



REMUNERATION AND NOMINATION COMMITTEE CHARTER

This Charter sets out the framework and responsibilities for the Remuneration Committee (Committee), which the Board of Inventis Limited has established in accordance with the Constitution of Inventis Limited (Company).

1. Roles and Responsibilities

1.1 The role of the Committee is to review and make recommendations to the Board in relation to the overall remuneration policy for Inventis Ltd and, specifically:

- (a) non-executive director remuneration;
- (b) executive director and senior executive remuneration;
- (c) the implementation of, and amendment of, any executive incentive plans;
- (d) the annual performance review of the General Manager; and
- (e) other matters referred to the Committee by the Board.

1.2 The main responsibilities of the Committee are to:

Non-executive director, executive director and senior executive remuneration

- (a) Review and make recommendations to the Board on remuneration of nonexecutive directors (including fees, travel and other benefits and any nonexecutive director share plan).
- (b) Review and make recommendations to the Board on:
 - (i) the specific short and long-term remuneration arrangements of the General Manager and, in consultation with the General Manager, the Chief Financial Officer and the direct reports to the General Manager (including any performance targets); and
 - (ii) the broad level and nature of participation by senior executives (other than direct reports to the General Manager) in Inventis' executive incentive plans.
- (c) Overseeing the Company's compliance obligations in relation to the remuneration of directors and senior executives.

Remuneration of other executives

- (d) Determine, on the recommendation of the General Manager, short and long-term remuneration of executives (other than the Executive Directors and senior executives), including performance targets applicable to any incentive schemes and the level and nature of participation in Inventis' executive incentive plans.

Executive and employee incentive plans



- (e) Review and recommend any proposed new executive incentive plans to the Board for approval or the amendment of the terms of any existing executive incentive plans.
- (f) Approve the establishment of any new, or amendment to the terms of any existing, incentive plans for employees below senior executive level.
- (g) Delegate power for the operation and administration of all Company incentive plans to management (as appropriate).

Annual performance reviews

- (h) Assist the Chairman of the Board in the annual performance review of the General Manager.

Human resources and remuneration policies

- (i) Recommend to the Board any changes to the overall Inventis' Ltd policy regarding remuneration.
- (j) Oversee the establishment and implementation of appropriate human resources policies and specific remuneration policies (within the overall policy approved by the Board) for Inventis Ltd.
- (k) Oversee the remuneration framework applied across Inventis Ltd and make recommendations to the Board as appropriate.

Remuneration Report

- (l) Oversee management's preparation of the annual remuneration report for inclusion in the Company's annual report and recommend the report to the Board for approval.

Other matters referred to the Committee by the Board

- (m) Consider any other matters referred to the Committee by the Board.

2. Delegated Powers of the Committee

2.1 The Board has delegated power to the Committee pursuant to the Company's Constitution in relation to:

- (a) obtaining information, managing interviews and seeking advice from external consultants or specialists where the Committee considers that necessary or appropriate; (b) executive remuneration changes and contractual amendments not required to be recommended to the Board;
- (c) the establishment of any new, and amendment of the terms of any existing, incentive plans for employees below senior executive level;
- (d) oversight of the annual performance review of senior executives;



(e) setting and administering human resources and remuneration policies (where appropriate) within the overall remuneration policy approved by the Board; and

(f) monitoring whether there is any gender or other inappropriate bias in remuneration for directors, senior executives or other employees.

2.2 In this Charter:

(a) “Senior Executive” means those Company executives who directly report to the Chief Financial Officer and/or the General Manager and/or who have entered into an executive service agreement with Inventis Limited; and

(b) “Executive” means all other managers of the company who directly report to the Senior Executive team.

3. Committee Membership and Attendance

3.1 The Committee will comprise of:

(a) only non-executive directors, and when possible, a majority of whom must be independent directors; and

(b) at least three members.

The Chairman of the Committee, if possible, will be an independent director.

3.2 A standing invitation is issued to all non-executive directors who are not members of the Committee to attend meetings of the Committee.

3.3 The Committee Chairman may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate, including external advisers, and the following senior executives:

(a) the General Manager;

(b) the Chief Financial Officer; and

(c) the Human Resources Manager,

however, such persons must not be present at meetings or participate in any decisions in relation to their own remuneration or specific remuneration policies applicable to them, or otherwise as required by law.

4. Committee Meetings

4.1 The Committee is to meet as required by the Committee Chairman, although it is intended that the Committee meet no less than three times in each year.

4.2 A quorum for a meeting of the Committee is three directors who are members.

4.3 If the Committee Chairman is absent, the Committee members who are present shall elect one of their number to chair the meeting.



4.4 The Company Secretary or alternate will act as secretary to the Committee, unless otherwise determined by the Committee.

4.5 The Chairman of the Committee, or a delegate, will report to the Board following each meeting of the Committee and a copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.

5. Annual General Meeting

The Chairman of the Committee will attend and be available to answer questions regarding the annual Remuneration Report at the Annual General Meeting of the Company.

6. Independent Advice

6.1 The Committee may obtain independent professional advice or engage independent advisers at the Company's expense as considered necessary to assist in fulfilling its relevant duties and responsibilities. The Company shall pay all administrative expenses of the Committee, incurred in fulfilling its duties and responsibilities.

6.2 Where the Committee seeks external advice in relation to remuneration recommendations concerning key management personnel of the Company, the Committee shall engage with those advisers directly and request that any advice be provided directly to the Committee (or Chairman of the Committee).

7. Review and Assessment

7.1 The Committee will regularly assess its effectiveness with a view to ensuring that its performance accords with best practice. The Committee will ensure its members undergo ongoing training and professional development appropriate to ensure that all members are best placed to discharge the Committee's responsibilities.

7.2 The Committee will from time to time review the Charter to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of the Company and the Committee.



NOMINATION COMMITTEE CHARTER

This Charter sets out the framework and responsibilities for the Nomination Committee (Committee), which the Board of directors of Inventis Limited (Company) has established in accordance with the Constitution of Inventis Limited.

1. Roles and Responsibilities

1.1 The role of the Committee is to review and make recommendations to the Board with respect to:

- (a) Board composition, competencies and diversity;
- (b) succession planning for the Board and General Manager, director induction programs and continuing development;
- (c) the process for evaluating the performance of the Board, the committees of the Board and individual directors;
- (d) Board appointments, re-elections and terminations;
- (e) director independence; and
- (f) other matters referred to the Committee by the Board.

1.2 Without limiting its role, the specific duties and responsibilities of the Committee include the following:

- (a) Reviewing and making recommendations in relation to Board composition, competencies and diversity:
 - (i) Periodically assessing the skill set required to discharge competently the Board's duties, having regard to the strategic direction of Inventis Ltd and assessing the skills currently represented on the Board.
 - (ii) Regularly reviewing and making recommendations to the Board regarding the structure, size and composition (including the mix of skills, knowledge and experience) of the Board and the effectiveness of the Board as a whole.
 - (iii) Developing strategies to address Board diversity.
- (b) Developing and reviewing Board succession plans, director induction programs and continuing development:
 - (i) Giving full consideration to the succession plans of the Board (including the role of Chairman of the Board), with the aim of maintaining an appropriate mix of skills, experience, expertise and diversity over time.
 - (ii) Identifying existing directors who are due for re-election by rotation at Annual General Meetings, in accordance with the Constitution of Inventis Limited and the ASX Listing Rules.

- (iii) Overseeing the process for recruiting new directors, including evaluating the balance of skills, experience, independence and diversity on the Board.
 - (iv) Developing director induction programs that are undertaken by each new director and reviewing the effectiveness of the program.
- (c) Ensuring that there is a robust and effective process for evaluating the performance of the Board, the committees of the Board and individual directors:
- (i) Scheduling at least annually performance reviews of the individual directors and formal performance reviews of the Board and its committees at least every two years.
 - (ii) Reviewing the time commitment required by non-executive directors and whether these time commitments are being met.
 - (iii) In relation to any re-appointment of a non-executive director, reviewing the performance of the non-executive director during their term of office.
- (d) Reviewing and making recommendations in relation to Board appointments, re-elections and terminations:
- (i) Preparing a description of the role and capabilities required for a particular appointment.
 - (ii) Identifying suitable candidates to fill Board vacancies as and when they arise and nominating candidates for the approval of the Board. This will include any subsequent decisions to extend an appointment.
 - (iii) Ensuring that, on appointment, all non-executive directors receive a formal letter of appointment and all executive directors receive a service contract, setting out requisite information, including the time commitment and responsibility envisaged in the appointment and any responsibilities with respect to Board committees or acting in a capacity other than as a director of Inventis Limited.
 - (iv) Reviewing disclosures, including a statement in the Annual Report detailing the Committee's activities and the process used for appointments.
- (e) Overseeing the annual assessment of, and making recommendations to the Board as to, the independence of each director, and overseeing the disclosures made in relation to the independence of each director.
- (f) Reviewing or making recommendations to the Board on matters which the Committee considers necessary or are requested by the Board.

2. Committee Membership and Attendance

2.1 The Committee:

- (a) will comprise all non-executive directors;
- (b) may invite such other parties to attend meetings as deemed appropriate; and



(c) may take such independent advice as it considers necessary.

2.2 The Committee shall have a Chairman (Committee Chairman) who is, to the extent possible, an independent non-executive director.

2.3 The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may meet with:

(a) external advisers;

(b) any executive or other employee of Inventis Ltd; or

(c) the Chairman or any other director, and

may do so with or without executive management being present.

3. Committee Meeting Procedure

3.1 The Committee is to meet as required by the Committee Chairman.

3.2 A quorum for a meeting of the Committee is three members.

3.3 If the Committee Chairman is absent, the Committee members who are present shall elect one of their number to chair the meeting.

3.4 The Company Secretary or alternate will act as secretary to the Committee (Committee Secretary), unless otherwise determined by the Committee.

3.5 A copy of the minutes of each meeting of the Committee will be made available to all members of the Board subsequent to each meeting.

3.6 No member of the Committee shall participate in a review of their own performance or re-appointment.

4. Access to Information and Independent Advice

4.1 The Committee has the authority to seek any information it requires from any employee or entity of Inventis Ltd.

4.2 The Committee is authorised to obtain independent professional advice at the Company's expense, as considered necessary to assist in fulfilling its relevant duties and responsibilities. The Company shall pay all administrative expenses of the Committee, incurred in fulfilling its duties and responsibilities.

5. Review and Assessment

5.1 The Board shall assess periodically the effectiveness of the Committee with a view to ensuring that its performance accords with best practice.



5.2 The Committee will from time to time review the Charter to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of Inventis and the Committee.