

Convertible Note Raising

Complii FinTech Solutions Limited (**Complii** or the **Company**) (CF1.ASX) is pleased to announce that it has secured binding and irrevocable commitments for a \$2 million convertible note raising.

Executive Chairman, Craig Mason and Managing Director, Alison Sarich have agreed to subscribe for \$0.5 million of convertible notes. The issue of convertible notes to the Chairman and Managing Director is subject to obtaining shareholder approval. A general meeting is expected to be held in late May / early June 2026.

The convertible note raising is being made to new and existing shareholders and comprises the issue of 80,000,000 unsecured convertible notes with a conversion price of \$0.025 per note for gross proceeds of \$2 million. Key terms of the convertible notes are set out in Appendix A.

A total of 60,000,000 convertible notes to unrelated parties are expected to be issued pursuant to Complii's placement capacity under ASX Listing Rule 7.1 and are expected to be settled on Tuesday, 10 March 2026.

Use of Funds

Funds will be used as working capital and once off staff reduction related expenses (for resource efficiency savings), relating to the following projects:

Complii

- Complete enhancements of the capital raising system for Tier 1 clients.
- Complete the rebuild of the new Complii CRM
- Convert all customers onto the new platform
- Complete Complii AI initiatives across the system

ThinkCaddie

- Complete HR enhancement module (combines CPD and HR in one system and removes the need for firms to have multiple systems in place for HR and CPD)
- In-source development to the group achieving net annual savings
- Complete development for MIntegrity on Thinkcaddie, for combined Tranche 2 offering
- System upgrade to facilitate industry partnership or Joint Venture growth partner

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MIntegrity

- Grow team to expand further knowledge base to adjacent sectors to increase revenue growth
- Expansion to Western Australia to grow market share
- Complete combined project with ThinkCaddie on Tranche 2 offering
- Complete combined project with Complii on joint offering (Complii System/Complii Lite with compliance consulting built in) –subscription revenue across AML and Complii
- Expand service offering to Australian Credit licensees, insurers and superfunds, building on existing funds management compliance

Primary Markets

- Push sales initiatives collectively to expand our network of trading hubs
- Expand trading hubs into digital assets
- Change Business unit management as well as roles and responsibilities

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

- ENDS -

For more information please contact:



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Managing Director

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Appendix A – Convertible Note Terms

Face Value	Each Convertible Note has a face value of A\$1.00 (" Face Value ")
Interest Rate	The Convertible Notes will bear interest of 12% per annum payable in arrears annually.
Draw Down	Scheduled draw down commencing on 10 March 2026
Conversion Price	A\$0.025
Conversion	The subscriber may convert all or some of their Convertible Notes into fully paid ordinary shares (" Conversion Shares "). The Company must issue the Conversion Shares to the Subscriber within 5 trading days. The number of Conversion Shares will be determined by dividing the aggregate amount of the Face Value for the Convertible Notes being converted by the Conversion Price.
Maturity Date	24 months following the issue of the Convertible Notes
Maturity and Redemption	On or after the Maturity Date, the subscriber may either: <ul style="list-style-type: none"> a. convert some or all of the Convertible Notes; or b. redeem all outstanding Convertible Notes by irrevocable notice in writing to the Company ("Redemption"). <p>On Redemption, the Company must repay the Face Value of the outstanding Convertible Notes plus accumulated interest held by the subscriber in immediately available funds within 60 business days.</p>