

## NOTICE OF ANNUAL GENERAL MEETING

### INVENTIS LIMITED (ABN 40 084 068 673)

NOTICE is hereby given that the Annual General Meeting of Inventis Limited ("**The Company**") will be held at the Board Room on Level 2, Suite 12, 1 Box Road, Caringbah NSW 2229 at 10:00 am (AEDT) on Wednesday, 28 November 2012.

#### **Ordinary Business:**

##### **Item 1 Financial and Other Reports:**

To receive the statement of comprehensive income, statement of changes in equity, statement of financial position and statement of cash flows along with the Notes to the financial statements, directors' report and auditor's report for the year ended 30 June 2012.

##### **Item 2 Dividend:**

To receive the recommendation of the directors that no dividend be declared for the financial year ended 30 June 2012.

##### **Item 3 Board Limit Resolution:**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That the Proposal of the Board to set the Board Limit to three directors be approved."*

##### **Item 4 Re-election of a Director:**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That **Mr Charles Wright**, a director retiring by rotation, being eligible, offers himself for re-election, is re-elected."*

##### **Item 5 Remuneration Report:**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*"That the Remuneration Report for the Company, which forms part of the Directors' Report for the financial year ended 30 June 2012 be adopted."*

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

#### **Special Business:**

##### **Item 6 Holding a Special Meeting of Members (Contingent Item):**

If the condition described below is satisfied, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, as required by the Corporations Act, 2001 (Cth):*

*(a) A meeting of the Company's members be held within 90 days of the date of the 2012 Annual General Meeting ("**the spill meeting**");*

*(b) All of the Company's directors who:*

- (i) Were directors of the Company when the resolution to approve the Directors' Report for the year ended 30 June 2012 was passed; and*
- (ii) Are not a person appointed to perform the duties of managing director of the Company who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office,*

*Cease to hold office immediately before the end of the spill meeting; and*

*(c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting."*

**Condition for Item 6:** Item 6 will be considered at the Annual General Meeting only if at least 25% of the votes cast on Item 5 (Remuneration Report) are against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Item 6 will be put to the meeting.

### ***Voting Exclusion Statement for Items 5 and 6:***

Except to the extent otherwise permitted by law, the following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in Item 5 and Item 6:

1. A member of the key management personnel for the Inventis consolidated group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), unless:
  - a. That person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5 and Resolution 6; and
  - b. The vote is not cast on behalf of a member of the key management personnel for the Inventis consolidated group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member);
2. A member of the key management personnel for the Inventis consolidated group whose remuneration details are not included in the Remuneration Report (or a closely related party of any such member) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 5 or Resolution 6.

For the purpose of this voting exclusions:

1. Key Management Personnel: The key management personnel of the Inventis Consolidated Group are those persons having authority and responsibility for planning, directing and controlling the activities of the group either directly or indirectly. To remove any doubt, the following are considered Key Management Personnel for the Inventis consolidated group, irrespective of the fact that their remuneration is or is not included in the Remuneration Report:
  - a. All Directors (whether executive or non-executive);
  - b. Chief Financial Officer;
  - c. Company Secretary;
  - d. Divisional Managing Directors and General Managers;

- e. Middle Management of the two Divisions (whether employee or contractor); and
  - f. Any person who was during the relevant period any of the persons from (a) to (f). Relevant Period means the financial year ended 30 June 2012.
2. Closely related party: A closely related party of a member of the key management personnel for the Inventis consolidated group means:
    - a. A spouse or child of the member; or
    - b. A child of the member's spouse; or
    - 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 dealings with the entity; or
    - e. A company that either the member or a closely related party of a member controls.
  3. Other Persons excluded: The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

The above Voting Exclusion does not apply to the Chairman of the Meeting when the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy.

**The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in FAVOUR of Item 5 and AGAINST Item 6.**

**If you do not wish to appoint the Chairman of the Meeting to vote on Item 5 and Item 6 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Items 5 and 6 in Step 2 of the proxy form.**

By order of the Board.



Renuka Sharma  
**Secretary**

Date: 26 October 2012

## EXPLANATORY NOTES FOR RESOLUTIONS

This Explanatory Statement contains information relating to the resolutions proposed in the Notice of Annual General Meeting which it accompanies and should be read carefully prior to the Annual General Meeting.

### Item 1 Notice Requirements for Resolution 1:

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Consolidated Entity for the financial year ended 30 June 2012 will be laid before the meeting.

The Annual Report 2012 can be accessed electronically on the Company's website <http://www.inventis.com.au/investor-relations/annual-reports.shtml>

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

### Item 2 Notice Requirements for Resolution 2:

ASX Listing Rule 3.1 provides that once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information. ASX further provides that a recommendation or declaration that a dividend or distribution will not be declared is also material information under ASX Listing Rule 3.1.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

### Item 3 Notice Requirements for Resolution 3:

At the Meeting held on 25 November 2011, the Shareholders resolved that in accordance with the Constitution of the Company, the number of directors be reduced to 3 for the next 12 months.

In accordance with the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011, if the company's constitution authorises the directors to set a limit (a board limit) whose effect is to restrict the number of directors of the company to a number less than the maximum number of directors specified in the constitution, the directors must not set such board limit unless a resolution (a "**board limit resolution**") approving the proposal to set the limit specified in the resolution has been passed by a general meeting of the company.

Consequently, the directors intend to propose that the board limit be set at 3 by the general meeting and the resolution as stated in Item 3 be approved.

A board limit resolution has effect until immediately before the start of the first AGM of the company after the general meeting by which the resolution was passed. This provides the shareholders opportunity at every Annual General Meeting to review their decision on reducing the board limit.

This resolution does not prevent the appointment of a person as a director of the Company by the other directors of the Company between general meetings of the company to fill any casual vacancy.

The directors' reasons for proposing the board limit resolution are as follows:

- (a) **Global Financial Crises:** Due to the Global Financial Crises, the Business of the Company is not in a position to provide support to a Board which is greater than the minimum requirement. This assists in reducing the costs of the Board and consequently the Company in this environment.
- (b) **Corporate Governance Recommendations:** The present constitution of the Board not only satisfies the recommendation relating to the majority of the Board be independent and non-executive but also provides diversity as required. Exception to this was when one of the existing Independent Non-executive director acted as the Managing Director of the Technology Division to ensure business continuity and facilitate smooth transition from one General Manager to another. This was for a period of 6 months during 2011-12.
- (c) **Past Performance of the Current Board:** The Board of 3 members has proven to be adequate for the performance of the tasks required and has provided direction to the Company.
- (d) **Greater Autonomy to the Divisions:** With effect 1 August 2012, the Board restructured the Group and appointed Managing Directors for the two Divisions and resolved to have totally focussed monthly meetings for the respective Divisions. This has provided the subsidiary companies with a Board of four including the Managing Director for the respective Division. The Directors are of the opinion that there is no need to increase the limit of Directors at this time.

#### **Item 4 Notice Requirements for Resolution 4:**

As per the Constitution of the Company, Charles Wright is retiring by rotation and being eligible offers himself for re-election.

Summary biographical data of Mr Charles Wright is as follows:

#### ***Charles Wright, Non-Executive Director – Appointed as Director on 13 October 2008***

Charles has over 30 years experience as chairman and director of a number of private, not for profit and government organisations and has been instrumental in restructuring / re-establishing a positive platform for many organisations to enhance their future direction and create stakeholder value.

Currently, he is the Chairman of Sydney based advisory services firm, Wright Corporate Group. He is also a director of Interface Partners and Chairman of Legacy Australia.

Charles brings to the Company a range of contacts, knowledge and skills that open doors and provide opportunities for Inventis and its range of products as well as considerable experience in a number of disciplines, including corporate strategic direction and restructuring.

Directorships held in other listed entities in the last 3 years – NIL.

#### **Item 5 Notice Requirements for Resolution 5:**

The Remuneration Report forms part of the Directors' Report, and is included in the Company's Annual Report for the year ended 30 June 2012. The Remuneration Report is also available on the Company's website <http://www.inventis.com.au/investor-relations/annual-reports.shtml>.

The Remuneration Report contains the remuneration details of the Directors and the other key management personnel of the Company and explains the incentive arrangements in place of the Company's employees.

Although there was a vote against the 2011 Remuneration Report, no comment was made at the meeting by the members in relation to this matter. Consequently, the Company has no further comment beyond that which has been provided in the 2012 Remuneration Report.

Shareholders should note that whilst the vote on this item is advisory only, if 25% or more of the votes cast on this item are against adopting the Remuneration Report, a vote on Item 6 (a "**spill resolution**") will be required to be put to the meeting. The operation and consequences of a spill resolution are set out under Item 6 below.

The Directors unanimously recommend that you vote in favour of this advisory resolution.

#### **Item 6 Notice Requirements for Resolution 6:**

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report.

If 25% or more of the votes cast on Item 4 are against adopting the remuneration report at this year's Annual General Meeting, Item 6 will be put to the meeting and voted on as required by section 250V of the Corporations Act (a "**spill resolution**")

The spill resolution is to be considered as an ordinary resolution.

Shareholders should note that if, the spill resolution is passed:

- (a) The Company will be required to convene a general meeting of members to be held within 90 days of the date of the 2012 Annual General Meeting (the "**spill meeting**"); and
- (b) With the exception of the person appointed to perform the duties of managing director of the Company, all of the Company's directors who were directors of the Company when the resolution to approve the Remuneration Report for the year ended 30 June 2012 was passed (the Relevant Directors) will cease to hold office immediately before the end of the spill meeting.

Each Relevant Director is eligible, but not required, to seek re-election as a director of the Company at the spill meeting.

## **NOTES**

### **VOTING REQUIREMENTS**

#### **Entitlement to Vote**

Inventis Limited (as convener of the meeting) has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Members as at 7.00 pm AEDT on 26 November 2012.

#### **Proxies**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. If you wish to appoint two proxies, please obtain a second proxy form by calling the Company Secretary on +61 2 8578 8906. Proxy forms should be lodged together.
2. If a member appoints two proxies, and the appointment does not specify the proportion or number of the member's votes exercisable by each proxy, then each proxy may exercise half of the votes.
3. On a show of hands, a member present in person or by proxy shall have one vote and upon a poll one vote for every share held, provided that if a member appoints two proxies neither proxy shall be entitled to vote on a show of hands.
4. The proxy form must be signed by the member or the attorney of the member duly authorised in writing or if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or pursuant to s.127 (1) of the *Corporations Act 2001(Cth)*, or under the hand of an officer or attorney duly authorised in writing by the corporation.
5. In the case of joint holders, all holders must sign.
6. A proxy need not be a member of the Company.
7. Proxy appointments should be forwarded to the Company Secretary, Inventis Limited as follows:  
  
In person: Level 2, Suite 12, 1 Box Road, Caringbah, Sydney, NSW 2229  
  
By mail: Level 2, Suite 12, 1 Box Road, Caringbah, Sydney, NSW 2229, Australia or in the attached "Reply Paid Envelope".  
  
By facsimile: (02) 9540 9731
8. To be effective, the completed proxy must be received by the Company Secretary at the registered office in accordance with the above instructions by 10 am AEDT 27 November 2012.

#### **By Order of the Board**



Renuka Sharma  
**Company Secretary**

Date: 26 October 2012



MR JOHN SMITH  
FLAT 123  
123 SAMPLE STREET  
SAMPLEVILLE VIC 3030

All correspondence to –  
Inventis Limited  
Level 2, Suite 12  
1 Box Road  
Caringbah NSW 2229  
Enquiries (within Australia) (02) 8578 8900  
(outside Australia)+ 61 2 85788900  
Facsimile 02 9540 9731  
Email: [reception@inventis.com.au](mailto:reception@inventis.com.au)

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting of Inventis Limited (“**The Company**”) and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held in the Company’s Board room on Level 2, Suite 12, 1 Box Road Caringbah NSW 2229 on Wednesday, 28 November 2012 at 10.00 am.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form providing directions especially for the Resolutions 5 and 6. The Directors have recommended that you vote FOR Resolution 5 and AGAINST Resolution 6. There is a Voting Exclusion for Resolutions 5 and 6. Please read the Notice for further information.

The proxy form should be returned in the envelope provided or faxed to + 61 2 9540 9731 that it is received by 10.00 am on Tuesday 27 November 2012.

Corporate shareholders will be required to complete a “**Certificate of Appointment of Representative**” to enable a person to attend on their behalf. A form of this certificate may be obtained from phoning me on +61 2 8578 8906.

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in cursive script that reads 'Renuka Sharma'.

**Renuka Sharma**  
**Company Secretary**

\encl: Proxy form



**Inventis Limited**  
 ABN 40 084 068 673

MR JOHN SMITH  
 FLAT 123  
 123 SAMPLE STREET  
 SAMPLEVILLE VIC 3030

**Lodge your vote:**  
 By mail or in person:  
 Inventis Limited  
 Level 2, Suite 12  
 1 Box Road  
 Caringbah NSW 2229  
 Australia

Alternatively you can fax your form to +61 2 9540 9731

**How to complete this Proxy Form**

**Please read these notes prior to completion of the Proxy Form**

For your vote to be effective it must be received by 10:00 am (AEDT) Tuesday 27 November 2012. Your Annual Report is available online, simply visit <http://www.inventis.com.au/investor-relations/annual-reports.shtml>

**How to Vote on Items of Business:** All your securities will be voted in accordance with your directions

**Appointing of Proxy**

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

**Please provide your directed vote for Resolutions 5 and 6, as it might be invalid if you have provided an undirected vote to any person who is under Voting Exclusion for Resolution 5 and Resolution 6.**

**Voting a portion of your holding:** You may indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlements or 100%

**Appointing a second proxy:** you are entitled to appoint up to two proxies to attend the meeting and vote on a poll. Please obtain a second proxy form by telephoning Inventis Limited on 02 8578 8900. If you appoint two proxies you must lodge them together and specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes

**A proxy need not be a security holder of the Company.**

**Signing instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001 (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this 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.

**Attending the Meeting**

Bring a copy of this form to assist registration. If a representative of a Corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Inventis Limited

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form

**Please turn over to complete this form →**

	View your security holding information, 24 hours a day, 7 days a week: <a href="http://www.investorcentre.com">www.investorcentre.com</a>
<input checked="" type="checkbox"/> Review your securityholding  <input checked="" type="checkbox"/> Update your securityholding	<p><b>Your access information is:</b></p> <p><b>I0000000</b></p> <p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential</p>



MR JOHN SMITH  
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Change of address. If incorrect. Mark this box and make the correction in the space to the Left. Security holders sponsored by broker (reference number commences with "X" should advise their broker of any changes

**All correspondence to**  
 Inventis Limited  
 Suite 12, 1 Box Road  
 Caringbah NSW 2229  
 Australia  
 Enquiries +61 2 8578 8900  
 Facsimile +61 2 9540 9731

## PROXY FORM

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being members of Inventis Limited hereby appoint

The Chairman of the meeting

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s)

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Inventis Limited to be held in Board Room on Level 2, Suite 12, 1 Box Road, Caringbah NSW 2229 on Wednesday 28 November 2012 at 10.00 am (AEDT) and at any adjournment of that meeting.

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR OF items 3, 4 and 5 and AGAINST Item 6**

### STEP 2 Items of Business to be voted on

	For	Against	Abstain
Item 3 To set the Board Limit to three directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To re-elect Charles Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 The Remuneration Report for the Company for the financial year ended 30 June 2012 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Contingent Resolution: If Item 5 has 25% or more of the eligible votes cast against it, to hold a Meeting of Members within 90 days of the Annual General Meeting 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*\* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.*

#### Appointing a second proxy

I/We wish to appoint a second proxy –

Mark with an "X" if you wish to appoint a second proxy. AND  OR  State the percentage of your voting right or the number of shares for this Proxy Form.

### SIGN

Authorised signature/s

this section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name.....

Contact Day time Telephone.....

Date ...../...../.....