

Message from the Chairman

26 October 2023

Dear fellow Shareholder,

I am pleased to invite you to the 2023 Annual General Meeting of Complii FinTech Solutions Ltd (**Complii** or the **Company**).

The Company is at a critical stage of growth as it continues to invest in its differentiated, end-to-end ecosystem and the required go-to-market capabilities and positions itself for cross-selling opportunities within the Group. The group's key management personnel and staff are essential to ensuring delivery on the Company's strategy and financial objectives in FY24 and beyond.

To achieve this, the Company believes that incentivising and rewarding performance and the achievement of key objectives through equity arrangements is the most effective remuneration structure because it preserves the Company's limited cash resources and aligns the interests of personnel with those of all shareholders.

Consequently, we are seeking shareholder approval for the issue of performance rights to key management personnel with milestones linked to strategic and financial objectives of the Company and aligned with shareholder interests. No cash bonuses are paid to key management personnel and therefore, the Company instead uses equity-based incentives to reward its executives and promote alignment with shareholders.

The alignment is further evidenced by the decision of the Board of Directors to implement a pay freeze for key management personnel in FY24 in recognition of the impact that challenging economic conditions and lower appetite for investments is having on the equity capital markets and in turn, our loyal clients. Although annual recurring revenue continued to grow in the September 2023 quarter, profitability is dependent in part on transactional revenue, which is reliant on the market for initial public offerings and capital raisings generally. The Company will continue its focus on increasing brand awareness, decreasing the cost of acquisition and cross-selling all Group products and services.

The other items of business to be considered at the 2023 AGM include:

- adoption of a new Incentive Performance Rights Plan that incorporates recent Corporations Act requirements;
- ratification of the shares issued as part consideration for the MIntegrity acquisition;
- renewal of the partial takeover plebiscites; and
- the re-election of Nick Prosser as a Non-Executive Director of Complii.

Complii FinTech Solutions Ltd

ABN 71 098 238 585
Level 6, 56 Pitt Street, Sydney NSW 2000

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At the meeting, Managing Director, Alison Sarich and I will provide an overview of Complii's performance and activities during the year and planned for the year ahead. Additional information regarding Complii's performance and activities is contained in the 2023 Annual Report, which can be viewed on the Company's website.

I look forward to welcoming you to Complii's 2023 AGM.

Yours faithfully,



Craig Mason
Executive Chairman

COMPLII FINTECH SOLUTIONS LTD
ACN 098 238 585
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (ADST)
DATE: Tuesday, 28 November 2023
PLACE: Level 6, 56 Pitt Street, Sydney NSW 2000

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.

Should you have any questions regarding the matters in this document please do not hesitate to contact the Company via email at investors@complii.com.au.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (ADST) on Sunday, 26 November 2023.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NICHOLAS PROSSER

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

“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Nicholas Prosser, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt a new employee incentive scheme titled ‘Incentive Performance Rights Plan’ and for the issue of 56,725,000 Performance Rights under that Plan, on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO CRAIG MASON

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 16,000,000 Performance Rights to Craig Mason (or his nominees) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO ALISON SARICH

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 8,000,000 Performance Rights to Alison Sarich (or her nominees) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO IAN STEUART ROE

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 2,000,000 Performance Rights to Ian Steuart Roe (or his nominees) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – RATIFICATION AND APPROVAL OF PRIOR ISSUE OF SECURITIES FOR THE MINTEGRITY ACQUISITION

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior issue of 13,000,000 fully paid ordinary shares in the Company to Market Integrity Pty Ltd ACN 165 714 518 as trustee for the Market Integrity Trust as part of the purchase price paid by the Company for the acquisition of the MIntegrity assets and business on the terms and conditions set out in the Explanatory Statement.”

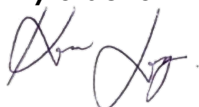
8. RESOLUTION 8 - RENEWAL OF PARTIAL TAKEOVER PLEBISCITES

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

“That, for the purposes of section 648G(4) of the Corporations Act and for all other purposes, shareholders approve the renewal of Clause 36: Partial Takeover Plebiscites of the Company’s Constitution as described in the Explanatory Statement.”

Dated: 26 October 2023

By order of the Board



**Karen Logan
Company Secretary**

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 3 –Adoption of Incentive Performance Rights Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.
Resolution 4 - Issue of Performance Rights to Craig Mason	<p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5 – Issue of Performance Rights to Alison Sarich	
Resolution 6 – Issue of Performance Rights to Ian Stuart Roe	<p>The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1, 3, 4, 5 and 6. If the Chair of the Meeting is appointed as your proxy, you are expressly authorising the Chair to exercise the proxy on a Resolution that is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the persons named in the table below.

Resolution 3 - Adoption of Incentive Performance Rights Plan	<p>A person who is eligible to participate in the Incentive Performance Rights Plan or an associate of that person or those persons.</p>
Resolution 4 – Issue of Performance Rights to Craig Mason	<p>Craig Mason (or his nominees) and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.</p>

Resolution 5 – Issue of Performance Rights to Alison Sarich	Alison Sarich (or her nominees) and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 6 – Issue of Performance Rights to Ian Stuart Roe	Ian Stuart Roe (or his nominees) and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7- Ratification and approval of prior issue of securities for the MIntegrity acquisition	Market Integrity Pty Ltd ACN 165 714 518 as trustee for the Market Integrity Trust, being a person who participated in the issue or is a counterparty to the agreement being approved which is the subject of the relevant resolution or an associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware 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.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

The Company strongly encourages Shareholders to lodge a directed proxy vote online or in accordance with the instructions on the Proxy Form. Proxy appointments must be received by the Company by no later than 10:00 am (ADST) on Sunday, 26 November 2023. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously

submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company and/or representatives from the share registry will need to verify your identity. You can register from 9:30 am (ADST) on the day of the Meeting.

Questions

Shareholders are encouraged to submit questions in respect of the items of business as well as general questions in respect of the Company and its operations in advance of the Meeting by email to the Company via email at investors@complii.com.au.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company via email at investors@complii.com.au.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.complii.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the

company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NICHOLAS PROSSER

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Prosser, who has served as a Non-Executive Director since 1 July 2021 following Shareholder approval for his election as a Non-Executive Director on 24 September 2021, retires by rotation and seeks re-election.

Mr Prosser is a highly regarded fintech specialist with over 20 years' experience in the internet, communications and telecommunications (ICT) industry. He is well positioned to help guide the Company through the next phase as the Company expands its product offering to the Company's broad client base of over 90 brokerage firms and AFSL group clients. Mr Prosser is a director of a number of private companies in Australia and Asia. He is also a non-executive director of ASX listed Advance Human Imaging (ASX:AH1).

Mr Prosser was the founder and director of ThinkCaddie, a complementary business acquired by the Company in November 2019. ThinkCaddie is part of the Complii product suite and offers continuing professional development (CPD) content and manages the CPD obligations of the advisers in the Company's client base. Mr Prosser was also a founder of Canberra Data Centre which was acquired by Infratil and Commonwealth Superannuation Corporation for an enterprise value of \$1.1 billion in 2016.

Mr Prosser has a Diploma in Security (Risk Management) from The Canberra Institute of Technology and is a member of the Australian Institute of Company Directors.

3.2 Independence

If re-elected the Board considers Mr Prosser will not be an independent Director as he was the founder and director of ThinkCaddie, a complementary business acquired by the Company in November 2019 prior to the off-market takeover of Complii Fintech Solutions Ltd (ACN 142 459 327) in December 2020 and is associated with a large Shareholder of the Company.

3.3 Board recommendation

The Board has reviewed Mr Prosser's performance since his appointment to the Board and considers that Mr Prosser's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Prosser and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

4.1 Background

In accordance with Listing Rule 7.2 (Exception 13(b)), Resolution 3 seeks Shareholder approval for the adoption of the Incentive Performance Rights Plan.

With effect from 1 October 2022, a new employee share scheme (**ESS**) regime under the Corporations Act (**New Regime**) was introduced to replace and expand the level of relief provided by the ASIC CO 14/1000 Class Order. The purpose of the New Regime is to make it easier for companies to access regulatory relief from the Corporations Act provisions in respect of licencing, advertising and hawking and the design and distribution obligations with a streamlined set of disclosure requirements applying to the ESS.

The Company received approval to adopt its current Incentive Performance Rights Plan (**Current Plan**) at the annual general meeting held on 4 December 2020. In light of the changes under the New Regime, the Company proposes to adopt the new Incentive Performance Rights Plan to ensure compliance with and to take advantage of the benefits under the New Regime.

The Company is at a critical stage of growth as it continues to invest in its differentiated, end-to-end ecosystem and the required go-to-market capabilities and positions itself for cross-selling opportunities within the Group. The group's key management personnel and staff are essential to ensuring delivery on the Company's strategy and financial objectives in FY24 and beyond.

To achieve this, the Company believes that incentivising and rewarding performance and the achievement of key objectives through equity arrangements is the most effective remuneration structure because it preserves the Company's limited cash resources and aligns the interests of personnel with those of all shareholders.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will continue to be able to issue Performance Rights under the Incentive Performance Rights Plan to eligible participants over a period of three years from the date of approval without

impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period under Listing Rule 7.1. If Resolution 3 is not passed, any Performance Rights issued under the Incentive Performance Rights Plan must come within and will be counted towards the Company's 15% placement capacity under Listing Rule 7.1 (unless Shareholder approval for that issue is obtained).

Any future issues of Performance Rights under the Incentive Performance Rights Plan to a related party of the Company or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

4.3 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Listing Rule 7.2 (Exception 13(b)) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of securities under the employee incentive scheme, subject to the relevant notice of meeting including certain information.

4.4 Information required by Listing Rule 7.2 (Exception 13(b))

Listing Rule 7.2 (Exception 13(b)) requires the following information to be provided to Shareholders:

- (a) a summary of the material terms of the Performance Rights Plan is set out in Schedule 2;
- (b) the Company has not issued any Performance Rights under the new Incentive Performance Rights Plan as this is the first time that Shareholder approval is being sought for the adoption of the new Incentive Performance Rights Plan, however, the Company has issued a total of 34,386,913 Performance Rights under the Current Plan since it was approved by Shareholders at the annual general meeting held on 4 December 2020;
- (c) subject to Shareholder approval, the total amount of Performance Rights that may be issued over the next 3 years to all eligible personnel under the Performance Rights Plan (including the Performance Rights proposed to be issued under Resolutions 4, 5 and 6) is 56,725,000 Performance Rights (being approximately 10% of the number of Shares currently on issue), although it is not expected that the Company will in practice issue that number of Performance Rights the Company wishes to retain flexibility to incentivise key personnel at this critical stage of growth; and
- (d) a voting exclusion statement in respect of Resolution 3 is set out in section 2 of the Notice.

4.5 Board recommendation

Noting that each Director has a personal interest in the Performance Rights Plan and are excluded from voting on this Resolution pursuant to the Listing Rules (as they are eligible to participate in the Performance Rights Plan), the Board recommends that shareholders vote in favour of Resolution 3.

5. BACKGROUND TO RESOLUTIONS 4 TO 6

5.1 Overview

Resolutions 4 to 6 seek Shareholder approval for the issue of Performance Rights to Directors and executives. Specifically:

- (a) Resolution 4 seeks approval for the issue of 16,000,000 Performance Rights to Craig Mason, Executive Chairman of the Company;
- (b) Resolution 5 seeks approval for the issue of 8,000,000 Performance Rights to Alison Sarich, Managing Director of the Company; and
- (c) Resolution 6 seeks approval for the issue of 2,000,000 Performance Rights to Ian Stuart Roe, Executive Director of the Company.

The Performance Rights under Resolutions 4 to 6 will be issued on the terms set out at Schedule 1 under the Incentive Performance Rights Plan (where a summary of the material terms and conditions of the Incentive Performance Rights Plan is set out at Schedule 2).

5.2 Milestones

The Company considers that each of the proposed recipients will play a significant role in meeting the milestones attaching to the Performance Right. In this regard, each recipient will be responsible for:

- (a) establishing and implementing the business strategy for organic and inorganic growth of the Company;
- (b) identifying and assisting the sales team with new opportunities;
- (c) subscribing new clients to the Company's services;
- (d) expanding subscribed services to existing customers; and
- (e) seeking new opportunities that will fit into the Company's strategy and with the support of the Board, completing any transactions and integrating the new business or product into the Company's operations.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Performance Rights to Craig Mason, Alison Sarich and Ian Steuart Roe (or their respective nominees) each constitutes giving a financial benefit and each of Craig Mason, Alison Sarich and Ian Steuart Roe is a related party of the Company pursuant to Listing Rule 10.11.1 by virtue of each currently being a Director of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Performance Rights to the Directors, because the issue of the relevant Performance Rights constitutes reasonable remuneration payable to each Director and was negotiated on arms' length terms.

5.4 Listing Rule 10.14 - Resolutions 4 to 6

Resolutions 4, 5 and 6 seek the required Shareholder approval for the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to each Director under Resolutions 4, 5 and 6 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

6. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO CRAIG MASON

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 16,000,000 Performance Rights to Craig Mason (or his nominees) pursuant to the Incentive Performance Rights Plan and on the terms and conditions set out below. These Performance Rights will only be issued subject to Shareholder approval being obtained.

6.2 Lapse of Performance Rights

Mr Mason holds the following Performance Rights that are likely to lapse after 31 December 2023:

Performance Rights	Milestone	Number of Performance Rights
Class D	The VWAP of the Company's fully paid ordinary shares over 20 consecutive trading days on which the Company's securities have actually traded (20-Day VWAP) being equal to or greater than \$0.10 by 31 December 2023	3,000,000
Class F	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than \$0.15 by 31 December 2023	3,000,000
Class G	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than \$0.20 by 31 December 2023	3,000,000
Total		9,000,000

6.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Mason under the Incentive Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 4 is not passed, then the Company will not issue the 16,000,000 Performance Rights to Mr Mason (or his nominees) and the Company may need to consider some other form of incentive structure for Mr Mason, such as a cash payment equivalent in value to the short-term or long-term incentive that would have been granted had Shareholder approval been obtained.

6.4 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 4:

- (a) the Performance Rights will be issued to Mr Mason (or his nominees), who falls within the category set out in Listing Rule 10.14.1, by virtue of his role as a Director;
- (b) the maximum number of Performance Rights to be issued to Mr Mason (or his nominees) is 16,000,000 Performance Rights. The Performance Rights will be issued on the terms set out at Schedule 1, noting that the Performance Rights have the following vesting criteria:

Performance Rights	Milestone	Number of Performance Rights
Class S	The Group recording increase in revenue in the financial year ending 30 June 2024 of 120% of the revenue for the financial year ending 30 June 2023 (which was \$7,934,160 for the financial year ending 30 June 2023), as independently verified by the Company's auditors.	4,000,000
Class T	The Group recording increase in revenue in the financial year ending 30 June 2025 of 115% of the revenue for the financial year ending 30 June 2024, as independently verified by the Company's auditors.	4,000,000
Class U	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.065 by 31 December 2024	4,000,000
Class V	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.08 by 31 December 2024	4,000,000
Total		16,000,000

- (c) the current total remuneration package for Mr Mason is \$350,000 per annum (excluding GST);
- (d) if the Performance Rights are issued, the current total remuneration package of Mr Mason will increase by \$378,800 (being the value of the Performance Rights) to \$728,800 (excluding GST);
- (e) Mr Mason has previously been issued 34,500,000 Performance Rights under the Incentive Performance Rights Plan, where the average acquisition price paid by Mr Mason for those Performance Rights is \$nil;
- (f) a summary of the material terms and conditions of the Performance Rights is set out in Schedule 1;
- (g) the Performance Rights are unquoted performance rights. The Company has chosen to grant the Performance Rights to Mr Mason for the following reasons:
- (i) the Performance Rights are unlisted, therefore the grant of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the issue of Performance Rights to Mr Mason will align the interests of Mr Mason with those of Shareholders;
 - (iii) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as

the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Mason; and

- (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed;
- (h) the Performance Rights are valued at a total of \$378,800, comprising:
 - (i) \$140,000 for the Class S Performance Rights;
 - (ii) \$140,000 for the Class T Performance Rights;
 - (iii) \$44,400 for the Class U Performance Rights; and
 - (iv) \$54,400 for the Class V Performance Rights;
- (i) the Performance Rights have been valued with the following assumptions:
 - (i) the face value of each Class S and T Performance Right is \$0.035 based on the Company's closing Share price on 6 October 2023;
 - (ii) Monte Carlo simulations have been used to value the Class U and V Performance Rights applying:
 - (A) the Company's closing Share price on 6 October 2023 of \$0.035;
 - (B) a volatility of 71%, based on the historical annualised volatility of the Company's shares from 5 October 2018 to 5 October 2023; and
 - (C) a risk-free rate of 4.10% based on the 5-year government bond rate%;
- (j) the Performance Rights will be issued to Mr Mason (or his nominees) no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (k) the issue price of the Performance Rights will be \$nil, as such no funds will be raised from the issue of the Performance Rights;
- (l) a summary of the material terms and conditions of the Incentive Performance Rights Plan is set out at Schedule 2;
- (m) no loan is being made to Mr Mason in connection with the acquisition of the Performance Rights;
- (n) details of any Performance Rights issued under the Incentive Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a

statement that approval for the issue was obtained under Listing Rule 10.14; and

- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Incentive Performance Rights Plan after Resolution 4 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

6.5 Board recommendation

The Directors (other than Mr Mason) recommend that Shareholders vote in favour of Resolution 4.

7. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO ALISON SARICH

7.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 8,000,000 Performance Rights to Alison Sarich (or her nominees) pursuant to the Incentive Performance Rights Plan and on the terms and conditions set out below. These Performance Rights will only be issued subject to Shareholder approval being obtained.

7.2 Lapse of Performance Rights

Ms Sarich holds the following Performance Rights that are likely to lapse after 31 December 2023:

Performance Rights	Milestone	Number of Performance Rights
Class D	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than \$0.10 by 31 December 2023	1,000,000
Class F	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than \$0.15 by 31 December 2023	1,000,000
Class G	The 20-Day VWAP of the Company's fully paid ordinary shares being equal to or greater than \$0.20 by 31 December 2023	1,000,000
Total		3,000,000

7.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Performance Rights to Ms Sarich under the Incentive Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights

(because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, then the Company will not issue the 8,000,000 Performance Rights to Ms Sarich (or her nominees) and the Company may need to consider some other form of incentive structure for Ms Sarich, such as a cash payment equivalent in value to the short-term or long-term incentive that would have been granted had Shareholder approval been obtained.

7.4 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- (a) the Performance Rights will be issued to Ms Sarich (or her nominees), who falls within the category set out in Listing Rule 10.14.1, by virtue of her role as a Director;
- (b) the maximum number of Performance Rights to be issued to Ms Sarich (or her nominees) is 8,000,000 Performance Rights. The Performance Rights will be issued on the terms set out at Schedule 1, noting that the Performance Rights have the following vesting criteria:

Performance Rights	Milestone	Number of Performance Rights
Class S	The Group recording increase in revenue in the financial year ending 30 June 2024 of 120% of the revenue for the financial year ending 30 June 2023 (which was \$7,934,160 for the financial year ending 30 June 2023), as independently verified by the Company's auditors.	2,000,000
Class T	The Group recording increase in revenue in the financial year ending 30 June 2025 of 115% of the revenue for the financial year ending 30 June 2024, as independently verified by the Company's auditors.	2,000,000
Class U	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.065 by 31 December 2024	2,000,000
Class V	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.08 by 31 December 2024	2,000,000
Total		8,000,000

- (c) the current total remuneration package for Ms Sarich is \$275,000 per annum (excluding superannuation);

- (d) if the Performance Rights are issued, the current total remuneration package of Ms Sarich will increase by \$189,400 (being the value of the Performance Rights) to \$464,400 (excluding superannuation);
- (e) Ms Sarich has previously been issued 12,750,000 Performance Rights under the Incentive Performance Rights Plan, where the average acquisition price paid by Ms Sarich for those Performance Rights is \$nil;
- (f) a summary of the material terms and conditions of the Performance Rights is set out in Schedule 1;
- (g) the Performance Rights are unquoted performance rights. The Company has chosen to grant the Performance Rights to Ms Sarich for the following reasons:
 - (i) the Performance Rights are unlisted, therefore the grant of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the issue of Performance Rights to Ms Sarich will align the interests of Ms Sarich with those of Shareholders;
 - (iii) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Ms Sarich; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed;
- (h) the Performance Rights are valued at a total of \$189,400, comprising:
 - (i) \$70,000 for the Class S Performance Rights;
 - (ii) \$70,000 for the Class T Performance Rights;
 - (iii) \$22,200 for the Class U Performance Rights; and
 - (iv) \$27,200 for the Class V Performance Rights;
- (i) the Performance Rights have been valued with the following assumptions:
 - (i) the face value of each Class S and T Performance Right is \$0.035 based on the Company's closing Share price on 6 October 2023;
 - (ii) Monte Carlo simulations have been used to value the Class U and V Performance Rights applying:
 - (A) the Company's closing Share price on 6 October 2023 of \$0.035;

- (B) a volatility of 71%, based on the historical annualised volatility of the Company's Shares from 5 October 2018 to 5 October 2023 ; and
- (C) a risk-free rate of 4.10%, based on the 5-year government bond rate;
- (j) the Performance Rights will be issued to Ms Sarich (or her nominees) no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (k) the issue price of the Performance Rights will be \$nil, as such no funds will be raised from the issue of the Performance Rights;
- (l) a summary of the material terms and conditions of the Incentive Performance Rights Plan is set out at Schedule 2;
- (m) no loan is being made to Ms Sarich in connection with the acquisition of the Performance Rights;
- (n) details of any Performance Rights issued under the Incentive Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Incentive Performance Rights Plan after Resolution 5 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

7.5 Board recommendation

The Directors (other than Ms Sarich) recommend that Shareholders vote in favour of Resolution 5.

8. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO IAN STEUART ROE

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,000,000 Performance Rights to Mr Ian Steuart Roe (or his nominees) pursuant to the Incentive Performance Rights Plan and on the terms and conditions set out below. These Performance Rights will only be issued subject to Shareholder approval being obtained.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Roe under the Incentive Performance Rights Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the

Performance Rights will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, then the Company will not issue the 2,000,000 Performance Rights to Mr Roe (or his nominees) and the Company may need to consider some other form of incentive structure for Mr Roe, such as a cash payment equivalent in value to the short-term or long-term incentive that would have been granted had Shareholder approval been obtained.

8.3 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- (a) the Performance Rights will be issued to Mr Roe (or his nominees), who falls within the category set out in Listing Rule 10.14.1, by virtue of his role as a Director;
- (b) the maximum number of Performance Rights to be issued to Mr Roe (or his nominees) is 2,000,000 Performance Rights. The Performance Rights will be issued on the terms set out at Schedule 1, noting that the Performance Rights have the following vesting criteria:

Performance Rights	Milestone	Number of Performance Rights
Class S	The Group recording increase in revenue in the financial year ending 30 June 2024 of 120% of the revenue for the financial year ending 30 June 2023 (which was \$7,934,160 for the financial year ending 30 June 2023), as independently verified by the Company's auditors.	1,000,000
Class T	The Group recording increase in revenue in the financial year ending 30 June 2025 of 115% of the revenue for the financial year ending 30 June 2024, as independently verified by the Company's auditors.	1,000,000
Total		2,000,000

- (c) the current total remuneration package for Mr Roe is \$250,000 per annum (excluding superannuation);
- (d) if the Performance Rights are issued, the current total remuneration package will increase by \$70,000 (being the value of the Performance Rights) to \$320,000 (excluding superannuation);
- (e) Mr Roe has previously been issued 4,000,000 Performance Rights under the Incentive Performance Rights Plan, where the average acquisition price paid by Mr Roe for those Performance Rights is \$nil;
- (f) a summary of the material terms and conditions of the Performance Rights is set out in Schedule 1;

- (g) the Performance Rights are unquoted performance rights. The Company has chosen to grant the Performance Rights to Mr Roe for the following reasons:
- (i) the Performance Rights are unlisted, therefore the grant of the Performance Rights has no immediate dilutionary impact on Shareholders;
 - (ii) the issue of Performance Rights to Mr Roe will align the interests of Mr Roe with those of Shareholders;
 - (iii) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Roe; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed;
- (h) the Performance Rights are valued at a total of \$70,000, comprising:
- (i) \$35,000 for the Class S Performance Rights and
 - (ii) \$35,000 for the Class T Performance Rights,
- (i) the face value of each Class S and T Performance Right is \$0.035 based on the Company's closing Share price on 6 October 2023;
- (j) the Performance Rights will be issued to Mr Roe (or his nominees) no later than three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Performance Rights will be issued on one date;
- (k) the issue price of the Performance Rights will be \$nil, as such no funds will be raised from the issue of the Performance Rights;
- (l) a summary of the material terms and conditions of the Incentive Performance Rights Plan is set out at Schedule 2;
- (m) no loan is being made to Mr Roe in connection with the acquisition of the Performance Rights;
- (n) details of any Performance Rights issued under the Incentive Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Incentive Performance Rights Plan after Resolution 6 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.

8.4 Board recommendation

The Directors (other than Mr Roe) recommend that Shareholders vote in favour of Resolution 6.

9. RESOLUTION 7 – RATIFICATION AND APPROVAL OF PRIOR ISSUE OF SECURITIES FOR MINTEGRITY ACQUISITION

9.1 General

On 4 September 2023, the Company issued 13,000,000 fully paid ordinary shares in the Company to Market Integrity Pty Ltd ACN 165 714 518 as trustee for the Market Integrity Trust (**Market Integrity**) as part of the purchase price paid by the Company for the acquisition of the assets and business of MIntegrity, as announced to the ASX on 4 September 2023.

Further information regarding the acquisition of MIntegrity is set out in the ASX announcement dated 4 September 2023.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the 13,000,000 Shares will be excluded in calculating the Company's placement capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval.

If Resolution 7 is not passed, the 13,000,000 Shares will be included in the calculation of the Company's placement capacity for the purposes of Listing Rule 7.1, effectively, decreasing the number of equity securities the Company can issue without Shareholder approval for a period of 12 months from their issue.

9.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) The name(s) of the person(s) to whom the Company issued the securities, or the basis on which those persons were identified or selected

Market Integrity Pty Ltd ACN 165 714 518 as trustee for the Market Integrity Trust.

- (b) The number and class of securities the Company issued

13,000,000 fully paid ordinary shares.

- (c) If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

Not applicable, the shares are fully paid ordinary shares.

- (d) The date(s) on which the securities were issued

4 September 2023.

- (e) The price or other consideration the Company has received for the issue

The acquisition of the assets of MIntegrity was funded by the payment of \$150,000 cash and the issue of 13,000,000 shares. A further \$150,000 cash may be paid subject to MIntegrity achieving revenue targets for the 2024 and 2025 financial years.

- (f) The purpose of the issue, including the use or intended use of any funds raised by the issue

As part of the purchase price paid by the Company for the acquisition of the assets of MIntegrity.

- (g) If the securities were issued under any agreement, a summary of any material terms of the agreement

The acquisition was funded by both \$150,000 cash and 13,000,000 shares which were subject to a 24-months escrow period ending on 4 September 2026. A further \$150,000 cash may be paid subject to MIntegrity achieving revenue targets for the 2024 and 2025 financial years.

- (h) If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover

Not applicable.

- (i) Voting exclusions

Please refer to section 2 of the Notice on this voting exclusion.

9.4 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

10. RESOLUTION 8 - RENEWAL OF PARTIAL TAKEOVER PLEBISCITES

10.1 Background

Clause 36 of the Constitution contains provisions dealing with shareholder approval requirements if there was to be any proportional off-market takeover bids for the Company's securities (**Partial Takeover Plebiscites**).

A "proportional off-market takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all shareholders of that class, only part of the securities each shareholder holds.

Section 648G(1) of the Corporations Act provides that these Partial Takeover Plebiscites cease to apply at the end of three years from their adoption (or last renewal), but that they may be renewed by special resolution of the shareholders. The Board believes it is appropriate that the Partial Takeover Plebiscites of the Constitution (clause 36) be renewed.

The Constitution, that contains the Partial Takeover Plebiscites set out in Clause 36 of the Constitution, was adopted by Shareholders at the Annual General Meeting held on 4 December 2020. As provided by clause 36.6 of the Constitution, the provisions cease to have effect after three years unless renewed.

10.2 Reasons for seeking Shareholder approval

In seeking Shareholder approval for the renewal of the Partial Takeover Plebiscites, the Corporations Act requires the below information to be provided to Shareholders.

(a) Effect of provisions proposed to be renewed

Clause 36.1 of the Constitution provides that the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (a “prescribed resolution”) to approve the proportional off-market bid is passed in accordance with the provisions of the Constitution.

A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.

A prescribed resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

(b) Reason for the resolution

Clause 36 of the Constitution is required to be renewed as three years will shortly pass since the approval of the Constitution, including the Partial Takeover Plebiscites, on 4 December 2020.

Section 648(G)(1) of the Corporations Act provides that Partial Takeover Plebiscites such as provided in clause 36 cease to apply at the end of three years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of these Partial Takeover Plebiscites.

The Board believes that Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, clause 36 needs to be renewed. If clause 36 is renewed and any proportional takeover bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the (proportional takeover) bid for their own securities.

- (c) Awareness of current acquisition proposals

As at the date of this Explanatory Statement, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

- (d) Advantages and disadvantages of the Partial Takeover Plebiscites since last renewed

As there have been no takeover bids made for any of the shares in the Company since the last renewal of the Partial Takeover Plebiscites, there has been no application of clause 36. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of clause 36.

- (e) Potential advantages and disadvantages of the Partial Takeover Plebiscites for both directors and shareholders

An advantage to the Directors of renewing the Partial Takeover Plebiscites is that the Board will be able to assess the Shareholder's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing clause 36 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If clause 36 is not renewed, Shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of clause 36 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for Shareholders to sell some of their securities.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

10.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

GLOSSARY

Unless otherwise indicated below, capitalised terms have the meaning given to them in the ASX Listing Rules, and:

20-Day VWAP has the meaning given in Section 6.2.

\$ means Australian dollars.

ADST means Australian Daylight Savings Time as observed in Sydney, New South Wales.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Complii FinTech Solutions Ltd (ACN 098 238 585).

Constitution means the Company's constitution.

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

Current Plan has the meaning given in Section 4.1.

Directors means the current directors of the Company.

EBITDA means earnings before interest, tax, depreciation and amortisation.

Eligible Participant means a person who is eligible to participate in the Incentive Performance Rights Plan.

ESS has the meaning given in Section 4.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its Subsidiaries.

Incentive Performance Rights Plan means the incentive performance rights plan adopted by the Company, a summary of which is set out Schedule 2.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Market Integrity has the meaning given in Section 9.1.

New Regime has the meaning given in Section 4.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Partial Takeover Plebiscites has the meaning given in Section 10.1.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, the terms of which are set out at Schedule 1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Subsidiaries has the meaning given in the Corporations Act.

VWAP means volume weighted average price of 'on market' trades on ASX (i.e. normal trades, cross trades, stabilisation trades and short sell trades).

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The Performance Rights are issued on the following terms and conditions:

a) **Milestones:** The milestones attaching to the Performance Rights are as follows:

Performance Rights	Milestone
Class S	The Group recording increase in revenue in the financial year ending 30 June 2024 of 120% of the revenue for the financial year ending 30 June 2023 (which was \$7,934,160 for the financial year ending 30 June 2023), as independently verified by the Company's auditors.
Class T	The Group recording increase in revenue in the financial year ending 30 June 2025 of 115% of the revenue for the financial year ending 30 June 2024, as independently verified by the Company's auditors.
Class U	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.065 by 31 December 2024
Class V	The 20-Day VWAP of the Company's Shares being equal to or greater than \$0.08 by 31 December 2024

For the avoidance of doubt, the calculation of revenue for the Class S and Class T Performance Rights will be based on revenue recognised and measured in accordance with AASB 15 Revenue From Contracts with Customers (as amended or replaced from time to time) and will exclude:

- (A) one-off or extraordinary revenue items;
- (B) other income including but not limited to gains, finance income, rebates and grants; and
- (C) revenue or profit that has been manufactured to achieve the performance milestone.

b) **Vesting Deadline:** Each of the Performance Rights shall lapse on the following dates:

- (A) Class S: 30 September 2024;
- (B) Class T: 30 September 2025;
- (C) Class U: 31 January 2025; and
- (D) Class V: 31 January 2026,

(each, a **Vesting Deadline**).

If the relevant Milestone attached to a class of Performance Rights has not been achieved by the relevant Vesting Deadline, then the relevant Performance Rights

will automatically lapse. For the avoidance of doubt, a Performance Right will not lapse in the event the relevant Milestone is met before the relevant Vesting Deadline and the Shares the subject of a conversion are deferred in accordance with paragraph (p) below.

- c) **Notification to holder:** The Company shall notify the holder in writing when the relevant Milestone has been satisfied.
- d) **Conversion:** Subject to paragraph (p), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- e) **Lapsing Otherwise:** If the holder (or the effective holder where a nominee has been appointed) of the Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights held by that relevant holder will automatically lapse.
- f) **Expiry Date:** Each Performance Right shall otherwise expire five (5) years from the date of issue (**Expiry Date**). If the relevant Milestone attached to the Performance Right has been achieved by the Expiry Date, all unconverted Performance Rights of the relevant class will automatically lapse at that time.
- g) **Consideration:** The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
- h) **Share ranking:** All Shares issued upon the vesting of Performance Rights will upon issue rank *pari passu* in all respects with other Shares.
- i) **Application to ASX:** The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the Listing Rules.
- j) **Timing of issue of Shares on conversion:** Within 5 Business Days after date that the Performance Rights are converted, the Company will:
 - (A) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
 - (B) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (C) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under (j)(B) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- k) **Transfer of Performance Rights:** Subject to the Listing Rules, and except as otherwise provided for by an offer, Performance Rights are only transferrable in Special Circumstances (as defined in the Performance Rights Plan) with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the relevant holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- l) **Participation in new issues:** A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Performance Right.
- m) **Reorganisation of capital:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable Listing Rules and the Corporations Act at the time of reorganisation.
- n) **Dividend and voting rights:** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- o) **Change in control:** Subject to paragraph (p), upon:
- (A) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
- (i) having received acceptances for not less than 50% of the Company's Shares on issue; and
- (ii) having been declared unconditional by the bidder; or
- (B) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,
- that number of Performance Rights that is equal to not more than 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each holder. Performance Rights that are not converted into Shares under this paragraph will continue to be held by the holders on the same terms and conditions.
- p) **Deferral of conversion if resulting in a prohibited acquisition of Shares:** If the conversion of a Performance Right under paragraph (d) or (o) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
- (A) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a

Performance Right will not result in any person being in contravention of the General Prohibition; and

- (B) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (p)(i) within seven (7) days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- q) **No rights to return of capital:** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- r) **Rights on winding up:** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- s) **No other rights:** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- t) **Plan:** The terms of the Performance Rights are supplemented by the terms of the Company's Performance Rights Plan.
- u) **Definitions:** In these terms:
 - (A) **Company** means Complii FinTech Solutions Ltd (ACN 098 238 585);
 - (B) **Corporations Act** means the *Corporations Act 2001* (Cth);
 - (C) **EBITDA** means earnings before interest, tax, depreciation and amortisation;
 - (D) **Expiry Date** has the meaning given in paragraph (f);
 - (E) **General Prohibition** has the meaning given in paragraph (p);
 - (F) **Group** means the Company and its Subsidiaries;
 - (G) **Performance Right** means a performance right issued in accordance with these terms;
 - (H) **Shares** means fully paid ordinary shares in the capital of the Company;
 - (I) **Subsidiaries** has the meaning given in the Corporations Act;
 - (J) **Vesting Deadline** has the meaning given in paragraph (b); and
 - (K) **VWAP** means volume weighted average price of 'on market' trades on ASX (i.e. normal trades, cross trades, stabilisation trades and short sell trades).
- v) **Plan:** The terms of the Performance Rights are supplemented by the terms of the Incentive Performance Rights Plan (summarised in Schedule 2 and the subject of Resolution 3).

SCHEDULE 2 – TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS PLAN

The material terms and conditions of the Incentive Performance Rights Plan are summarised below:

- (a) **Eligibility:** Participants in the Incentive Performance Rights Plan may be:
- (i) a person (a **primary participant**) who is:
 - (A) an employee or director of, or an individual who provides services to, the Company;
 - (B) an employee or director of, or an individual who provides services to, a Group Company (other than the Company);
 - (C) a prospective person to whom subparagraph (i) or (ii) may apply; or
 - (D) a person prescribed by the Corporations Regulations as a primary participant; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **Offer:** The Board may, from time to time, at its absolute discretion, make a written offer to any Eligible Participant to apply for Performance Rights, upon the terms set out in the Incentive Performance Rights Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:**
- (i) Notwithstanding the Rules or any terms of a Performance Right, no Performance Right may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.
 - (ii) In particular, where monetary consideration is payable by the Eligible Participant, the Company must reasonably believe when making an Offer:
 - (A) the total number of Shares that are, or are covered by the Performance Rights that may be issued under an Offer; and
 - (B) the total number of Shares that are or are covered by the Performance Rights that have been issued, or could have been issued in connection with the Plan in reliance on the Corporations Act Exemption at any time during the previous three year period prior to the date the Offer is made, does not exceed 5% of the issued capital of the Company at the date of the Offer (unless the Constitution specifies a different percentage).
- (d) **Consideration:** Performance Rights granted under the Incentive Performance Rights Plan will be issued for nil cash consideration.

- (e) **Vesting conditions:** A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right (**Vesting Conditions**).
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Performance Rights have been granted under the Incentive Performance Rights Plan or their nominee where the Performance Rights have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Performance Rights due to:
- (i) special circumstances arising in relation to a Relevant Person in respect of those Performance Rights, being:
 - (A) a Relevant Person ceasing to be an Eligible Participant due to:
 - (I) death or total or permanent disability of a Relevant Person; or
 - (II) retirement or redundancy of a Relevant Person;
 - (B) a Relevant Person suffering severe financial hardship;
 - (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to and accepted by the Participant; or
 - (D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant,
- (Special Circumstances)**, or
- (ii) a change of control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of a Performance Right:** A Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right occurring;
 - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to waive the Vesting Condition and vest the Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to

- remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iii) in respect of unvested Performance Right only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in the circumstances set out in paragraph (f) or the Board resolves, in its absolute discretion, to allow the unvested Performance Rights to remain unvested after the Relevant Person ceases to be an Eligible Participant;
 - (iv) in respect of vested Performance Rights only, a Relevant Person ceases to be an Eligible Participant and the Performance Rights granted in respect of that Relevant Person are not exercised within one (1) month (or such later date as the Board determines) of the date that Relevant Person ceases to be an Eligible Participant;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
 - (vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right; and
 - (vii) the expiry date of the Performance Rights.
- (h) **Not transferrable:** Subject to the Listing Rules, and except as otherwise provided for by an offer, Performance Rights are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the vesting of the Performance Rights shall, subject to any sale restrictions (refer to paragraph (j)) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Sale restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Performance Rights (**Restriction Period**). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.
- (k) **Quotation of Shares:** If Shares of the same class as those issued under the Incentive Performance Rights Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends. The Company will not apply for quotation of any Performance Rights on the ASX.
- (l) **No participation rights:** There are no participation rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.

- (m) **No change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (o) **Amendments:** Subject to express restrictions set out in the Incentive Performance Rights Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Incentive Performance Rights Plan, or the terms or conditions of any Performance Rights granted under the Incentive Performance Rights Plan including giving any amendment retrospective effect.