



INVENTIS LIMITED

ABN: 40 084 068 673 | ASX: IVT

Unit 4, 2 Southridge Street  
Eastern Creek, NSW, 2766

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[www.inventis.com.au](http://www.inventis.com.au)

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## ANNOUNCEMENT TO THE ASX – 16 December 2019

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### **Inventis Limited [ASX: IVT] – Notice of Extraordinary General Meeting/Proxy Form**

Herewith is attached the Notice of Extraordinary General Meeting and Proxy Form for the meeting dated 17 January 2020.

This letter will be sent to all Shareholders on 17 December 2019.

By order of the Board

Chantelle Knight  
Co - Company Secretary.

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TIME:** 10.00 AM

**DATE:** 17 January 2020

**PLACE** Unit 4, 2 Southridge Street, Eastern Creek, NSW 2766.

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.

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

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

10AM (AEDT) on **Friday 17 January 2020** at the Company's offices Unit 4, 2 Southridge Street, Eastern Creek, NSW 2766.

### Voting Is Important

The business of the Meeting affects your shareholding and your vote is important.

### Voting In Person

To vote in person, attend the EGM 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 by the time and in accordance with the instructions set out on the Proxy Form:

- post to Inventis Limited, PO Box 40, Mt Druitt NSW 2770 (Attn: Alfred Kobylanski/Chantelle Knight); or
- send by email to Company Secretary at [Companysecretary@inventis.com.au](mailto:Companysecretary@inventis.com.au)

so that it is received not later than 10AM (AEDT) on **15 January 2020**.

**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 **16 January 2020**.

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of Inventis Limited will be held at 10AM (AEDT) on **Friday 17 January 2020** at the Company's offices at Unit 4, 2 Southridge Street, Eastern Creek, NSW 2766.

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.

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## AGENDA

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### A. ORDINARY RESOLUTIONS

#### **RESOLUTION 1- APPROVAL OF THE ISSUE OF SHORTFALL SHARES TO INNOVATIVE MANAGEMENT PTY LTD (ACN 074 754 546) AS TRUSTEE FOR THE THN SUPERANNUATION FUND**

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 50,000,000 Shortfall Shares at an exercise price of \$0.004 per Shortfall Share to Innovative Management Pty Ltd as trustee for the THN Superannuation Fund as described in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the resolution by or on behalf of

- Innovative Management Pty Ltd (ACN 074 754 546) as trustee for the THN Superannuation Fund; or
- an Associate of that person, which includes Mr Tony Noun.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

#### **RESOLUTION 2- APPROVAL OF THE ISSUE OF SHORTFALL SHARES TO STARBALL PTY LTD (ACN 004 001 638)**

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 14,880,162 Shortfall Shares to Starball Pty Ltd at an exercise price of \$0.004 per Shortfall Share as described in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Starball Pty Ltd; or
- an Associate of that entity, which includes Anthony Mankarios.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

**RESOLUTION 3- APPROVAL OF THE ISSUE OF SHORTFALL SHARES TO AUSTRALIAN PERPETUAL PROPERTIES PTY LTD (ACN 134 730 957)**

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 18,764,275 Shortfall Shares to Australian Perpetual Properties Pty Ltd at an exercise price of \$0.004 per Shortfall Share as described in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Australian Perpetual Properties Pty Ltd; or
- an Associate of that entity, which includes Anthony Mankarios.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

**RESOLUTION 4 - APPROVAL OF THE ISSUE OF SHORTFALL SHARES TO BOBBIN ED PTY LTD (ACN 079 243 708)**

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 25,000,000 Shortfall Shares to Bobbin Ed Pty Ltd at an exercise price of \$0.004 per Shortfall Share as described in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Bobbin Ed Pty Ltd; or
- an Associate of that Person, including Peter Bobbin.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting 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.

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All Resolutions sought pursuant to the ASX Listing Rules will be decided on a poll rather than by a show of hands.

**B. GENERAL BUSINESS**

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

**By Order of the Board**



**Alfred Kobylanski**  
**Company Secretary**

17 December 2019

## EXPLANATORY MEMORANDUM

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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.

All Resolutions sought pursuant to the ASX Listing Rules will be decided on a poll rather than by a show of hands.

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### BACKGROUND INFORMATION FOR THE RESOLUTIONS

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#### (a) General

On 4 November 2019, the Company announced that it was conducting a Rights Issue ("**Announcement**") entitling Shareholders to subscribe for one (1) Share for every three (3) Shares held by them at an exercise price of \$0.004 ("**Exercise Price**").

As noted in the Announcement, the total number of Shares to be issued under the Rights Issue was 234,216,456 Shares and that if all participating Shareholders took up their rights, then the Company would raise the sum of \$936,865.83.

On 18 November 2019 the Company announced that the time for accepting the offer to participate in the Rights Issue ("**Offer**") was extended to 28 November 2019. The Offer has now closed.

As noted in the Announcement, if Shareholders did not take up all of their rights pursuant to the Rights Issue then this would lead to a "Shortfall" and, in such case, the Board could reserve its rights to issue Shares to make up the Shortfall, as it sees fit, subject to applicable legislation ("**Shortfall Shares**").

At the date of this Notice, the Company has issued 93,221,766 Shares and has raised the sum of \$372,887.09 pursuant to the Offer. This has left a Shortfall of 140,994,685 Shares and a cash shortfall of \$563,978.74. ("**Company Shortfall**").

The Board is seeking to fulfil the Company Shortfall under the Offer.

#### (b) Proposed issue of Shortfall Shares to Associates of the Directors in respect to the Company Shortfall

- (1) Innovative Management Pty Ltd (ACN 074 754 546) as Trustee for the THN Superannuation Fund ("**THN**"), being an Associate of Mr Tony Noun, the Chairman and Director of the Company wishes to acquire 50,000,000 of Shortfall Shares in consideration of \$200,000.00 at the Exercise Price.
- (2) Starball, being a company controlled by a Director, Anthony Mankarios has lent to the Company the sum of \$59,520.65 at no interest ("**Starball Debt**"). The Starball Debt is reported in the audited accounts of the Company. The Board and Starball have agreed that the entire Starball Debt be converted into 14,880,162 of Shortfall Shares at the Exercise Price.
- (3) Australian Perpetual Properties Pty Ltd ("**APP**"), being a company associated with a Director, Anthony Mankarios wishes to acquire 18,764,275 of Shortfall Shares in consideration of \$75,057.10 at the Exercise Price.
- (4) Bobbin ED Pty Ltd ("**Bobbin**"), being a company associated with a Director, Peter Bobbin wishes to acquire 25,000,000 Shortfall Shares in consideration of \$100,000.00 at the Exercise Price.

If Shareholder approval is given to each Resolution, then the impact on the Company's capital structure will be as follows:

- (A) THN's and its Associates shareholding in the Company will increase from 10.4% to 14%;
- (B) Starball, APP and their Associates shareholding in the Company will increase from 9.14% to 11.4%; and
- (C) Bobbin and its Associates shareholding in the Company will decrease from 30.6% to 28.6%.

#### (c) Approval Sought

The Company is seeking Shareholder approval to the issue of Shortfall Shares to THN, Starball, APP and Bobbin in accordance with ASX Listing Rule 10.11 and for all other purposes.

## **(1) Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

### **(i) Related Party considerations**

The following statements are made for the purposes of RG 76.

#### *(i) the value and nature of the financial benefit;*

*Resolution 1* 50,000,000 Shortfall Shares - value \$200,000.00

*Resolution 2* 14,880,162 Shortfall Shares - value \$59,520.65

*Resolution 3* 18,764,275 Shortfall Shares - value \$75,057.10

*Resolution 4* 25,000,000 Shortfall Shares - value \$100,000

#### *(ii) the nature of the relationship;*

The issue of the Shortfall Shares constitutes giving a financial benefit to THN, Starball, APP and Bobbin as they are Related Parties of the Company given that:

(i) THN is an entity controlled by Mr Noun, who is a Director and

(ii) Starball and APP are controlled by Mr Mankarios, who is a Director; and

(iii) Bobbin is controlled by Mr Bobbin, who is a Director

#### *(iii) whether the arrangement is on arm's length terms, is reasonable remuneration, some other Ch 2E exception applies or we have granted relief;*

The Board considers that the issue of the Shortfall Shares as described in the Notice are on arm's length within the meaning of section 210 of the Corporations Act given the Shortfall Shares are being issued at the Exercise Price

#### *(iv) the risks associated with the Related Party arrangement;*

Risks in such arrangements include the power or opportunity of a Related Party to influence the decision making of non-interested directors to the detriment of the interests of members of the entity as a whole.

#### *(v) the existence of any policies and procedures in place for entering into Related Party transactions;*

The Board has adopted a Related Party Policy which in part includes a prohibition of an interested Director who has a material personal interest to participate in voting whether at meeting or circular resolution where such interest is involved.

Such policy extends to Board committee meetings (if applicable). The Company has also adopted a Corporate Governance Charter which includes a duty to avoid conflicts. Non interested directors are required to exercise special vigilance and to make an independent assessment and seek advice from management, if and where applicable, in respect of the subject proposal. The then Board complied with such policy when proposing to issue the Shortfall Shares. Each Director did not vote nor was he present when the Board resolved to issue the Shortfall Shares to that Director's associated entity.

#### *(vi) Directors interest in the outcome*

Directors did not have a personal interest in the outcome of the issue of Shortfall Shares to Associates of other Directors.

## **(II) Section 210 - Arm's length terms- an exception**

Section 210 of the Corporations Act provides that Shareholder “*approval is not needed to give a financial benefit on terms that:*

- (a) *would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or*
- (b) *are less favourable to the related party than the terms referred to in paragraph (a).*

The Board has considered Chapter 2E of the Corporations Act and, as the Shortfall Shares are being issued at the same Exercise Price under the Rights Issue, it has determined that the issue of the Shortfall Shares are on terms that are reasonable in the circumstances if the Company and the persons to be issued the Shortfall Shares were dealing at arm's length so that Shareholder approval is **not** required by Chapter 2E.

### **(2) ASX Listing Rules**

#### **(i) ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a Related Party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Shortfall Shares involves the issue of securities to a Related Party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception in Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

However, the Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of shareholders under Listing Rule 10.11

Resolutions 1 - 4 seeks the required shareholder approval to issue under and for the purposes of Listing Rule 10.11

If Resolutions 1 -4 is passed, Inventis Limited will be able to proceed with the issue and provide additional working capital for the Group.

If Resolutions 1 - 4 is not passed, Inventis Limited will not be able to proceed with the issue and working capital will become severely constrained in the short term.

#### **(ii) ASX Listing Rule 10.12**

ASX Listing Rule 10.12 provides an exception for the requirement of Shareholder approval in relation to the issue of Shares issued pursuant to a pro rata rights issue. However, this exception **does not** apply to the issue of Shortfall Shares issued to a Director.

### **(iii) 14.4 Technical information required by ASX Listing Rule 10.11**

Pursuant to and in accordance with ASX Listing Rule 10.13, the information below is provided in relation to the issue of the Shortfall Shares:

#### **(A) Name of person(s) receiving securities**

<i>Resolution 1</i>	Innovative Management Pty Ltd (ACN 074 754 546) as Trustee for the THN Superannuation Fund
<i>Resolution 2</i>	Starball Pty Ltd
<i>Resolution 3</i>	Australian Perpetual Properties Pty Ltd
<i>Resolution 4</i>	Bobbin ED Pty Ltd



**(B) Maximum number of Shortfall Shares to be issued**

Resolution 1	50,000,000 Shortfall Shares
Resolution 2	14,880,162 Shortfall Shares
Resolution 3	18,764,275 Shortfall Shares
Resolution 4	25,000,000 Shortfall Shares
<b>Totalling</b>	108,644,437 representing 77% of the Company Shortfall

**(C) Date for issue of Shortfall Shares**

The Shortfall Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). It is intended that allotment will occur on the same date and as soon as practicable following the Meeting;

**(D) If a person is not a Director state the relationship**

- (i) THN is an entity controlled by Mr Tony Noun, who is Director.
- (ii) Starball and APP are controlled by Mr Anthony Mankarios, who is Director; and
- (iii) Bobbin is controlled by Mr Peter Bobbin, who is a Director

The above persons are relevant persons for which approval is required for the purpose of Listing Rule 10.11.1.

**(E) The issue price and terms of issue of the Director Shares**

The Shortfall Shares are being issued at the Exercise Price.

**(F) Intended use of funds**

Funds raised from the issue of the Shortfall Shares will be used for working capital of the Company

**(iv) ASX listing Rule 7.1**

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the Shortfall Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shortfall Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

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**RESOLUTION 1 – Approval for the issue of 50,000,000 Shortfall Shares to Innovative Management Pty Ltd (ACN 074 754 546) as Trustee for the THN Superannuation Fund (“THN”)**

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**Approval sought**

Shareholder approval for the issue of 50,000,000 Shortfall Shares to THN.

**Directors' Recommendation**

The Directors (except Mr Noun) recommend that non-associated Shareholders vote in favour of Resolution 1.

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**RESOLUTION 2- Approval for the issue of 14,880,162 Shortfall Shares to Starball Pty Ltd**

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**Approval sought**

Shareholder approval for the issue of 14,880,162 Shortfall Shares to Starball.

**Directors' Recommendation**

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

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**RESOLUTION 3- Approval for the issue of 18,764,275 Shortfall Shares to Australian Perpetual Properties Pty Ltd (“APP”)**

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**Approval sought**

Shareholder approval for the issue of 18,764,275 Shortfall Shares to APP

**Directors' Recommendation**

The Directors (except Mr Mankarios) recommend that non-associated Shareholders vote in favour of Resolution 3.

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**RESOLUTION 4- Approval for the issue of 25,000,000 Shortfall Shares to Bobbin Ed Pty Ltd (“Bobbin”)**

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**Approval sought**

Shareholder approval for the issue of 25,000,000 Shortfall Shares to Bobbin.

**Directors' Recommendation**

The Directors (except Mr Bobbin) recommend that non-associated Shareholders vote in favour of Resolution 4.

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## GLOSSARY

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**\$** means Australian dollars

**Announcement** means the Company's announcement to the market on 4 November 2019 that it was conducting the Right Issue.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the same meaning give to tis term as in Division 2 of the Corporations Act.

**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.

**Bobbin** means Bobbin Ed Pty Ltd (ACN 079 243 708).

**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).

**Company Shortfall** means a shortfall of 140,994,685 Shares following the conduct of the Company's Rights Issue as described in the Announcement.

**Constitution** means the Constitution of the Company as at the date of the Notice.

**Corporations Act** means the Corporations Act 2001 (Cth).

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

**EGM, Extraordinary General Meeting or Meeting** means the General Meeting of the Company's Shareholders to be held on Friday 17 January 2020 as convened by the Notice.

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

**Exercise Price** means price of \$0.004 per Shortfall Share.

**Financial Year** means 30 June.

**Notice or Notice of Meeting** means this Notice of the Extraordinary General Meeting giving notice to Shareholders of the EGM 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.

**Resolution** means the resolution set out in the Notice of the EGM.

**Rights Issue** means the rights issue carried out by the Company as announced to the market on 1 November 2019.

**Starball** means Starball Pty Ltd (ACN 004 001 638).

**Share** means a fully paid ordinary share in the capital of the Company and having all rights attached to such share.

**Shareholder** means a holder of a Share.

**THN** means Innovative Management Pty Ltd (ACN 074 754 546) as trustee for the THN Superannuation Fund.

**Shortfall Share** means a Share comprising the Company Shortfall.

**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)**

**MEETING PROXY FORM**

**Member Details**

Name:

Address:

Contact 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 EGM of Inventis Limited to be held at 10.00 am (AEDT) on **Friday 17 January 2020** at the Company's offices Unit 4, 2 Southridge Street, Eastern Creek, NSW 2766 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.

**Ordinary Resolution**

Resolution 1. Approval for the issue of Shortfall Shares to THN

For      Against      Abstain

☐☐☐

**Ordinary Resolution**

Resolution 2. Approval for the issue of Shortfall Shares to Starball

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**Ordinary Resolution**

Resolution 3. Approval for the issue of Shortfall Shares to APP

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**Ordinary Resolution**

Resolution 4. Approval for the issue of Shortfall Shares to Bobbin

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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\_\_%

PLEASE SIGN HERE

Individual or Member 1

Sole Director and  
Sole Company  
Secretary

Member 2

Director  
Secretary

Member 3

Director/Company

For personal use only

**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 (AEDT) on 16 January 2020.

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. Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

**8. 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 Alfred Kobylanski); or
- send by email to Company Secretary at [Companysecretary@inventis.com.au](mailto:Companysecretary@inventis.com.au)

so that it is received not later than 10.00am (AEDT) on 15 January 2020

**Proxy Forms received later than this time will be invalid.**

Signed by Authorised Representative