



INVENTIS LIMITED

ABN: 40 084 068 673 | ASX: IVT

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

PO Box 40 Mt Druitt NSW 2770, Australia

phone: +61 2 8808 0400

fax: +61 2 9620 1582

email: info@inventis.com.au

www.inventis.com.au

ANNOUNCEMENT TO THE ASX – 27 October 2020

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 virtual meeting dated 27 November 2020.

This letter has been sent to all Shareholders on 27 October 2020.

By order of the Board

Alfred Kobylanski
Company Secretary.

ONLY
USE
PERSONAL
FOR

INVENTIS LIMITED
(ABN 40 084 068 673)

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 AM

DATE: 27 November 2020

PLACE To be held (virtually) via a live ZOOM webcast.

HEAD OFFICE CONTACTS

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

EMAIL: CompanySecretary@inventisgregory.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

With the current restrictions on indoor gatherings and travel imposed by governments, our 2020 Annual General Meeting (AGM) to which this Notice of Meeting relates will be held online (virtually) at 10AM (AEDT) on **Friday 27 November 2020**.

On behalf of the Board, I invite you to attend our virtual 2020 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://zoom.us/meeting/register/tJYrcu6ggD4qE90KLZI-rxzyFJI8U3bWCqzA>

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 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 2020** 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@inventisgregory.com.au

Proxy Forms received later than this time will be invalid.

We encourage all Shareholders to cast proxy votes and to lodge any questions in respect to the AGM resolutions ahead of the meeting by emailing Company Secretary at CompanySecretary@inventisgregory.com.au

Lodging questions and casting your proxy ahead of the meeting will not prevent you from attending online.

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 26 November 2020.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Inventis Limited will be held at 10AM (AEDT) on **Friday 27 November 2020** virtually via a live ZOOM webcast.

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 REPRT

Adoption of 2020 Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2020 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 2020 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 2020.”

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:

- (a) Directors of the Company and key management personnel during the 2020 Financial Year (“**KMP**”); and
- (b) 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.

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.”

RESOLUTION 3- APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd of Level 11, 1 Margaret St, Sydney NSW 2000 having been nominated by a shareholder/member and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a 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 (**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.

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

27 October 2020

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 2020 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 2020. 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 2020 Remuneration Report is sought for the purposes of.

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

Background

Mr Peter Bobbin has practiced as a solicitor for more than 32 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 2020) and is now a principal lawyer at Coleman Greig. He is also a founding director of Future2 Foundation, a registered Australia-wide charity.

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 but offers himself up for re-election in accordance with the Constitution.

Mr Bobbin offers himself for re-election

Directors' Recommendation

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

RESOLUTION 3 – Appointment of Auditor

As announced on the 29th September 2020, BDO Audit Pty Ltd (“BDO Audit”) was appointed auditor of the Company following the resignation of BDO East Coast Partnership (“BDO ECP”) and ASIC’s consent to the resignation in accordance with s329(5) of the Corporations Act 2001 (“the Act”).

The change of auditor arose as a result of BDO ECP restructuring its audit practice to provide for audits to be conducted by BDO Audit, an authorised audit company, rather than by BDO ECP.

As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company’s next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated BDO Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

BDO Audit has provided the Company with its written consent to act, subject to shareholders’/members’ approval being granted, as the Company’s auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint BDO Audit as the Company’s auditor and shareholders’/members’ approval is sought to that appointment.

Approval sought

Shareholder approval for the appointment of BDO as Auditor

Directors’ Recommendation

The Directors recommend that non-associated Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars

AGM, Annual General Meeting or Meeting means the Annual General Meeting of the Company's Shareholders to be held on Friday 27 November 2020 for the 2020 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).

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.

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.

Option means an option to acquire a Share.

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 AGM.

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.

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

[Empty box for name of appointed proxy]

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 **10.00 am (AEDT) on Friday 27 November 2020 (virtually) via a live ZOOM webcast** 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 and undirected proxies.

Ordinary Resolution

Resolution 1. Approval for the Remuneration Report

For Against Abstain

Ordinary Resolution

Resolution 2. Approval for re-election of Mr Peter Bobbin

Ordinary Resolution

Resolution 3. Appointment of Auditor

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 ___%

SIGN

Individual or Securityholder 1
[Signature box]

Securityholder 2
[Signature box]

Securityholder 3
[Signature box]

Individual/Sole Director and Sole Company Secretary

Director

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 26 November 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. 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@inventisgregory.com.au
- so that it is received not later than 10.00am (AEDT) on 25 November 2020.

Proxy Forms received later than this time will be invalid.

FOR PERSONAL USE ONLY

**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:

_____ ACN _____
(Insert Company Name)

(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 **10.00 am (AEDT) on Friday 27 November 2020 (virtually) via a live ZOOM webcast** and at any adjournment of that meeting arising from the General Meeting.

Dated this day of 2020

Executed by:

(Insert Company Name)

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

Director

Director/Secretary

Name of Authorised Representative

Signed by Authorised Representative

ANNEXURE A - NOMINATION OF BDO AUDIT PTY LTD. AS AUDITORS

22 October 2020

The Directors

Inventis Limited Pty Ltd
Unit 4,2 Southridge St,
Eastern Creek NSW 2766

Dear Directors

The undersigned being a member of Inventis Limited Pty Ltd hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Alfred Kobylanski