



INVENTIS LIMITED

ABN: 40 084 068 673 | ASX: IVT

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ANNOUNCEMENT TO THE ASX – 25 October 2022

Inventis Limited [ASX: IVT] – Notice of Annual General Meeting/Proxy Form

Herewith is attached the Notice of Annual General Meeting and Proxy Form for the meeting dated 29 November 2022.

This letter has been sent to all Shareholders on 25 October 2022.

Yours faithfully

Chantelle Knight
Co-Company Secretary

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

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.30 AM

DATE: 29 November 2022

PLACE: Zephyr Room
Lower Ground
259 George Street
Sydney NSW 2000

HEAD OFFICE CONTACTS

ADDRESS: Unit 4, 2 Southridge St, Eastern Creek, NSW 2766

EMAIL: CompanySecretary@inventis.com.au

PHONE: (02) 8808 0400

FAX: (02) 9620 1582

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The AGM to which this Notice of Meeting relates will be held:

- **Date:** Tuesday, 29 November 2022
- **Time:** 10:30am
- **Location:** Zephyr Room, Lower Ground, 259 George Street, Sydney NSW 2000.

On behalf of the Board, I invite you to attend our virtual 2022 AGM which will be held via a live ZOOM webcast. Our virtual meeting will provide you with the opportunity to join regardless of your location.

How to join the Meeting Online

To register in advance for the meeting, please click on the link below.

<https://us06web.zoom.us/meeting/register/tZUpd-ygqTwoGNMHYFzly4XeM3TLXwP1jV2o>

After you have registered, you will receive a confirmation email containing information about joining the meeting including the Meeting ID and Password.

Voting Is Important

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

Voting In Person

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

Voting In Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return so that it is received no later than 10AM (AEDT) on 25 November 2022 in accordance with the instructions set out on the Proxy Form:

- post to Inventis Limited, PO Box 40, Mt Druitt NSW 2770 (Attn: Company Secretary); or
- send by email to Company Secretary at CompanySecretary@inventis.com.au

Proxy Forms received later than this time will be invalid.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5PM (AEDT) on 28 November 2022.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Inventis Limited will be held at 10:30 AM (AEDT) on Tuesday 29 November 2022 at the offices of *THN Group*, Zephyr meeting room, Lower Ground, 259 George Street, Sydney NSW 2000.

The Explanatory Memorandum to this Notice of Meeting and attachments form part of the Notice and provides additional information on matters to be considered at the General Meeting.

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

AGENDA

A. TABLING OF ANNUAL FINANCIAL REPORT

Adoption of 2022 Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2022 which includes the Financial Report, the Directors Report and Auditor's Reports.

Note: There is no requirement for Shareholders to approve these reports

B. ORDINARY RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF THE 2022 REMUNERATION REPORT

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **Ordinary 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 Remuneration Report for the Financial Year ended 30 June 2022.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- i. Directors of the Company and key management personnel during the 2022 Financial Year (“KMP”); and
- ii. a closely related party of that KMP including spouses, children or entities controlled by the KMP.

However, the Company need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or is cast by the person chairing the meeting (**Chair**) as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. RESOLUTION 2 - APPROVAL FOR RE-ELECTION OF DIRECTOR– MR PETER BOBBIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

“That, for the purpose of Articles 92 and 93 of the Constitution and for all other purposes, Mr Bobbin, who retires as a Director of the Company and offers himself for re-election, approval is given for Mr Bobbin to be re-elected as a director as described in the Explanatory Statement accompanying this Notice.”

C. GENERAL BUSINESS

To consider any other business that may be brought forward in accordance with the Constitution or the Corporation Act.



By Order of the Board

Alfred Kobylanski

Company Secretary

24 October 2022

EXPLANDORTY MEMORANDAUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Inventis Limited (“**Company**”).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

RESOLUTION 1- Adoption of the 2022 Remuneration Report

The Remuneration Report forms part of the Directors' Report and is included in the Company's Annual Report for the year ended 30 June 2022. The Remuneration Report is also available on the Company's website: <https://www.inventis.com.au/investors/>

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.

Approval sought

Shareholder approval for the adoption of the 2022 Remuneration Report is sought for the purposes of section 250R (2) of the Corporations Act and for all other purposes.

Directors' Recommendation

The Directors recommend that non-associated Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – Approval for Re-Election of Director – Mr Peter Bobbin

Mr Peter Bobbin has practiced as a solicitor for more than 34 years, is a former accountant, former university lecturer and is a Notary Public. He practices primarily in taxation strategy planning and commercial law and was recognized as Tax Advisor of the Year, 2015 (SME) by the Taxation Institute of Australia.

Peter was the managing principal of law firm Argyle Lawyers (1995 to 2019) and is now a consultant lawyer at Coleman Greig. He is also a founding director of Future2 Foundation, a registered Australia-wide charity.

Peter is the chair of the Inventis Audit Committee.

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

Approval sought

Shareholder approval for the re-election of Mr Peter Bobbin as a Director is sought for the purposes of Articles 92 and 93 of the Constitution. Article 92 of the Constitution provides that at every annual general meeting of the Company, one third of the Directors (excluding the Managing Director) must retire.

Article 93 states that the Director who has been in office the longest must retire but is also eligible for re-election.

Mr Bobbin is to retire by rotation as he is presently the longest serving Director. Mr Bobbin offers himself up for re-election in accordance with the Constitution.

Directors' Recommendation

The Directors (excluding Mr Bobbin) recommend that non-associated Shareholders vote in favour of Resolution 2.

GLOSSARY

\$ means Australian dollars

AGM, Annual General Meeting or **Meeting** means the Annual General Meeting of the Company's Shareholders to be held on Tuesday 29 November 2022 for the 2022 Financial Year as convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

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

ASX means ASX Limited (ABN 98 008 624 691) or Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Inventis Limited (ABN 40 084 068 673).

Corporations Act means the Corporations Act 2001 (Cth).

Director means all the Directors of the Company from time to time.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Financial Year means 30 June.

Notice or **Notice of Meeting** means this Notice of the Annual General Meeting giving notice to Shareholders of the AGM accompanying this Explanatory Memorandum.

Ordinary Resolution means a resolution requiring more than 50% of votes to be passed

Related Party has the meaning in section 228 of the Corporations Act.

Relevant Interest has the meaning given to that term in section 9 of the Corporations Act.

Shareholder means a holder of a Share.

Voting Power has the meaning given by section 610 of the Corporations Act.

TO BE COMPLETED APPOINTMENT OF PROXY

INVENTIS LIMITED
(ABN 40 084 068 673)

Name:

Address:

Telephone:

Appointment of Proxy

I/We being a Member/s of Inventis Limited and entitled to attend and vote, hereby appoint

Insert Name of Appointed Proxy Below

Chairman of the Meeting

OR

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the General Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the AGM of Inventis Limited to be held at **10.30 am (AEDT) on Tuesday 29 November 2022** at the offices of the THN Group, Zephyr meeting room, Lower Ground, 259 George Street, Sydney NSW 2000, and at any adjournment of that meeting.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

	For	Against	Abstain
Ordinary Resolution Resolution 1. Approval for the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution Resolution 2. Approval for re-election of Mr Peter Bobbin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolutions you are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%



Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

INVENTIS LIMITED
(ABN 40 084 068 673)

(“COMPANY”)

INSTRUCTIONS FOR COMPLETING ‘APPOINTMENT OF PROXY’ FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5PM am (AEDT) on 28 November 2022.

1. **Appointing a Proxy:** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member’s voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **250BB and 250BC of the Corporations Act:** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

4. **Proxy vote if appointment specifies way to vote**

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e., as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e., as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e., as directed)

INVENTIS LIMITED
(ABN 40 084 068 673)

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

5. Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

6. Signing Instructions:

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
- **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

7. Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Inventis Limited, PO Box 40, Mt Druitt NSW 2770. (Attn Company Secretary); or
 - send by email to Company Secretary at CompanySecretary@inventis.com.au
- so that it is received not later than 10.00am (AEDT) on 25 November 2022.

Proxy Forms received later than this time will be invalid.

INVENTIS LIMITED
(ABN 40 084 068 673)
("COMPANY")

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the directors of:

(Insert Company Name)

(ACN)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the General Meeting of shareholders of Inventis Limited to be held at **10.30 am (AEDT) on Tuesday 29 November 2022** at the offices of the THN Group, Zephyr meeting room, Lower Ground, 259 George Street, Sydney NSW 2000, and at any adjournment of that meeting arising from the General Meeting.

Dated this day of 2022

Executed by:

(Insert Company Name)

in accordance with section 127 of the *Corporations 2001*:

Director

Director/Secretary

Name of Authorised Representative

Name of Authorised Representative

Signed by Authorised Representative

Signed by Authorised Representative