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MR JOHN SMITH  
FLAT 123  
123 SAMPLE STREET  
SAMPLEVILLE VIC 3030

**All correspondence to –**  
Inventis Limited  
PO Box 40  
Mt Druitt NSW 2770  
Enquiries (within Australia) (02) 8808 0400  
(outside Australia)+ 61 2 8808 0400  
Facsimile 02 9631 2488  
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 Bridgeview room on Level 18, 50 Bridge Street Sydney NSW 2000 on Friday, 28 October 2016 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 Resolution 5. The Directors have recommended that you vote FOR Resolution 5. There is a Voting Exclusion for Resolution 5. Please read the Notice for further information.

The proxy form should be returned in the envelope provided or faxed to + 61 2 9631 2488 that it is received by 10.00 am on Wednesday 26 October 2016.

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 by emailing [reception@inventis.com.au](mailto:reception@inventis.com.au).

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in black ink that reads 'Renuka Sharma'.

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

**23 September 2016**

## 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 in the Bridgeview Room, Level 18, 50 Bridge Street, SYDNEY NSW 2000, at 10:00 am (AEDT) on Friday, 28 October 2016.

#### **Ordinary Business:**

##### **Item 1 Financial Report:**

To receive the statement of profit or loss and other 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 2016.

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

To receive the recommendation of the directors that save the dividends paid and payable in respect of the Convertible Preference Shares on issue, no dividend be declared for the financial year ended 30 June 2016.

##### **Item 3 Appointment of Auditor:**

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

*"That BDO East Coast, having consented to be the auditors of the Company, be appointed as auditors of the Company."*

##### **Item 4 Election of a Director:**

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

*"That **Mr Tony Noun**, being a director of the Company who is retiring by rotation and being eligible, is elected as a director of the Company."*

##### **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 2016 be adopted."*

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

#### **Voting Exclusion Statement for Item 5:**

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:

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
  - 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.

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 2016.
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;

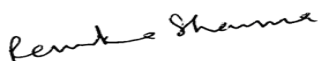
- d. Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
  - e. A company that either the member or a closely related party of a member controls.
3. Other Persons excluded: The Company 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.**

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

By order of the Board.



Renuka Sharma  
**Company Secretary**

Date: 23 September 2016

#### **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 2016 will be laid before the meeting.

The Annual Report 2016 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:**

BDO was appointed as Auditor on Removal of KPMG under section 327D (2) of the Corporations Act on 29 July 2016.

Section 327D (5) states that an auditor appointed under section 327(2) or section 327(3) holds office until the Company's next AGM.

Under Section 327B (2) of the Corporations Act, an auditor appointed at an AGM of a Public Company, holds office until the auditor:

- (a) Dies, or
- (b) Is removed, or resigns, from office in accordance with section 329; or
- (c) Ceases to be capable of acting as auditor because of Division 2 of Part 2M.4; or
- (d) Ceases to be auditor under Sections 327 (2A), (2B) or (2C).

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

As per the Constitution of the Company, Tony Noun is retiring by rotation and being eligible offers himself for election.

Summary biographical data of Mr Tony Noun is as follows:

**Tony Noun, Director**

Tony Noun has more than 27 years professional and commercial experience with a proven track record of success. Tony's commercial experience, from both an investor and manager perspective, enables him to bring extensive financial and corporate experience to lead the Board and Management of Inventis Limited.

Tony is also an active director for a number of national and international companies that cover a broad range of industries and professional disciplines including financial services, health care, hospitality and manufacturing as well as sales and marketing.

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 2016. The Remuneration Report is also available on the Company's website

<http://www.inventis.com.au/invest-or-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.

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

**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 Wednesday 26 October 2016.

**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 8808 0400. 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:** Unit 4, 2 Southridge Street, Eastern Creek NSW 2766

**By mail:** PO Box 40, Mt Druitt NSW 2770, Australia or in the attached "Reply Paid Envelope".

**By facsimile:** (02) 9631 2488

**By email:** [reception@inventis.com.au](mailto:reception@inventis.com.au)

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 10.00 am AEDT 26 October 2016.

**By Order of the Board**



Renuka Sharma  
**Company Secretary**

Date: 23 September 2016



**Inventis Limited**  
 ABN 40 084 068 673

MR JOHN SMITH  
 FLAT 123  
 123 SAMPLE STREET  
 SAMPLEVILLE VIC 3030

**Lodge your vote:**

**In person:**  
 Inventis Limited,  
 Unit 4,2 Southridge Street,  
 Eastern Creek NSW 2766, Australia

**By Mail:**  
 Inventis Limited, PO Box 40  
 Mt Druitt NSW 2770, Australia

Alternatively you **can fax** your form to +61 2 9631 2488  
**Or Email** it to [reception@inventis.com.au](mailto:reception@inventis.com.au)

**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) Wednesday 26 October 2016.**

**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.

**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 8808 0400. 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 security holder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the security holders 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 security holder 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:**  
<https://investorcentre.linkmarketservices.com.au/Login/Login>

<p><input checked="" type="checkbox"/> <b>Review your security holding</b></p> <p><input checked="" type="checkbox"/> <b>Update your security holding</b></p>	<p><b>Your access information is:</b></p> <p>«HOLDER_IDENTIFIER»</p> <p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential</p>
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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

«HOLDER\_IDENTIFIER»

**All correspondence to**  
 Inventis Limited  
 PO Box 40  
 Mt Druitt NSW 2770  
 Australia  
 Enquiries +61 2 8808 0400  
 Facsimile +61 2 9631 2488

## 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

OR

**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 Bridgeview Room Level 18, 50 Bridge Street, Sydney NSW 2000 on Friday 28 October 2016 at 10.00 am (AEDT) and at any adjournment of that meeting.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR OF items 3, 4 and 5.

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

	For	Against	Abstain
Item 3 To appoint BDO as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To re-appoint Tony Noun as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 To adopt Remuneration Report for the financial year ended 30 June 2016	<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 ...../...../.....