

# W101J Statement of Corporate Governance Practices

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## Corporate Governance Statement

The Directors of Inventis Limited (the Company) are committed to fulfilling its governance obligations and responsibilities in the best interests of the Company and its Shareholders. This statement details the key aspects of the Company's corporate governance framework and practices. Except where specified in this statement, the recommendations set by the ASX Corporate Governance Council's Principles and Recommendations 4<sup>th</sup> Edition, have been followed.

Additional information about the Company's Governance Framework and Company Policies can be found on the corporate web site. The link below will provide access to Board Charters, Key Corporate Policies, Key Corporate Documents.

<http://www.inventis.com.au/governance>

### 1. Lay Foundations for Management and Oversight

#### 1.1. Roles and responsibilities of the Board and Management

The Company's Constitution provides that the business and affairs of the Company are to be managed by, or under the direction of, the Board. The Board Charter sets out the role, responsibilities, duties, and functions of the Board.

The Board is responsible for setting strategic guidance for the Company and is committed to the Inventis values of Integrity, Performance, Transparency and Respect. In performing its role, the Board sets a high standard of corporate governance and performance and effective oversight of its Management.

The Board has delegated the day-to-day functions of the business to be performed by the senior executives under the guidance of the Managing Director.

#### 1.2. Structure and Composition

The Board currently comprises of two non-executive Directors, a Managing Director and one alternate Director, Company Secretary and Co Company Secretary.

The Board regularly reviews independence of each Director and has oversight on conflict of interests.

The Board considers the Company's core values of considering all stakeholders. Inventis aims to do our Shareholders credit in every respect and achieve its goals by doing as we say.

The Managing Director (MD) is responsible for the day to day running of the Group. The MD works with Key Management Personnel (KMP) and senior executives to assist develop and guide them toward achieving the Group's strategy and objectives.

#### 1.3. Board's Delegation of Authority

The Board ensures that it receives monthly reports from each senior executive and updates from the Managing Director, Chief Financial Officer and General Manager/s with regard to the delegated authority, as and when requested by the Directors.

The Board meets minimum 9 times in a year and reviews the performance of each of the senior executive by way of review of their respective reports for the month and face to face meetings.

#### 1.4. Evaluation of performance of the Senior Executives

At the appointment stage, each senior executive is provided with their job description along with the principal statement and key performance indicators are set for measuring their performance in the probation period as well for the year ahead.

The Remuneration and Nomination Committee has set up the performance of the Managing Director, Chief Financial Officer and General Manager/s and according to the business plans, the achievement of the targets stated therein.

The performance of the Senior Executives is continually assessed during the year at Board meetings. It has objectives in place to retain talent, foster passion and commitment and ensure the right experience is in place within key roles in the organisation ensuring the right remuneration and performance measures are considered annually.

The Board has authorised regular revision of Corporate Policies which include anti-bribery and Code of Conduct.

#### 1.5. Board and its performance

##### (a) Structure and Composition of the Board

The Board is currently comprised of a chairman and two other Directors, two of which are non-executive and the third is the Managing Director. The Board regularly reviews the independence of each non-executive director. The Board's assessment of independence and the criteria by which it determines the materiality of any facts, information or circumstances is formed by having regard to the ASX Principles.

As at the date of the 2022 Annual Report:			
Name of Director	Role	Term in office	Independence
Tony Noun	Non-Executive Director Chair	March 2005 to current	Non-Independent (has more than 5% equity holding)
Peter Bobbin	Non-Executive Director	February 2013 to current	Independent
Anthony Mankarios	Managing Director	October 2019 to current	Non-Independent (has more than 5% equity holding and is an executive)

**(b) Director's Skills and Experience**

The Board's objective is to have an appropriate mix of skills, expertise, diversity and experience on the Company's Board and Board Committees. The three current directors have diversified interests and hence provide a holistic view by complementing each other's strengths.

Dr Tony Noun has more than 30 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.

Peter, a practicing 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 recognised as Tax Advisor of the Year, 2015 (SME) by the Taxation Institute of Australia.

Peter brings to the Board his legal and tax knowledge as well as his experience of running profitable and cash flow positive legal business.

Anthony is experienced in leading national and international businesses in multiple sectors and sized companies across manufacturing, property, wholesale, and retail. One of his key strengths is his visionary leadership style. Anthony has proven his ability to continually identify growth opportunities and work with the business to develop and implement strategies to maximise their potential. Anthony has been responsible for integrating 5 Brands into the Inventis Group in his three years as MD. He is effective in assisting Boards and their stakeholders achieve common goals; through professional timely communication promoting learning, creativity, whilst developing strong mentoring relationships with them. Anthony is currently Inventis Limited's Managing Director.

Anthony is an experienced director with over 30 years' experience. He played a key role in developing Joyce Corporation's strategy and developed Joyce's underlying business growth performances since 2010 to 2019 and is Chairman of Man Investments and Consultants as well as being involved in a number of other private companies.

Directorships held in other listed entities in the last 3 years – Joyce Corporation Limited.

In addition, the Company Secretary/ Chief Financial Officer add to the skills of the Board by their respective professional affiliations.

Any gaps which the Board or the directors identify are filled by engaging with the professionals from the field who advise the Board on the matters which the Board identifies need clarification or expert opinion.

Further information on the qualifications and experience of each director and their attendance at Board and Committee meetings is included in the Company's Annual Report which can be accessed from the Company's website at:

<https://www.inventis.com.au/investors/>

**(c) Company Secretary**

The Company Secretary function was incorporated into the function of the Chief Financial Officer. The Company Secretary supports the effective operation of the Board. All Directors have access to the Group Company Secretary.

The Company Secretary is accountable to the Board through the Chair on all matters regarding the proper functioning of the Board. This includes assisting the Board and Committees members with meetings and directors' duties, advising the Board on corporate governance matters, and acting as an interface between the Board and senior executives.

The Company also has a Co-Company secretary to assist with certain tasks for the Company Secretary.

**(d) Election and Re-election of Directors at an Annual General Meeting**

Currently, the restriction on the number of directors has been put on three. The three directors have high stakes as substantial shareholders in the Company and are believed to be in a position to ensure success of the Company.

The Company chooses to reduce risk with the use of an alternative Director should the need arise.

All directors retire by rotation. At present the Company being a small entity with limited resources, has no plans to nominate new director/s at its forthcoming Annual General Meeting. All information with regard to existing directors is disclosed in the Annual Report and the directors speak for themselves at the time of re-election as to why they should be re-elected and are available to answer the queries from the security holders.

**(e) Remuneration**

Information regarding the Company's remuneration framework for the directors, and senior executives is set out in the Remuneration Report of the Annual Report. The Remuneration Report includes a summary of Company policies and practices for determining the nature and amount of remuneration and the relationship between those policies and Company performance.

Shareholders are invited to consider and approve the Remuneration Report at the Company's Annual General Meeting.

**1.6. Diversity and Board Induction**

The Board considers appropriate Diversity both gender and Ethnicity in appointments to Board or associate Boards or Committees. Evaluation is a continuous process and is carried out as part of Board meetings. The directors identify the areas which they need professional advice on, and the Company Secretary ensures that appropriate professional advice is provided by engaging with such professionals as is required. The size of the Board being small and having a hands-on approach, the evaluation of the performance of the Board is not done as a separate process.

All staff are provided induction packs and employment or contractual agreements.

### 1.7. Continuous Improvement and Professional Development

As part of Standing Agenda of Board meetings, continuous education is considered at each meeting. Having regard to various professional bodies the directors belong to, there is a CPD education requirement for each of the professions and the directors discuss various matters in an informal setting during the meeting. If during these discussions, a matter is identified for needing more attention, the Company Secretary is instructed to provide relevant information at the next Board meeting for the Board to discuss.

### 1.8. Independence of Directors

Two of the three directors are substantial shareholders of the Company. Although all three directors have an interest, position, association, or relationship with the Company due to being shareholders, the Board of Directors, given the size and scope of the Company, views this as a beneficial to the Company. The directors have significant incentive to ensure that the decisions are in the best interests of the security holders at large.

## 2. Board Committees

### 2.1. Committees of the Board

The Board as a whole will exercise the powers of an Audit & Risk Committee and a Remuneration & Nomination Committee. Details of the current membership and composition of each committee is set out below.

The roles and responsibilities of each Committee are set out in the respective Committee charter. These charters can be found on the Company's website at:

<https://www.inventis.com.au/governance/>

Committee	Members	Composition
Audit & Risk Committee	Peter Bobbin (Chair) All other Directors	- A majority of non-independent directors; and - Chaired by an independent non-executive director.
Remuneration & Nomination Committee	Tony Noun (Chair) All other Directors	- A majority of non-independent directors; and - Chaired by non-independent non-executive director.

## 3. Risk Management and Corporate Reporting

### 3.1. Oversight of the Risk Management System

The Company is committed to the identification, monitoring and management of material risks associated with its business activities.

The Board recognises that effective risk management is key to achieving and maintaining the Company's operational and strategic objectives. Management has established and implemented a Risk Management System for assessing, monitoring, and managing operational, financial reporting and compliance risks for the Group.

The senior executives have declared, in writing to the Board, that the financial reporting risk management and associated compliance and controls have been assessed and found to be operating efficiently and effectively. The operational and other risk management compliance and controls have also been assessed and found to be operating efficiently and effectively. All risk assessments covered the whole financial year and the period up to the signing of the annual financial report for all material operations in the Group, and material associates and joint ventures.

Senior Executive management provide regular risk evaluations directly to the board as part of the reporting protocol.

### **3.2. Risk Profile**

The Audit and Risk Management Committee reports periodically on the status of risks through integrated risk management programmes aimed at ensuring risks are identified, assessed and appropriately managed. Each business operational unit is responsible and accountable for implementing and managing the standards required by the programmes.

The Audit and Risk Management Committee has direct access to any employee, the external auditors or any other independent experts and advisers as it considers appropriate in order to ensure that its responsibilities can be carried out effectively.

### **3.3. Risk Management, Compliance and Control**

The Company strives to ensure that its products are of the highest standard. The Company is ISO 9001:2015 Certified along with ISO 14001:2015 Certified for their Environmental Management System.

Our Gregory Commercial Furniture division is AFRDI certified to level 6 of its majority base chair portfolio and is certified to meet the new optional AFRDI 160kg rated test standard.

The Board's policy on internal control is comprehensive and comprises the Company's internal compliance and control systems, including:

- Operating unit controls – Operating units confirm compliance with financial controls and procedures including information systems controls detailed in procedures manuals.
- Functional specialty reporting – Key areas subject to regular reporting to the Board include Treasury Operations, Environmental, Legal and financial matters; and
- Investment appraisal – Guidelines for capital expenditure include annual budgets, detailed appraisal and review procedures, levels of authority and due diligence requirements where businesses are being acquired or divested.

Comprehensive practices have been established to ensure:

- Capital expenditure and revenue commitments above a certain size obtain prior Board approval.
- Financial exposures are controlled, including the use of derivatives. Further details of the Company's policies relating to interest rate management, forward exchange rate management and credit risk management are included in the financial statements.
- Workplace health and safety standards and management systems are monitored and reviewed to achieve high standards of performance and compliance with regulations.
- Business transactions are properly authorised and executed, monthly actual results are reported against budgets approved by the directors and revised forecasts for the year are prepared regularly.
- Formal ethical standards appraisals are conducted for all employees to ensure that they are complying with the Company's Code of Ethics.

The Company is continuing to develop a suitable succession plans and staff recruiting plans to ensure competent and knowledgeable employees fill senior positions when retirements or resignations occur.

- Financial reporting accuracy and compliance with the financial reporting regulatory framework; and
- Environmental regulation compliance.

### **3.4. Written Declarations**

At the end of each six-monthly financial reporting period, the CEO and GFO provide a written declaration to the Board that, in their opinion, the Company's financial reports have been properly maintained in accordance with s295A of the Corporations Act and that the financial statements and the notes for the period comply with relevant accounting standards and give a true and fair view of the financial position and performance of the Company.

## **4. Ethical Standards and policies**

### **4.1 Code of Conduct and Ethics**

All Directors, executives, and employees are expected to act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group. Every employee has a nominated supervisor to whom they may refer any issues arising from their employment. The Board reviews the Code of Conduct and Ethics regularly and processes are in place to promote and communicate these policies.

The Code of Conduct and Ethics (last amended and approved September 2022) outlines the values required by directors and staff (employees and contractors) in accordance with the Company's Core Values of Integrity, Performance, Transparency and Respect.

### **4.2. Share Trading Policy**

The Company has established a Share Trading Policy (last amended and approved September 2022) which outlines the restrictions, closed periods and processes required when directors and senior executives wish to trade Company securities.



### **4.3. Diversity and Inclusion Policy**

The Company has developed a Diversity and Inclusion Policy (last amended and approved September 2022). The Company understands and recognises the value in having a diverse workforce from which to draw on. The Company is committed to treating staff equally irrespective of their gender, race, age, ethnicity, sexual orientation, disability or religious belief.

The Company's diversity objectives have and continues to be:

- To seek, appoint and promote based on skills, experience, and capability, not gender, race or any other criteria;
- Ensure all employees have equal access to opportunities in the workplace; and
- Ensure equal pay for equal work in the workplace.

Details of female representation across the Company is included in the Company's Annual Report which can be accessed from the Company's website at:

<https://www.inventis.com.au/investors/>

### **4.4. Leadership in sustainability**

In addition to Certified ISO 14001:2015 Environmental Management System, as a principally Australian manufacturer, Inventis Group companies will strive to maximise sustainability across their business through product design, the sourcing and use of recycled materials, input minimalization and appropriate abatements with the objective to reach a carbon Neutral manufacturing position by 2030.

### **4.5. Modern Slavery**

Whilst not required by law, the company will report its progress and compliance with Australian and NSW Modern Slavery legislation.

### **4.6. United Nations Sustainable Development Goals**

As a signatory and supporter of the UNSDG, the company is committed to Annual Communicating on Progress through the UN COP process.

## **5. Timely Disclosure and Respecting Shareholders**

### **5.1. Policies and processes in place with regard to continuous disclosure**

The Company has the following processes in place to ensure continuous disclosure in a timely manner:

- Director Disclosure Agreements – The Company has entered into Director Disclosure Agreements as per the Guidance Note 26 of ASX Listing Rules. Each Director understands that in case of change of any interest, he/she has to inform the Company within 3 business days of such change;
- Monthly Disclosure – At each monthly Board meeting, the Directors are individually asked of any change in their interests to ensure that if there has been a breach of not informing the Company in time of any change, it is rectified at this stage;

- Continuous Disclosure Checklist – There is a continuous disclosure checklist process implemented in the Quality System of the Company under the Corporate Governance Procedure. This checklist is comprehensive and enables the executives to check whether any event or happening of any event is to be disclosed to the market or not at any particular moment of time.
- Training – A measure of provision of training has been introduced to ensure that all executives know their responsibilities with regard to confidentiality, timely disclosure, insider trading, trading policy and other relevant corporate governance matters.

## 5.2. Shareholder communication

The Board provides shareholders with information using a comprehensive Continuous Disclosure Policy (last amended and approved September 2022) which can be located on the Company's website. The Policy outlines processes for identifying matters that may have a material effect on the price of the Company's securities, notifying them to the ASX, posting them on the Company's website, and issuing media releases.

The Board encourages full participation of shareholders at the Annual General Meeting, to ensure a high level of accountability and identification with the Group's strategy and goals. Important issues are presented to the shareholders as separate resolutions.

The shareholders are requested to vote on the appointment and aggregate remuneration of Directors, the granting of options and shares to Directors, the Remuneration Report, and changes to the Constitution. Copies of the Constitution are available to any shareholder who requests it.

## 5.3. Investor Relations Program

The Company has established an Investor Engagement Policy (last amended and approved September 2022). The Company acknowledges the importance of providing Shareholders timely information to help assess the Company performance and decisions that the Company make that affect the future direction of the Company.

The Company:

- Encourages its Shareholders to attend the Annual General meeting.
- Places all relevant disclosure documents on the ASX platform and or the Company's website ([www.inventis.com.au](http://www.inventis.com.au)).
- Communicate by mail and electronic means the Annual Reports of the Company, along with approved Chairman's letters and or select Media releases.
- Uses services of a share registry to assist in responding to shareholder enquiries.

**Approved by the Board**

Date for next review of this policy: **September 2025**