

PrimaryMarkets Takeover Offer – Notice that defeating conditions freed

Complii FinTech Solutions Ltd (CF1.ASX) (**Complii**) is pleased to announce that it has declared its off-market takeover bid to acquire 100% of the fully paid ordinary shares on issue in PrimaryMarkets Limited (**PrimaryMarkets**) free from all defeating conditions set out in section 11.8 of the bidder's statement dated 22 September 2021 (**Takeover Offer**).

As at the date of this announcement, Complii has a relevant interest in 100% of PrimaryMarkets shares.

Notices in accordance with section 650F and section 630(3) of the *Corporations Act 2001* (Cth) were provided to PrimaryMarkets today and are attached to this announcement.

The Offer period will end at 5.00pm on 2 November 2021, and it is proposed that the Takeover Offer will complete on 3 November 2021.

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

- ENDS -

For more information please contact:



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Executive Chairman

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Alison Sarich
Managing Director

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DECLARING THE OFFERS FREE OF CERTAIN CONDITIONS

(CORPORATIONS ACT 2001 (CTH) SECTION 650F)

OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD

- To:
1. PrimaryMarkets Limited (ACN 136 368 244) (**PrimaryMarkets**).
 2. Australian Securities & Investments Commission (**ASIC**).
 3. ASX Limited (ACN 008 624 691) (**ASX**).

This is a notice issued by Complii FinTech Solutions Ltd (ACN 098 238 585) (**Complii**) in relation to the offers dated 29 September 2021 made under its off-market takeover bid to acquire all of the ordinary shares (**Offer**) in PrimaryMarkets pursuant to its bidder's statement dated 22 September 2021 (**Bidder's Statement**).

Words defined in the Bidder's Statement have the same meaning in this notice unless the context requires otherwise.

OFFER FREE FROM CERTAIN CONDITIONS

For the purposes of section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**), Complii gives notice that:

- (a) as at the date of this notice, the conditions set out in sections 11.8(a) (Minimum Acceptance), section 11.8(l) (Mutually acceptable employment and incentive agreements) and section 11.8(n) (Voluntary escrow) of the Bidder's Statement have been fulfilled;
- (b) Complii has waived all other conditions to the Offer (and each contract resulting from the acceptance of the Offer) set out in section 11.8 of the Bidder's Statement; and
- (c) as at the date of this notice, Complii's voting power in PrimaryMarkets is 100%, comprising 62,358,751 shares out of a total 62,358,751 PrimaryMarkets shares currently on issue.

Dated: 26 October 2021



Craig Mason
Signed for and on behalf of
COMPLII FINTECH SOLUTIONS LTD

NOTICE OF STATUS OF CONDITIONS
(CORPORATIONS ACT 2001 (CTH) SECTION 630(3))
OFF-MARKET TAKEOVER OFFER BY COMPLII FINTECH SOLUTIONS LTD

- To:
1. PrimaryMarkets Limited (ACN 136 368 244) (**PrimaryMarkets**).
 2. Australian Securities & Investments Commission (**ASIC**).
 3. ASX Limited (ACN 008 624 691)

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Words defined in the Bidder's Statement have the same meaning in this notice, unless the context requires otherwise.

STATUS OF CONDITIONS

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Complii gives notice that:

- (a) as at the date of this notice, the conditions set out in sections 11.8(a) (Minimum Acceptance), section 11.8(l) (Mutually acceptable employment and incentive agreements) and section 11.8(n) (Voluntary escrow) of the Bidder's Statement have been fulfilled. All other conditions to the Offer have not been fulfilled, although, as noted at paragraph (b) below, Complii has waived all outstanding conditions to the Offer;
- (b) Complii has waived all other conditions to the Offer (and each contract resulting from the acceptance for the Offer) set out in section 11.8 of the Bidder's Statement by the notice given under section 650F of the Corporations Act dated 26 October 2021; and
- (c) as at the date of this notice, Complii's voting power in PrimaryMarkets is 100%, comprising 62,358,751 shares out of a total 62,358,751 PrimaryMarkets shares currently on issue.

Dated: 26 October 2021



Craig Mason
Signed for and on behalf of
COMPLII FINTECH SOLUTIONS LTD