

## Notice of Annual General Meeting

The following documents were sent to shareholders today in relation to the Annual General Meeting of Complii FinTech Solutions Limited (CF1:ASX) to be held on Thursday, 27 November 2025 at 11:00 am (ADST):

1. Letter to Shareholders regarding the Notice of Meeting
2. Notice of Meeting
3. Proxy Form.

This announcement is authorised to be given to ASX by the Board of Directors of Complii Fintech Solutions Limited.

- ENDS -

For more information please contact:



**Craig Mason**  
Executive Chairman

0437 444 881  
[investors@complii.com.au](mailto:investors@complii.com.au)



**Alison Sarich**  
Managing Director

(02) 9235 0028  
[investors@complii.com.au](mailto:investors@complii.com.au)

28 October 2025

Dear Shareholder,

**NOTICE OF ANNUAL GENERAL MEETING**

Complii FinTech Solutions Ltd (ACN 098 238 585) (the **Company**) (ASX:CF1) is convening its Annual General Meeting on Thursday, 27 November 2025 at 11:00 am (ADST).

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless they have made a valid election to receive documents by hard copy. The Notice of Meeting and Annual Report can be viewed and downloaded from the Company's website at <https://www.complii.com.au/for-shareholders/annual-general-meeting/>.

A copy of your personalised Proxy Form is enclosed for your convenience.

In order to receive shareholder communications by email and make elections as to receipt of documents from the Company in the future, please log on to the registry portal <https://www.registrydirect.com.au/login/> and update your 'Communication Preferences' via the user settings profile page.

Once logged in, you can also lodge your proxy vote online. **The Company strongly encourages Shareholders to lodge a directed proxy vote online or by form in accordance with the instructions on the Proxy Form prior to the meeting.** Your proxy vote must be received by 11:00 am (ADST) on Tuesday, 25 November 2025 and any proxy vote received after that time will not be valid for the meeting.

The Notice of Meeting should be read in its entirety. If you are in doubt as to how you should vote, please seek advice from your professional advisers prior to voting. If you have any questions about the meeting and voting arrangements or have any difficulties obtaining the Notice of Meeting, please email the Company at [investors@complii.com.au](mailto:investors@complii.com.au).

Yours faithfully,

**COMPLII FINTECH SOLUTIONS LTD**

Karen Logan  
Company Secretary

**Complii FinTech Solutions Ltd**

ABN 71 098 238 585  
Level 8, 8 Spring Street, Sydney NSW 2000

[www.complii.com.au](http://www.complii.com.au)  
[investors@complii.com.au](mailto:investors@complii.com.au)  
Telephone: 02 9235 0028

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

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Notice is given that the Meeting will be held at:

**TIME:** 11:00 am (ADST)

**DATE:** Thursday, 27 November 2025

**PLACE:** Level 8, 8 Spring 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](mailto: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 11:00 am (ADST) on Tuesday, 25 November 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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#### 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 2025."*

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

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GREG GAUNT

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, Greg Gaunt, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 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 90,000,000 Performance Rights under that Plan, on the terms and conditions set out in the Explanatory Statement."*

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#### 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 20,000,000 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."*

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**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 12,000,000 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."*

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**6. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVES**

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 7.1 and for all other purposes, approval is given for the Company to issue 12,000,000 Performance Rights to executives of the Company (or their respective nominees) under the Incentive Performance Rights Plan on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

*"That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Dated: 28 October 2025**

**By order of the Board**

**Karen Logan  
Company Secretary**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<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"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) 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"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(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.</li> </ul> </li> </ul>
<b>Resolution 3 –Adoption of Incentive Performance Rights Plan</b>	<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"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>
<b>Resolution 4 - Issue of Performance Rights to Craig Mason</b>	
<b>Resolution 5 – Issue of Performance Rights to Alison Sarich</b>	
<b>Resolution 6 – Issue of Performance Rights to Executives</b>	<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.

<b>Resolution 3 - Adoption of Incentive Performance Rights Plan</b>	A person who is eligible to participate in the Incentive Performance Rights Plan or an associate of that person or those persons.
<b>Resolution 4 – Issue of Performance Rights to Craig Mason</b>	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.
<b>Resolution 5 – Issue of Performance Rights to Alison Sarich</b>	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.

<b>Resolution 6 – Issue of Performance Rights to Executives</b>	A person or an associate of such person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).
<b>Resolution Error!</b> Reference source not found.- <b>Approval of Additional 10% Placement Capacity</b>	A person or an associate of such person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

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**

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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**

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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 11:00 am (ADST) on Tuesday, 25 November 2025. 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 10:30 am (ADST) on the day of the Meeting.

### **Questions**

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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](mailto: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](mailto:investors@complii.com.au).***



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## EXPLANATORY STATEMENT

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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.

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### 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 2025 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](http://www.complii.com.au).

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### 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.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GREG GAUNT**

### **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.

Greg Gaunt, who has served as a Director since 1 March 2019 and was last re-elected on 26 October 2022, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Gaunt is a former Executive Chairman of the law firms Lavan and HHG Legal Group and possesses longstanding experience in the management of law firms where he attained broad business experience across many different sectors. This experience includes acting as the Chairman of Sandalwood Properties Ltd from December 2015 to February 2018, acting as Chairman of the Settlement Agents Supervisory Board WA from July 1996 to June 2002, serving as a Member of the Executive Committee and Strategic Planning Committee of Lawyers Associated Worldwide from July 2010 to June 2016, serving as member of the Advisory Committee of the Roman Catholic Archbishop of Perth from January 1992 to December 2005 and serving as a member of the Finance Committee of the Christian Brothers in Western Australia from July 1987 to June 2000.

Mr Gaunt graduated from the University of Western Australia and currently sits on the Curtin Business School Asia Business Advisory Board and the Advisory Board of the Catholic Development Fund.

Mr Gaunt has not served as a director of any public companies during the last three years.

### **3.3 Independence**

If re-elected the Board considers Mr Gaunt will be an independent Director.

### **3.4 Board recommendation**

The Board has reviewed Mr Gaunt's performance since his appointment to the Board and considers that Mr Gaunt'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 Gaunt and recommends that Shareholders vote in favour of Resolution 2.

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## **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.

The Company received approval to adopt its current Incentive Performance Rights Plan at the annual general meeting held on 28 November 2023. The Company seeks re-approval of the Incentive Performance Rights Plan as it 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 FY26 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.

Over the past three years, the Company has issued 143,252,903 Performance Rights to Directors, other Key Management Personnel and employees of the Company. Of these, 61,773,927 Performance Rights have lapsed/expired, 44,461,912 have been exercised and 37,674,449 remain unexercised as hurdles/milestones have not yet been achieved. As a result, reapproval of the Incentive Performance Rights Plan will refresh the Company's ability to issue Performance Rights under the Incentive

Performance Rights Plan with new future milestones that are similar to those lapsed Performance Rights.

#### **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 (for example, under Resolutions 4 and 5).

#### **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 Incentive 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 104,313,877 Performance Rights under the Incentive Performance Rights Plan since it was approved by Shareholders at the annual general meeting held on 28 November 2023;

- (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 Incentive Performance Rights Plan:
  - (i) including the 44,000,000 Performance Rights proposed to be issued under Resolutions 4, 5 and 6 is 90,000,000 Performance Rights; and
  - (ii) excluding the 44,000,000 Performance Rights proposed to be issued under Resolutions 4, 5 and 6 is 46,000,000 Performance Rights,

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.

As noted in Section 4.1, 61,773,927 Performance Rights issued in the last three years under the Incentive Performance Rights Plan have lapsed. As a result, reapproval of the Incentive Performance Rights Plan will refresh the Company's ability to issue Performance Rights under the Incentive Performance Rights Plan with new future milestones that are similar to those lapsed Performance Rights; and

- (d) a voting exclusion statement in respect of Resolution 3 is set out in page 4 of the Notice.

#### **4.5 Board recommendation**

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

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### **5. BACKGROUND TO RESOLUTIONS 4, 5 AND 6**

#### **5.1 Overview**

Resolutions 4 and 5 seek Shareholder approval for the issue of Performance Rights to Directors. Specifically:

- (a) Resolution 4 seeks approval for the issue of 20,000,000 Performance Rights to Craig Mason, Executive Chairman of the Company (or nominees); and
- (b) Resolution 5 seeks approval for the issue of 12,000,000 Performance Rights to Alison Sarich, Managing Director of the Company (or nominees).

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 Rights. 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 and Alison Sarich (or their respective nominees) under Resolutions 4 and 5 each constitutes giving a financial benefit and each of Craig Mason and Alison Sarich is a related party of the Company 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 and 5**

Resolutions 4 and 5 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 and 5 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

## **5.5 Listing Rule 7.1 - Resolution 6**

Resolution 6 seeks Shareholder approval for the issue of the Performance Rights to executives of the Company under and for the purposes of Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Company has the ability to issue the Performance Rights under Resolution 6 within the exception set out in Listing Rule 7.2, Exception 13 (issue of securities under an employee incentive plan) if the Company obtains approval for the Incentive Performance Rights Plan. However, the Company proposes to obtain the approval of Shareholders so that the issue of these Performance Rights, and will not be included in the 15% limit in Listing Rule 7.1.

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

### **6.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue 20,000,000 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 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 20,000,000 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.

### 6.3 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 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 20,000,000 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:

<b>Performance Rights</b>	<b>Milestone</b>	<b>Number of Performance Rights</b>
Class Y	The Group recording an increase in FY26 Revenue of 115% of FY25 Revenue.	5,000,000
Class Z	The Group recording an increase in FY27 Revenue of 115% of FY26 Revenue.	5,000,000
Class AA	The Group recording growth in FY26 ARR of 120% of FY25 ARR	5,000,000
Class AB	The Group recording growth in FY27 ARR of 120% of FY26 ARR	5,000,000
<b>Total</b>		<b>20,000,000</b>

- (c) the current total remuneration package for Mr Mason is \$390,000 per annum (excluding GST);
- (d) if the Performance Rights are issued and all of the Milestones for those Performance Rights are met over the next two years, the total remuneration package of Mr Mason will increase by \$460,000 (being the value of the Performance Rights);
- (e) Mr Mason has previously been issued 60,500,000 Performance Rights under the Incentive Performance Rights Plan, where the average acquisition price paid by Mr Mason for those Performance Rights is \$nil. The Company notes that:
  - (i) a total of 25,000,000 Performance Rights issued to Mr Mason since 2020 have lapsed; and



- (ii) 17,000,000 Performance Rights issued to Mr Mason remain unexercised as hurdles/milestones have not yet been achieved;
- (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; and
  - (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;
- (h) 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;
- (i) as the Performance Rights have non-market vesting conditions, the Performance Rights are valued based on the Company's share price as at 23 October 2025 of \$0.023, being a total of \$460,000, comprising:
  - (iv) \$115,000 for the Class Y Performance Rights;
  - (v) \$115,000 for the Class Z Performance Rights;
  - (vi) \$115,000 for the Class AA Performance Rights; and
  - (vii) \$115,000 for the Class AB Performance Rights;
- (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;

- (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 3 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (p) a voting exclusion statement in respect of Resolution 4 is set out in page 4 of the Notice.

#### **6.4 Board recommendation**

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

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

#### **7.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue 12,000,000 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 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 12,000,000 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.

#### **7.3 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 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 12,000,000 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:

<b>Performance Rights</b>	<b>Milestone</b>	<b>Number of Performance Rights</b>
Class Y	The Group recording an increase in FY26 Revenue of 115% of FY25 Revenue.	3,000,000
Class Z	The Group recording an increase in FY27 Revenue of 115% of FY26 Revenue.	3,000,000
Class AA	The Group recording growth in FY26 ARR of 120% of FY25 ARR	3,000,000
Class AB	The Group recording growth in FY27 ARR of 120% of FY26 ARR	3,000,000
<b>Total</b>		<b>12,000,000</b>

- (c) the current total remuneration package for Ms Sarich is \$300,000 per annum (excluding superannuation);
- (d) if the Performance Rights are issued and all of the Milestones for those Performance Rights are met over the next two years, the total remuneration package of Ms Sarich will increase by \$276,000 (being the value of the Performance Rights);
- (e) Ms Sarich has previously been issued 25,750,000 Performance Rights under the Incentive Performance Rights Plan, where the average acquisition price paid by Ms Sarich for those Performance Rights is \$nil. The Company notes that:
  - (i) a total of 10,000,000 Performance Rights issued to Ms Sarich since 2020 have lapsed; and
  - (ii) 7,500,000 Performance Rights issued to Ms Sarich remain unexercised as hurdles/milestones have not yet been achieved;
- (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) as the Performance Rights have non-market vesting conditions, the Performance Rights are valued based on the Company's share price as at 23 October 2025 of \$0.023, being a total of \$276,000, comprising:
  - (i) \$69,000 for the Class Y Performance Rights;
  - (ii) \$69,000 for the Class Z Performance Rights;
  - (iii) \$69,000 for the Class AA Performance Rights; and
  - (iv) \$69,000 for the Class AB Performance Rights;
- (i) 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;
- (j) the issue price of the Performance Rights will be \$nil, as such no funds will be raised from the issue of the Performance Rights;
- (k) a summary of the material terms and conditions of the Incentive Performance Rights Plan is set out at Schedule 2;
- (l) no loan is being made to Ms Sarich in connection with the acquisition of the Performance Rights;
- (m) 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;
- (n) 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;  
and

- (o) a voting exclusion statement in respect of Resolution 5 is set out in page 4 of the Notice.

#### **7.4 Board recommendation**

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

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### **8. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVES**

#### **8.1 General**

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of a total of 12,000,000 Performance Rights to certain executives of the Company (or their respective nominees) pursuant to the Incentive Performance Rights Plan and on the terms and conditions set out below.

#### **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. In addition, the issue of the Performance Rights will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, then the Performance Rights will be included in calculating the Company's capacity to issue securities under the Company's Incentive Performance Rights Plan to be approved at this Meeting (pursuant to Resolution 3), or if Resolution 3 is not passed or to the extent that capacity has been utilised, the 15% placement limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Performance Rights.

#### **8.3 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the Performance Rights will be issued to the following executives of the Company (or their respective nominees):

<b>Executive</b>	<b>Class Y</b>	<b>Class Z</b>	<b>Class AA</b>	<b>Class AB</b>	<b>Total</b>
Ian Kessell	750,000	750,000	750,000	750,000	<b>3,000,000</b>
James Green	750,000	750,000	750,000	750,000	<b>3,000,000</b>

<b>Executive</b>	<b>Class Y</b>	<b>Class Z</b>	<b>Class AA</b>	<b>Class AB</b>	<b>Total</b>
Karla Mallon	750,000	750,000	750,000	750,000	<b>3,000,000</b>
Amanda Marks	750,000	750,000	750,000	750,000	<b>3,000,000</b>
<b>Total</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>3,000,000</b>	<b>12,000,000</b>

Each of these persons is a member of the Company's Key Management Personnel as set out in the Company's 2024 annual report released to ASX on 26 August 2024 (but is not a related party or substantial holder of the Company);

- (b) the maximum number of Performance Rights to be issued is 12,000,000. The Performance Rights will be issued on the terms set out at Schedule 1, noting that the Performance Rights have the following vesting criteria:

<b>Performance Rights</b>	<b>Milestone</b>
Class Y	The Group recording an increase in FY26 Revenue of 115% of FY25 Revenue.
Class Z	The Group recording an increase in FY27 Revenue of 115% of FY26 Revenue.
Class AA	The Group recording growth in FY26 ARR of 120% of FY25 ARR.
Class AB	The Group recording growth in FY27 ARR of 120% of FY26 ARR.

- (c) the Performance Rights will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;
- (d) the Performance Rights will be issued at a \$nil issue price as an incentive for services to be provided by the executives;
- (e) the Performance Rights being issued to the executives set out above (or their respective nominees) are not being issued under an agreement; and
- (f) a voting exclusion statement in respect of Resolution 6 is set out in page 4 of the Notice.

#### **8.4 Director recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 6.

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## **9. RESOLUTION 7 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

### **9.1 Background**

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company has a market capitalisation of approximately \$13.58 million as at 23 October 2025 and is an eligible entity for the purposes of Listing Rule 7.1A.

Resolution 7 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 7 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 9.2(b) of this Notice of Annual General Meeting below).

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### **9.2 Regulatory Requirements**

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

#### **(a) Minimum Issue Price**

Any equity securities issued under rule 7.1A.2 must be in an existing quoted class of the eligible entity's equity securities and the issue price of each such security must be no less than 75% of the volume weighted average market price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.

#### **(b) Dilution**

As at the date of this Notice of Annual General Meeting, the Company has 590,685,779 Shares on issue. Accordingly, if Shareholders approve Resolution 7, the Company will have the capacity to issue approximately 59,068,577 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A. The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - (A) the agreement was entered into before the commencement of the relevant period; or
  - (B) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;



- (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with the approval under ASX Listing Rules 7.1 or 7.4;
- (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (vi) less the number of fully paid ordinary securities cancelled in the relevant period.

*Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10 %

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of ordinary securities under ASX Listing Rule 7.4.

If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting. The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of

issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

<b>Number of Shares</b>		<b>\$0.0115 per Share</b>	<b>\$0.0.23 per Share</b>	<b>\$0.026 per Share</b>
<b>590,685,779</b> <i>being Variable A</i>	<b>10% Voting Dilution</b>	59,068,577 Shares	59,068,577 Shares	59,068,577 Shares
	<b>Funds Raised</b>	\$679,288.64	\$1,358,577.27	\$2,717,154.54
<b>886,028,669</b> <i>being a 50% increase in Variable A</i>	<b>10% Voting Dilution</b>	88,602,866 Shares	88,602,866 Shares	88,602,866 Shares
	<b>Funds Raised</b>	\$1,018,932.96	\$2,037,865.92	\$4,075,731.84
<b>1,181,371,558</b> <i>being a 100% increase in Variable A</i>	<b>10% Voting Dilution</b>	118,137,155 Shares	118,137,155 Shares	118,137,155 Shares
	<b>Funds Raised</b>	\$1,358,577.28	\$2,717,154.57	\$5,434,309.13

The table has been prepared on the following assumptions:

- 1 Variable A is 1, 590,685,779 being the number of ordinary securities on issue at the date of this Notice of Meeting.
- 2 The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
- 3 No Options are exercised into Shares before the date of issue of the Equity Securities;
- 4 The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
- 5 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- 6 The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements

- under the Additional 10% Placement Facility, Page 11 based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - 8 The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - 9 The issue price is \$0.023, being the closing price of the Shares on ASX on 23 October 2025.

(c) Issue Period

If Shareholders approve Resolution 7, the Company will have the capacity to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

Approval will cease to be valid in the event that holders of ordinary securities approve a transaction under rule 11.1.2 or rule 11.2. The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(d) Purpose of Issues

The Company may seek to issue the Equity Securities for cash consideration. The Company intends to use the funds raised towards expenses associated with continued business development, design, build and further commercialisation of technology, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rule 7.1A.4.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous issues of Equity Securities under Listing Rule 7.1A

The Company did not obtain Shareholder approval under Listing Rule 7.1A at its 2024 Annual General Meeting held on 20 November 2024.

Accordingly, in the 12 months preceding this Notice of Annual General Meeting, the Company did not issue any Equity Securities under Listing Rule 7.1A.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 7 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not

known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

In accordance with Listing Rule 14.11, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting, on the basis that it is not known who will participate in the issue.

### **9.3 Board Recommendation**

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

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## GLOSSARY

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

**\$** 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.

**ARR** means annual recurring revenue.

**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).

**Directors** means the current directors of the Company.

**EBIT** means earnings before interest and tax.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**FY25** means the financial year ending 30 June 2025.

**FY26** means the financial year ending 30 June 2026.

**FY27** means the financial year ending 30 June 2027.

**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.

**Mintegrity** means Mintegrity Pty Ltd (ACN 670 871 771), a wholly owned subsidiary of the Company.

**Non-Recurring Revenue** means the revenue generated by a business unit of the Group (excluding the Registry Direct business unit) that is disposed of in the financial year or the following financial year as independently verified by the Company's auditors, and as determined by the Board in its discretion.

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

**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.

**RD1 Revenue** means the revenue generated by the Registry Direct business unit as independently verified by the Company's auditors.

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

**Revenue** means revenue of the Group for the relevant financial year excluding RD1 Revenue and Non-Recurring Revenue as independently verified by the Company's auditors.

**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.

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**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:

<b>Performance Rights</b>	<b>Milestone</b>
Class Y	The Group recording an increase in FY26 Revenue of 115% of FY25 Revenue.
Class Z	The Group recording an increase in FY27 Revenue of 115% of FY26 Revenue.
Class AA	The Group recording growth in FY26 ARR of 120% of FY25 ARR
Class AB	The Group recording growth in FY27 ARR of 120% of FY26 ARR
Class AC	Mintegrity FY26 revenue of \$1,200,000
Class AD	Mintegrity FY26 EBIT of \$120,000
Class AE	Mintegrity FY27 revenue of \$1,350,000
Class AF	Mintegrity FY27 EBIT of \$180,000

The calculation of Revenue and ARR for the Class Y, Class Z, Class AA, Class AB, Class AC, Class AD, Class AE and Class AF X 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:

- (i) one-off or extraordinary revenue items;
  - (ii) other income including but not limited to gains, finance income, rebates and grants; and
  - (iii) 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:

<b>Performance Rights</b>	<b>Vesting Deadline</b>
Class Y	30 September 2026
Class Z	30 September 2027
Class AA	30 September 2026



<b>Performance Rights</b>	<b>Vesting Deadline</b>
Class AB	30 September 2027
Class AC	30 September 2026
Class AD	30 September 2026
Class AE	30 September 2027
Class AF	30 September 2027

(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:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) 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
- (iii) 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:
  - (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and;
  - (ii) having received acceptances for not less than 50% of the Company's Shares on issue; and
  - (iii) having been declared unconditional by the bidder; or

- (iv) 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:
  - (i) 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
  - (ii) 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:
- (i) **ARR** means annual recurring revenue;
  - (ii) **Company** means Complii FinTech Solutions Ltd (ACN 098 238 585);
  - (iii) **Corporations Act** means the *Corporations Act 2001* (Cth);
  - (iv) **EBIT** means earnings before interest and tax;
  - (v) **Expiry Date** has the meaning given in paragraph (f);
  - (vi) **FY25** means the financial year ending 30 June 2025;
  - (vii) **FY26** means the financial year ending 30 June 2026;
  - (viii) **FY27** means the financial year ending 30 June 2027;
  - (ix) **General Prohibition** has the meaning given in paragraph (p);
  - (x) **Group** means the Company and its Subsidiaries;
  - (xi) **Mintegrity** means Mintegrity Pty Ltd (ACN 670 871 771), a wholly owned subsidiary of the Company;
  - (xii) **Non-Recurring Revenue** means the revenue generated by a business unit of the Group (excluding the Registry Direct business unit) that is disposed of in the financial year or the following financial year as independently verified by the Company's auditors, and as determined by the Board in its discretion;
  - (xiii) **Performance Right** means a performance right issued in accordance with these terms;
  - (xiv) **RD1 Revenue** means the revenue generated by the Registry Direct business unit as independently verified by the Company's auditors;
  - (xv) **Revenue** means revenue of the Group for the relevant financial year excluding RD1 Revenue and Non-Recurring Revenue as independently verified by the Company's auditors;
  - (xvi) **Shares** means fully paid ordinary shares in the capital of the Company;
  - (xvii) **Subsidiaries** has the meaning given in the Corporations Act; and
  - (xviii) **Vesting Deadline** has the meaning given in paragraph (b).
- (v) **Plan:** The terms of the Performance Rights are supplemented by the terms of the Incentive Performance Rights Plan (summarised in Schedule 2).

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## 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.



28 October 2025

INVESTOR NAME(S) <DESIGNATION>  
C/O EXAMPLE LTD  
PO BOX 0000  
MELBOURNE VIC 3000

**SAVE TIME & VOTE ONLINE:**

Go to the address below or scan the QR code.

 [registrydirect.com.au/investor](https://registrydirect.com.au/investor)



HIN/SRN: <SRN/HIN>

## PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the Annual General Meeting of Complii Fintech Solutions Ltd (ABN 71 098 238 585) (the Company) to be held at 11:00 a.m. AEDT on Thursday, 27 November 2025 at Level 8, 8 Spring Street, Sydney, NSW, 2000 and at any adjournment or postponement of the meeting. This form must be completed and returned by 11:00 a.m. AEDT on Tuesday, 25 November 2025.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

### Step 1 - Appoint your Proxy

I/We are or represent a member/s of Complii Fintech Solutions Ltd and entitled to attend and vote hereby appoint:

☐

the Chair of  
the Meeting (mark  
box with 'X')

**OR**

Write here the name of the person (or body corporate)  
you are appointing if this person is someone other than  
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the Annual General Meeting of Complii Fintech Solutions Ltd to be held at 11:00 a.m. AEDT on Thursday, 27 November 2025 at Level 8, 8 Spring Street, Sydney, NSW, 2000 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

**OR**

☐

\_\_\_\_\_ securities

**Important for Resolutions 1, 3, 5 and 6:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention on this Proxy Form, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 5 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

**The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.**

## Step 2 - Direct how your votes are to be cast

### Resolution 1

ADOPTION OF REMUNERATION REPORT

Resolution type: **Non binding**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

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

### Resolution 2

RE-ELECTION OF DIRECTOR – GREG GAUNT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

### Resolution 3

ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

### Resolution 4

ISSUE OF PERFORMANCE RIGHTS TO CRAIG MASON

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

### Resolution 5

ISSUE OF PERFORMANCE RIGHTS TO ALISON SARICH

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

### Resolution 6

ISSUE OF PERFORMANCE RIGHTS TO EXECUTIVES

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

## Resolution 7

APPROVAL OF 10% PLACEMENT CAPACITY

Resolution type: **Special**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

## Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

## SIGNING INSTRUCTIONS FOR THE PROXY FORM

### Individual:

Where the holder is an individual, the security holder must sign.

### Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

### Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

### Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

## RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at **[www.registrydirect.com.au/investor](http://www.registrydirect.com.au/investor)**.

You can return the Proxy Form by:



**EMAIL:**

registry@registrydirect.com.au



**POST:**

PO Box 572  
Sandringham VIC 3191



**FAX:**

+61 3 9111 5652