

NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTS

Complii Fintech Solutions Ltd (CF1.ASX) (**Complii** or the **Company**) advises that the following documents in relation to the Company's Annual General Meeting, to be held at 11.00am (AEDT) on 25 November 2026, have today been dispatched to Shareholders in accordance with their communication preference:

- Letter to Shareholders
- Notice of Annual General Meeting
- Proxy Form

Complii reminds Shareholders of their right to elect how to receive documents. Shareholders can update their communication preference by contacting Complii's share registry, Registry Direct.

This announcement is authorised for release to the ASX by the Board of Complii Fintech Solutions Limited.

- ENDS -

For more information please contact:



Craig Mason
Executive Chairman

0437 444 881
investors@complii.com.au



Alison Sarich
Managing Director

(02) 9235 0028
investors@complii.com.au

Complii FinTech Solutions Ltd

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

www.complii.com.au
investors@complii.com.au
Telephone: 02 9235 0028

Dear Shareholder,

NOTICE OF ANNUAL GENERAL MEETING

Complii Fintech Solutions Ltd (CF1.ASX) (**Complii** or the **Company**) advises that its 2026 Annual General Meeting (**AGM**) will be held at 11:00AM (AEDT) on Wednesday, 25 November 2026 at Level 8, 8 Spring Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive physical copies.

If you are receiving this letter, you have elected not to receive a physical copy of the Notice. The Notice can be accessed via the Company's website at: <https://complii.com.au/for-shareholders/annual-general-meetings/> or by logging in to your holding via the Company's share registry, Registry Direct: <https://www.registrydirect.com.au/investor>.

The Company reminds Shareholders of their right to elect how they receive documents and recommends that Shareholders elect to receive communications via email. If you wish to change your communication preference you can do so by contacting the share registry.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

To vote in person, attend the AGM on the date and at the place set out above.

To submit your vote by proxy, either:

- vote online by logging into your holding via the Company's share registry, Registry Direct: <https://www.registrydirect.com.au/investor> and follow the prompts; or
- completing the enclosed proxy form in accordance with the instructions on the proxy form.

Your proxy instruction must be received not later than 48 hours before the commencement of the meeting.

For further information on the online proxy lodgement process, or if you require a hard copy proxy form, please contact the Company's Share Registry, Registry Direct at registry@registrydirect.com.au.

Yours Faithfully,

Lee Tamplin
Company Secretary

Complii FinTech Solutions Ltd

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

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Telephone: 02 9235 0028



Complii Fintech Solutions Ltd

ACN 098 238 585

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting:	Wednesday, 25 November 2026
Time of Meeting:	11.00am AEDT
Place of Meeting:	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.

If you are unable to attend the Meeting, please submit your vote by proxy in accordance with the instructions set out in the Notice of Meeting and on the enclosed proxy form.

Attendance and Voting Information

The business of the Annual General Meeting to which this Notice of Meeting relates, affects your shareholding and your vote is important. The Notice of Meeting and Explanatory Statement should be read in their entirety prior to voting. **If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

If you are unable to attend the Meeting, please submit your vote by proxy in accordance with the instructions set out below and on the enclosed proxy form.

Shareholders attending the Meeting will be able to ask questions on the agenda items and of a general nature. Shareholders are also invited to submit questions in advance of the Meeting and can do so by sending them to the company secretary at lee.tamplin@complycorporate.com.au.

To attend the meeting and vote in person:

Attend the Meeting at 11.00am (AEDT) on 25 November 2026 at Level 8, 8 Spring Street, Sydney NSW 2000.

To vote by proxy:

Use one of the following methods. Further information in respect of appointing a proxy can be found in the enclosed proxy form:

Online	Lodge the Proxy Form online by logging into your account at www.registrydirect.com.au/investor
By email	Return your proxy form to: registry@registrydirect.com.au
By post	Return your proxy form to: PO Box 572, Sandringham VIC 3191
By fax	Return your proxy form to: +61 3 9111 5652

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney:

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives:

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Enquiries

If shareholders have any queries in respect of the matters set out in these documents they can contact the Company's company secretary, Lee Tamplin at lee.tamplin@complycorporate.com.au or +61 (0) 450 394 931.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders Complii Fintech Solutions Ltd ACN 098 238 585 will be held at 10.00am (AEDT) on 25 November 2026 at Level 8, 8 Spring Street, Sydney NSW 2000 and as a virtual meeting.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 23 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

1. Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **Non-Binding Resolution**:

"That, for the purpose 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 2026."

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

3. Resolution 2 – Re-election of Nick Prosser as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Nick Prosser, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

4. Resolution 3 – Election of Michael Walker as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, Michael Walker, having nominated and consented to act, in accordance with the Company’s Constitution be elected as a Director of the Company, effective immediately.”

5. Resolution 4 – Approval of Issue of Performance Rights to Craig Mason (or his nominee), a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 20,000,000 Performance Rights under the Company’s Incentive Performance Rights Plan to Craig Mason (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

6. Resolution 5 – Approval of Issue of Performance Rights to Alison Sarich (or her nominee), a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 12,000,000 Performance Rights under the Company’s Incentive Performance Rights Plan to Alison Sarich (or her nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement in relation to Resolutions 4 and 5: The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- (a) Craig Mason (or his nominee), Alison Sarich (or her nominee) and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company’s Incentive Performance Rights Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of these Resolutions by:

- (i) a person as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with directions given to the proxy or attorney to vote on these Resolutions in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on these Resolutions, in accordance with a direction given to the Chair to vote on these Resolutions as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel, or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if these Resolutions is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement in relation to Resolution 6: The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a 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 Company); or
- (b) an Associate of that person or those persons.

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

- (i) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 these Resolutions; and
 - the holder votes on these Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 – Renewal of Partial Takeover Plebiscites

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of Section 648G of the Corporations Act, the Partial Takeover Plebiscites in clause 36 of the Company's Constitution, be renewed for a period of three years, effective immediately."

BY ORDER OF THE BOARD



Lee Tamplin
Company Secretary

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from a professional adviser prior to voting.

Full details of the business to be considered at the Annual General Meeting are set out below.

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at <https://complii.com.au/>

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 18 November 2026.

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://complii.com.au/for-shareholders/annual-reports/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Resolution 2 – Re-election of Nick Prosser as Director

Background

Clause 14.2 of the Company's Constitution states that no Director, except a Managing Director, shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. ASX Listing Rule 14.4 also requires that a Director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Nick Prosser was last re-elected as Director at the 2023 AGM. Accordingly, as this AGM will be the third AGM since he was last re-elected, Nick is seeking re-election as Director of the Company.

Nick is an experienced fintech specialist with over 20 years' experience in the internet, communications and telecommunications industry. He has a Diploma in Security (Risk Management) from the Canberra Institute of Technology and is a member of the Australian Institute of Company Directors.

Nick is currently the Non-Executive Chairman of Advance Health Intelligence (ASX: AHI).

Resolution 3 – Election of Michael Walker as Director

Background

Clause 14.3 of the Company's Constitution states that the Company may elect a person as a Director by resolution passed in a general meeting and that no person shall be eligible for election to the office of Director at any general meeting unless the person or some Shareholder intending to propose his or her nomination has, at least 30 calendar days before the meeting, left at the Registered Office a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person.

In accordance with the above, Michael Walker, a substantial shareholder of the Company through Mason Stevens Pty Ltd, has nominated himself and consented to act as a Director of the Company. Resolution 2 is therefore put for Shareholders to consider the election of Michael Walker as a Director of the Company effective immediately.

Michael is an entrepreneur and financial services professional with over 20 years' experience across wealth management, investment management, corporate advisory, and regulatory compliance. He has held senior leadership and board roles within financial services businesses, with a focus on capital markets, governance, compliance, and business growth. Mr Walker has founded and led financial services businesses providing wealth management, financial planning, and investment management services. He acts as a Responsible Manager under an Australian Financial Services Licence and has extensive experience in structuring transactions, managing regulated businesses, and overseeing compliance frameworks and governance processes.

Resolutions 4 and 5 – Approval of Issues of Performance Rights to the Executive Directors (or their nominees) of the Company

Background

The Company is seeking to invite the Company's Executive Directors, Craig Mason and Alison Sarich (together the **Executive Directors**), subject to Shareholder approval that is sought under Resolutions 4 and 5, to participate in the Company's Incentive Performance Rights Plan by subscribing for the following securities (together the **ED Securities**):

- (a) 20,000,000 Performance Rights to Craig Mason (Resolution 4)
- (b) 12,000,000 Performance Rights to Alison Sarich (Resolution 5)

A summary of the material terms of the ED Securities is included in the "Information Required by ASX Listing Rule 10.15" section below.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As the Executive Directors are Directors of the Company, the proposed issue of the ED Securities constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 4 and 5 seek the required Shareholder approval to issue the ED Securities to the Executive Directors under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If Resolutions 4 and 5 are passed, the Company will be able to proceed with the proposed issue of the ED Securities as outlined in the Resolutions.

If any of Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the proposed issue of the ED Securities to the Executive Director the subject of the failed Resolution, which may result in the Company considering less cash-less effective means of incentives.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the ED Securities constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Greg Gaunt and Nick Prosser) (**Non-Conflicted Directors**) carefully considered the issue of the ED Securities to the Executive Directors, and formed the view that the giving of this financial benefit as part of the Executive Directors’ remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the ED Securities, and the responsibilities held by the Executive Directors in the Company.

Accordingly, the Non-Conflicted Directors of the Company believe that the issue of these ED Securities to the Executive Directors fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the ED Securities to the Executive Directors requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of the ED Securities to the Executive Directors is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottees are Craig Mason and Alison Sarich (or their nominee).
- (b) The Executive Directors are Directors of the Company and therefore fall under category 10.14.1 of the ASX Listing Rules.
- (c) The maximum number of ED Securities that may be acquired by the Executive Directors is as follows:
 - a. 20,000,000 performance rights by Craig Mason (Resolution 4)
 - b. 12,000,000 performance rights by Alison Sarich (Resolution 5)

This represents the maximum number of ED Securities that may be vested subject to the performance conditions set out in section (f) below.

- (d) The current total annual remuneration package received by the Executive Directors is as follows:

Executive Director	Salary and Fees (Excluding Super) per annum	Potential Long- Term Incentive value *
Craig Mason	\$390,000	\$500,000
Alison Sarich	\$300,000	\$300,000

* Valuations of the ED Securities are provided in section (f) below.

(e) Since the Incentive Performance Rights Plan was adopted, the Company has issued the following Performance Rights to the Executive Directors under the Incentive Performance Rights Plan for nil consideration. All Performance Rights issued were approved by Shareholders:

a. Craig Mason:

- i. 80,500,000 Performance Rights issued
- ii. 47,000,000 Performance Rights lapsed due to not meeting the vesting conditions
- iii. 18,500,000 Performance Rights vested and have been exercised
- iv. 15,000,000 Performance Rights remain held and subject to vesting conditions

b. Alison Sarich:

- i. 37,750,000 Performance Rights issued
- ii. 21,000,000 Performance Rights lapsed due to not meeting the vesting conditions
- iii. 8,250,000 Performance Rights vested and have been exercised
- iv. 8,500,000 Performance Rights remain held and subject to vesting conditions

(f) The material terms of the ED Securities are as follows:

	Long-Term Incentive
Type of Security	Performance Rights
Description	Each vested Performance Right entitles the holder to subscribe for one Share upon exercise.
Grant Date	Will be the date the Performance Rights are issued
Exercise Price	Nil
Expiry Date	5 years from the Grant Date
Vesting Conditions	The Performance Rights are issued in five equal tranches with each tranche the subject of a performance hurdle as set out below: 1. Tranche 1 – The Group achieving an increase in FY28 revenue of 115% of FY27 revenue. 2. Tranche 2 – The Group achieving an increase in FY29 revenue of 115% of FY28 revenue. 3. Tranche 3 – The Group achieving annual recurring revenue (ARR) growth in FY28 of 115% of FY27 ARR. 4. Tranche 4 – The Group achieving ARR growth in FY29 of 115% of FY28 ARR. The performance hurdles will be measured using the Group's audited financial statements for the relevant financial year 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. If a performance hurdle is met, the Performance Rights the subject of that performance hurdle will vest. If a performance hurdle is not met, the Performance Rights the subject of that performance hurdle will automatically lapse. If the holder of the Performance Rights ceases to be employed by the Group and unvested Performance Rights will automatically lapse. Vested Performance Rights will be available to exercise at the Executive Directors discretion until the Expiry Date.
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Further, the ED Securities:

- (i) Subject to the ASX Listing Rules, are only transferable in Special Circumstances, as defined in the Incentive Performance Rights Plan, (and, consequently, will not be quoted on ASX or any other exchange);
- (ii) Do not confer any right to vote, except as otherwise required by law;
- (iii) Do not confer any entitlement to a dividend, whether fixed at the discretion of the directors;
- (iv) Do not confer any right to a return of capital, whether in winding up, upon a reduction of capital or otherwise;
- (v) Do not confer any right to participate in the surplus profit or assets of the entity upon winding up; and
- (vi) Do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues,
- (vii) In the event there is a reorganisation of the Company's issued capital, will be changed in a manner consistent with the Listing Rules and Corporations Act at the time of the reorganisation.
- (viii) In the event there is a Change of Control of the Company (as defined in the Incentive Performance Rights Plan), Vesting Conditions will be deemed to be automatically waived.

unless and until the applicable vesting conditions have been achieved and the ED Securities have been converted into fully paid ordinary shares.

The Company has chosen these types of security to provide variable remuneration that is performance focussed and linked to value creation for the Company's Shareholders.

The value of the ED Securities has been calculated using the Company's share price as at 8 October 2026 and is as follows:

Executive Director	Potential Long-Term Incentive*
Craig Mason	\$500,000
Alison Sarrich	\$300,000

* This valuation is indicative only based on achievement of 100% of the vesting conditions set out above over the respective measurement periods. The actual value of the ED Incentive Securities will be dependent upon the underlying share price at the time of grant and the number of ED Incentive Securities that vest when assessed against the vesting conditions.

- (g) The ED Securities will be issued as soon as practicable after the date of this Meeting and in any event no later than three years after the date of this Meeting, if approved by Shareholders of the Company.

- (h) The ED Securities are being issued for nil cash consideration pursuant to the terms of the Incentive Plan.
- (i) The material terms of the Incentive Performance Rights Plan are set out in Annexure A of this Notice of Meeting.
- (j) There is no loan associated with the issue of the ED Securities.
- (k) Details of any securities issued under the Incentive Performance Rights Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Performance Rights Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- (l) A voting exclusion statement in respect of Resolutions 4 and 5 is set out on page 4 of the Notice of Meeting.

Directors' Recommendation

Given the Directors are excluded from voting on these Resolutions, the Board is not making a recommendation for these Resolutions.

Chair's Intention

The Chair intends to vote any undirected proxies in favour of these Resolutions where expressly permitted to do so.

Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

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 less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$140 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The number of Shares to be issued

The exact number of equity securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

(A x D) – E

Where:

A is the number of Shares on issue at commencement of the Relevant Period:

- (a) **plus** the number of Shares issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) **plus** the number of Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (ii) 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 Rule 7.1 or 7.4;
- (c) **plus** the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the Relevant Period; or
 - (ii) the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (d) **plus** the number of any other Shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or 7.4;
- (e) **plus** the number of partly paid shares that became Shares in the Relevant Period; and
- (f) **less** the number of Shares cancelled in the Relevant Period.

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 holders of Shares under ASX Listing Rule 7.4.

Relevant Period means the 12 month period immediately preceding the date of the issue or agreement.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid – Listing Rule 7.3A.1

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve 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).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A – Listing Rule 7.3A.2

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date

on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used – Listing Rule 7.3A.4

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue. As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds raised could be used for the following purposes:

- (a) Continued business development,
- (b) The design, build and further commercialisation of technology,
- (c) The acquisition of new assets and investments and
- (d) General working capital.

Risk of economic and voting dilution to existing ordinary Securityholders – Listing Rule 7.3A.4

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (that is not less than the limit described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% placement capacity, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table. The table shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2 (and set out above):

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.013 50% decrease in issue price	\$0.025 issue price (b)	\$0.050 100% increase in issue price
"A" is the number of shares on issue (a), being 613,200,177 Shares	10% voting dilution (c)	61,320,017	61,320,017	61,320,017
	Funds raised	\$766,500	\$1,533,000	\$3,066,001
"A" is a 50% increase in shares on issue, being 919,800,266 Shares	10% voting dilution (c)	91,980,026	91,980,026	91,980,026
	Funds raised	\$1,149,750	\$2,299,501	\$4,599,001
"A" is a 100% increase in shares on issue, being 1,226,400,354 Shares	10% voting dilution (c)	122,640,035	122,640,035	122,640,035

	Funds raised	\$1,533,000	\$3,066,001	\$6,132,002
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Notes:

- (a) Based on the total number of fully paid ordinary Shares on issue as at 8 October 2026.
- (b) Based on the closing price of the Company's Shares on ASX as at 8 October 2026.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A – Listing Rule 7.3A.5

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

As of the date of this Notice, however, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when any determination to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Whilst the Company sought (and was granted) Shareholder approval under Listing Rule 7.1A at the 2025 AGM, no securities were issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months preceding this Meeting.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 7 – Renewal of Partial Takeover Plebiscites

Background

The Company's Constitution contains Partial Takeover Plebiscites in Clause 36. The Partial Takeover Plebiscites provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders.

Section 648G(1) of the Corporations Act provides that a company's Partial Takeover Plebiscites will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). Clause 36 of the Company's Constitution was last renewed following shareholder approval at the 2023 AGM held on 28 November 2023 and are therefore due to expire on 28 November 2026.

Accordingly, the Company seeks the Shareholder approval of this Resolution for the renewal of the Partial Takeover Plebiscites, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of clause 36 of the Company's current Constitution.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional Takeover Bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Partial Takeover Plebiscites are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Partial Takeover Plebiscites.

In more detail, the effect of the Partial Takeover Plebiscites is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and

- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Partial Takeover Plebiscites do not apply to full takeover bids. If the Partial Takeover Plebiscites are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Partial Takeover Plebiscites, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and Disadvantages

During the period in which the Partial Takeover Plebiscites have been in effect the Directors do not consider that they had any advantages or disadvantages for them.

The advantages and disadvantages for the Company's Shareholders during the period were the same as the potential advantages and disadvantages set out below.

Potential advantages and disadvantages

Renewal of the Partial Takeover Plebiscites in the Company's Constitution will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Partial Takeover Plebiscites have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Partial Takeover Plebiscites for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Partial Takeover Plebiscites for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;

- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Partial Takeover Plebiscites impose an unreasonable restriction on their ability to freely deal with their Shares

As section 648G(4) of the Corporations Act provides that the renewal of the Partial Takeover Plebiscites is undertaken in the same manner as that in which the Company could alter its Constitution, if this Resolution is passed, the Company considers that its Constitution will have been modified in accordance with section 136(2) of the Corporations Act notwithstanding there will be no actual amendments to the Constitution.

A copy of the Constitution is available for review by Shareholders at the Company's registered office during normal business hours and a copy will be tabled at the Meeting.

This Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote in favour of this Resolution.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with ASX on 26 August 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 39 Martin Place, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 26 August 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Complii Fintech Solutions Ltd ACN 098 238 585.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 26 October 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Partial Takeover Plebiscites means the provisions provided by clause 36 of the Constitution.

Performance Right means a performance right which, subject to its terms, could be exercised into a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

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

Shareholder means a holder of a Share.

Share Registry means Registry Direct.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days if a Spill Resolution is put to a meeting and passed.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Annexure A – Material Terms 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.

IMPORTANT:

To be valid, this proxy form must be received by
11:00 a.m. AEDT on Monday, 23 November 2026.

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

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 Wednesday, 25 November 2026 at Level 8, 8 Spring Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

HOW TO DIRECT YOUR PROXY TO VOTE

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box in respect of an item, your proxy may vote as they choose on that item. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number or percentage of shares you wish your proxy to vote in the For, Against or Abstain box or boxes. The sum of the votes to be cast by your proxy on an item of business must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the number or percentage of shares you wish each proxy to vote, otherwise each proxy may vote half of the shares. Fractions of votes will be disregarded. When appointing a second proxy write both names and the number or percentage of shares for each in Step 1 overleaf.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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.

LODGE YOUR PROXY FORM

 ONLINE (PREFERRED):

Save time and vote online by scanning the QR code or going to the address below.



registrydirect.com.au/investor

 EMAIL:

registry@registrydirect.com.au

 POST:

PO Box 572
Sandringham VIC 3191

 FAX:

+61 3 9111 5652

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
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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 Wednesday, 25 November 2026 at Level 8, 8 Spring Street, Sydney NSW 2000 and at any adjournment or postponement of the meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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	For	Against	Abstain
1 Adoption of Remuneration Report Board recommendation: Not provided Chair's voting intention: For Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.	☐	☐	☐
2 Re-election of Nick Prosser as Director Board recommendation: Not provided Chair's voting intention: For	☐	☐	☐
3 Election of Michael Walker as Director Board recommendation: Not provided Chair's voting intention: For	☐	☐	☐
4 Approval of Issue of Performance Rights to Craig Mason (or his nominee), a Director of the Company Board recommendation: Not provided Chair's voting intention: For	☐	☐	☐
5 Approval of Issue of Performance Rights to Alison Sarich (or her nominee), a Director of the Company Board recommendation: Not provided Chair's voting intention: For	☐	☐	☐
6 ASX Listing Rule 7.1A Approval of Future Issue of Securities Board recommendation: For Chair's voting intention: For	☐	☐	☐
7 Renewal of Partial Takeover Plebiscites Board recommendation: For Chair's voting intention: For	☐	☐	☐

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 address. By providing an email address you agree to receive future communications electronically.