxy Form means a proxy form attached to the Notice.

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

Shareholder means a shareholder of the Company.