



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 9631 2488  
email: info@inventis.com.au

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

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## ANNOUNCEMENT TO THE ASX – 26 October 2021

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### **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 26 November 2021.

This letter has been sent to all Shareholders on 26 October 2021.

Yours faithfully

Chantelle Knight  
Co-Company Secretary

For personal use only

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

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00 AM

**DATE:** 26 November 2021

**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](mailto: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.

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

With the current restrictions on indoor gatherings and travel imposed by governments, our 2021 Annual General Meeting (**AGM**) to which this Notice of Meeting relates will be held online (virtually) at 10AM (AEDT) on Friday 26 November 2021.

On behalf of the Board, I invite you to attend our virtual 2021 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/tZEkce6rrjqwH9L3TB7QmLxWBbA2iRi1meyc>

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 24 November 2021 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](mailto: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](mailto:CompanySecretary@inventisgregory.com.au)

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

### 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 **24 November 2021** 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](mailto:CompanySecretary@inventisgregory.com.au)

### 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 25 November 2021.

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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 26 November 2021** 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.

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## AGENDA

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### A. TABLING OF ANNUAL FINANCIAL REPORT

#### Adoption of 2021 Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2021 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 2021 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 2021.”*

**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 2021 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 TONY NOUN

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 Noun, who retires as a Director and Chairman of the Company and offers himself for re-election, approval is given for Mr Noun to be re-elected as a Director and Chairman as described in the Explanatory Statement accompanying this Notice.”*

### RESOLUTION 3- APPROVAL OF THE ISSUE OF OPTIONS TO STARBALL PTY LTD

*“That, approval be given to the issue of Options to Starball Pty Ltd 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:

- Mr Anthony Mankarios; or
- any Associates of Mr Anthony Mankarios.

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;
- 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;
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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### 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**  
26 October 2021

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## EXPLANDORTY MEMORANDAUM

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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.

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### RESOLUTION 1- Adoption of the 2021 Remuneration Report

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The Remuneration Report forms part of the Directors' Report, and is included in the Company's Annual Report for the year ended 30 June 2021. 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 2021 Remuneration Report is sought for the purposes of.

#### Directors' Recommendation

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

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### RESOLUTION 2 – Approval for Re-Election of Director – Mr Tony Noun

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#### Background

Mr Tony Noun was originally appointed as a director on 31 August 2005. Since then, Mr Noun has contributed greatly to the Company and continues to do so. Mr Noun is the Chairman of the Company

Mr Noun has more than 25 years professional and commercial experience with a proven 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 the Company.

Mr Noun 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, manufacturing as well as sales and marketing.

#### Approval sought

Shareholder approval for the re-election of Mr Tony Noun as a Director and Chairman, 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 Noun 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 Noun offers himself for re-election

#### Directors' Recommendation

The Directors (excluding Mr Noun) recommend that non-associated Shareholder's vote in favour of Resolution 2.

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## RESOLUTION 3 – Approval of the Issue of Options to Starball Pty Ltd (“Starball”)

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### Background

On 25 October 2019, the Company and Starball signed a Service Agreement under which Starball agreed to provide managing director services to the Company via its key person, Mr Anthony Mankarios (“**Service Agreement**”). The Service Agreement was approved by Shareholders on 29 November 2019 at the Company’s 2019 AGM.

In consideration for performing the Services, Starball is entitled to the sum of \$205,200.00 per annum plus GST (“**Service Fee**”) as from 25 October 2019. The parties acknowledge and agree that the Service Fee is below market rates.

At an Extraordinary Meeting of the Shareholders on 26 July 2021 (“**July Meeting**”), the Shareholders approved the issue of 1,760,000 Contractor Options to Starball at an exercise price of \$0.06 per Option, post Consolidation, to be exercised by 26 July 2024. At this time, Starball has not converted any of these Contractor Options into Shares.

To retain the services of Starball and Mr Mankarios and to help bridge the gap between current market rates determined, the Board has resolved to issue 2,000,000 Options to Starball (“**Starball Options**”) on the following terms, subject to Shareholder approval as follows:

- (a) Starball Options:
- (i) Under the first Starball Option, the Company shall issue 666,666 Options to Starball at an exercise price of \$0.13 per Option to be exercised by no earlier than 12 months from the date of this Meeting being **26 November 2022** and by **no later than 26 November 2023** (“*First Starball Option*”).
  - (ii) Under the second Starball Option, the Company shall issue Starball 666,666 Options at an exercise price of \$0.13 per Option to be exercised by no earlier than 24 months from date of this Meeting being **26 November 2023** and by **no later than 26 November 2024** (“*Second Starball Option*”).
  - (iii) Under the third Starball Option, the Company shall issue Starball 666,666 Options at \$0.13 to be exercised no earlier than 36 months from date of this Meeting being **26 November 2024** and by **no later than 26 November 2025** (“*Third Starball Option*”).
- (b) Other conditions as to the Starball Options include:
- (i) The issue price for the Starball Options is NIL
  - (ii) All Starball Options will be issued at the same time.
  - (iii) If a Starball Option is not exercised by the required deadline, then it will automatically lapse.
  - (iv) It is a condition to the exercise of a Starball Option that the Compound Growth in the Company’s share price on the ASX is equal to or greater than 12% per annum during the period prior to the time of exercise of the option.
  - (v) The Starball Options are issued in accordance with the Company’s ESOP.
  - (vi) Conversion of any Starball Options may require separate Shareholder approval, subject to the Listing Rules.

The funds raised from the issue of the Starball Options will be applied for working capital of the Company.

Shareholder approval is sought to issue 2,000,000 Options to Starball.

## Legal Considerations

Mr Anthony Mankarios and his wife, Chiara Mankarios, are the directors and shareholders of Starball.

As a result, Starball is a Related Party of the Company by virtue of section 228(4) of the Corporations Act given Starball is controlled by Mr. Mankarios.

Shareholder's ought to be aware of applicable law relating to agreements between the Company and its Related Parties which is set out below.

### (A) Applicable Law

#### **Corporations Act**

##### **(i) Section 208 of the Corporations Act**

Section 208 provides that 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:

(a) the public company or entity must:

- (i) obtain the approval of the public company's members in the way set out in sections 217 to 227; and
- (ii) give the benefit within 15 months after the approval; or

(b) the giving of the benefit must fall within an exception set out in sections 210 to 216".

When assessing proposed Related Party Transactions with the Company, the Board has assessed whether an exception exists or otherwise. Sections 210 and 211 are relevant to the Company's circumstances.

##### **(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).

##### **(iii) RG 76**

RG 76 sets out ASIC's guidance to promote better disclosure and governance for Related Party transactions.

RG 76.64 refers to certain case law which indicates that in determining the objective standards that would characterise arm's length terms, courts should consider the transaction terms that would result if:

- (a) the parties to the transaction were unrelated in any way (e.g., financially, or through ties of family, affection or dependence);
- (b) the parties were free from any undue influence, control or pressure;
- (c) through its relevant decision-makers, each party was sufficiently knowledgeable about the circumstances of the transaction, sufficiently experienced in business and sufficiently well advised to be able to form a sound judgement as to what was in its interests; and
- (d) each party was concerned only to achieve the best available commercial result for itself in all the circumstances ("**Criteria**").

##### **(iv) Section 211 of the Act**

Section 211 of the Act states that Shareholder "approval is not needed to give a financial benefit if:

- (a) the benefit is remuneration to a related party as an officer or employee of the following:



- (i) *the public company;*
- (ii) *an entity that the public company controls;*
- (iii) *an entity that controls the public company;*
- (iv) *an entity that is controlled by an entity that controls the public company; and*
- (b) *to give the remuneration would be reasonable given:*
- (i) *the circumstances of the public company or entity giving the remuneration; and*
- (ii) *the related party's circumstances (including the responsibilities involved in the office or employment)."*

**(v) Listing Rules**

Listing Rule 10.11 provides that a company cannot issue equity securities to a Related Party, such as a director, which includes shares or options without the approval of the company's shareholders, unless an exception exists in Listing Rule 10.12.

Listing Rule 10.12 provides certain exceptions to Listing Rule 10.11. In particular, exception 4A provides that a grant of options or other rights to acquire securities under an employee incentive scheme where the securities to be acquired on the exercise of the options or in the satisfaction of the rights are required by the terms of the scheme to be purchased on-market.

Listing Rule 10.14 states that an entity must not permit a Related Party or an Associate of that Related Party to acquire shares or options under an employment incentive scheme without shareholder approval.

For the purposes of this Listing Rule, details of any securities issued under the ESOP will be published in each annual report of the Company relating to the period in which the securities have been issued and that approval was obtained under Listing Rule 10.14.

Any additional persons who become entitled to participate in the employee incentive scheme after the resolution was approved and who were not named in the notice of meeting will not participated until approval is obtained under listing rule 10.14.

Listing Rule 10.14 states that an entity must not permit a director of the Company or his or her associate or a person whose relationship with the Company or a person referred to in Rules 10.14.1 or 10.4.2 is in the opinion of ASX such that approval should be obtained, to acquire securities under an employment incentive scheme without shareholder approval.

Listing Rule 10.14 provides that the notice of meeting to obtain approval must comply with either Rule 10.15 of 10.15A.

Listing Rule 10.15 sets out the requirements for the notice of meeting under Rule 10.14 as follows:

LR10.15.1 Name of the Person.

**Starball Pty Ltd**

LR10.15.2 Which category in rules 10.14.1 – 10.14.3 does the person fill within and why.

**The applicable category is LR 10.14. 2.**

**Starball is controlled by Mr Mankarios who is a director of Starball and the Company, and as a result Starball is an Associate of Mr Mankarios.**

LR10.15.3 The number and class of securities proposed to be issued to the person under the scheme for which approval is being sought.

**2,000,000 Options**

LR10.15.4 Details of the Director's current total remuneration package.

**Starball Pty Ltd, being an Associate of Mr Mankarios, has a Service Agreement with the Company to provide directors services by Mr Mankarios to the Company. Under this Agreement, Starball is entitled to:**

- (i) **Service Fee payable \$205,200.00 per annum plus GST, which is subject to annual review. The Service Fee shall be increased each year by CPI (All Groups).**
- (ii) **No other Remuneration**

LR10.15.5 The number of securities that have previously been issued to Starball under the ESOP and the average acquisition price (if any) paid by Starball for those securities.

**1,760,000 Contractor Options at an exercise price of \$0.06 per Option as approved at the July Meeting.**

LR10.15.6 If the securities are not fully paid ordinary paid securities:

- a summary of the material terms of the securities;

**The issue price for each Starball Option is NIL while the exercise price for each Starball Option \$0.13**

As to the:

- (a) First Starball Option, the Company shall issue 666,666 Options to Starball at an exercise price of \$0.13 per Option to be exercised by no earlier than 12 months from the date of this Meeting being **26 November 2022** and by **no later than 26 November 2023**;
- (b) Second Starball Option, the Company shall issue Starball 666,666 Options at an exercise price of \$0.13 per Option to be exercised by no earlier than 24 months from date of this Meeting being **26 November 2023** and by **no later than 26 November 2024**; and
- (c) Third Starball Option, the Company shall issue Starball 666,668 Options at \$0.13 to be exercised no earlier than 36 months from date of this Meeting being **26 November 2024** and by **no later than 26 November 2025**.

It is a condition to the exercise of a Starball Option that the Compound Growth in the Company's share price on the ASX is equal to or greater than 12% per annum during the period prior to the time of exercise of the option.

- an explanation why that type of security is being used; and

**To retain the services of Starball and Mr Mankarios and to help bridge the gap between current market rates determined, and for the Company to benefit from the exercise fee.**

- the value the entity attributes to that security and its basis

**The 2,000,000 Options represent a value of \$260,000. The exercise price for these Options was determined having regard to the Company's Share price as at the date of this Notice.**

LR10.15.7 The date or dates on or by which the entity will issue the securities to the person under the scheme which can't be more than 3 years after the date of the meeting.

**The Options shall be issued within 1 month of the date of this Meeting, being 26 December 2021, subject to Shareholder approval.**

LR10.15.8 The price at which the entity will issue the securities to the person under the scheme.

**The exercise price for the Options is \$0.13 per Option.**

LR10.15.9 A summary of the material terms of the scheme.

**Please refer to Annexure A of this Notice for a summary of the material terms of the Company's ESOP.**

LR10.15.10 A summary of the material terms of any loan that will be made to the person in relation to the acquisition.

**No loan is being provided to Starball to acquire the Shares the subject of the Starball Options.**

LR15.10.11 Statement

**Details of any securities issued under the ESOP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing rule 10.14.**

**Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after this Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.**

LR15.10.12 A voting exclusion statement

**A voting exclusion statement is contained this Notice.**

**(B) Related Party considerations**

The following statements are made for the purposes of RG 76.103, RG148 and ASIC RG 228.134:

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

The value of the Options is \$260,000.00

*(ii) the nature of the relationship;*

Mr Mankarios has been a Director of the Company since 9 July 2013. He and his wife, Chiara Mankarios, are the sole directors and shareholders of Starball.

As a result, Starball is a Related Party of the Company by virtue of section 228(4) of the Corporations Act given it is controlled by Mr Mankarios.

*(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 (excluding Mr Mankarios) considers that the issue of Options is on arm's length within the meaning of section 210 of the Corporations Act and meets the criteria set out in section 211 of the Corporations Act having regard to his role as managing director of the Company, being a listed company.

The Board is sufficiently knowledgeable and experienced to have formed a sound judgment in respect of the terms of the Service Agreement based on comparable terms in the industry and having regard to the services being performed. The Company has a thin management structure and the services provided by Starball are fundamental for the Company at this time.

The Board considers that the Criteria was not offended in respect to the circumstances surrounding the negotiation and execution of the Service Agreement

*(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.

Subject to passing Resolution 3, Mr Mankarios and his Associates; Shareholdings will be as set out in the below table (assuming all Options were exercised, and no other Shares issued):

Description	Total Shares	Voting Power
<i>Mr Mankarios &amp; Associates current Shares in the Company</i>	8,071,075	12.93%
<i>Mr Mankarios &amp; Associates Shares in the Company if Resolution 3 is passed and all Starball Options were converted to Shares</i>	10,071,075	15.64%
<i>Mr Mankarios &amp; Associates Shares in the Company post conversion of 1,760,000 Contractor Options approved at the July Meeting, and if Resolution 3 is passed and all Starball Options were converted to Shares</i>	11,831,075	17.88%

(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 Board has complied with such policy when considering the Amendment. Mr Mankarios did not vote nor was he present when the Board resolved to agree to the issue of the Starball Options.

(vi) *Directors interest in the outcome*

Save for Mr Mankarios (who did not vote on the matter), no other Director has a personal interest in the outcome of the issue of the Starball Options.

Listing Rule 14.1A states that a notice of meeting which contains a resolution seeking approval of security holders under the listing rules must summarise the relevant rule and what will happen if security holders give, or do not give, that approval.

For the purposes of this Listing Rule, if Resolution 3 is passed the Company will issue 2,000,000 Options to Starball ("**Starball Options**") on the above terms under **LR 10.14. 2**.

If Resolution 3 is not passed, no Options will be issued to Starball.

**Summary**

The Board has determined that the Issue of Options to Starball Pty Ltd falls within the exceptions under section 210 and 211 of the Corporations Act.

**Approval sought**

Shareholder approval for the issue of Options to Starball Pty Ltd is sought.

**Directors' Recommendation**

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

## GLOSSARY

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**\$** means Australian dollars

**AGM, Annual General Meeting or Meeting** means the Annual General Meeting of the Company's Shareholders to be held on Friday 26 November 2021 for the 2021 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).

**Compound Growth** means the compound annual growth rate (**CAGR**) is the [rate of return \(RoR\)](#) that would be required for an investment to grow from its beginning balance to its ending balance, assuming the profits were reinvested at the end of each period of the investment's life span as determined using the following formula:

$$CAGR = \left( \frac{EV}{BV} \right)^{\frac{1}{n}} - 1$$

where:

*EV* = Ending Value

*BV* = Beginning value

*n* = Number of years

**Consolidation** means the consolidation of the Company's Shares and Options as approved by Shareholders at the July Meeting.

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

**Contractor Options** means those Options approved to be issued to Starball at the July Meeting.

**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.

**July Meeting** means the Extraordinary Meeting of Shareholders convened by the Company on 26 July 2021.

**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.

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

**Starball Options** means the proposed Options to be issued to Starball, as described in Resolution 3, subject to Shareholder approval

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

For personal use only

## **ANNEXURE A**

### **SUMMARY OF MATERIAL TERMS OF THE COMPANY'S ESOP**

The Company sets out a summary of the material terms of the ESOP as follows:

#### **A. Eligibility**

**An Eligible Person** means a member of the Board, an entity controlled by a member of the Board, his or her Nominee or any person considered by the Board to be an employee or an associate of an employee (including past or prospective employees) of the Company or a Subsidiary of the Company, and expressly including any person considered by the Board:

- (a) to be an employee of the Company or any other entity in the Group, including without limitation all executive and non-executive directors, for the purposes of the proposed Division 83A of the Income Tax Assessment Act 1997; or
- (b) to be a person the Board considers to be a permanent employee of the Company or any other entity in the Group for the purposes of the proposed Division 83A of the Income Tax Assessment Act 1997; or,
- (c) an associate of an employee of the Company within the meaning of the proposed section 83A-305 of the Income Tax Assessment Act 1997; or
- (d) to be a person that falls within column 1 of the table of the proposed section 83A-325 of the Income Tax Assessment Act 1997,

#### **B. Exercise Price**

The exercise price of each Option is to be such price as determined by the Board in its discretion when granting the Option.

#### **C. Cessation of membership or employment or death**

If a Participant ceases to be a member of the Board or an employee of the Company or any other entity in the Group (other than through the death of the Participant)

- (a) all Options granted to a Participant which have not vested automatically lapse; and
- (b) all Options granted to the Participant which have vested lapse on the expiry of 90 days (or such longer period as determined by the Board) after the date on which the Participant ceases to be an employee, unless the employee ceases to be an employee as a result of termination for dishonesty, fraud or cause (as defined in the relevant Participants employee agreement with the Company) in which case the Options lapse immediately on ceasing to be an employee

On the death of a Participant:

- (a) all Options granted to a Participant which have not vested automatically lapse; and
- (b) notwithstanding anything to the contrary in this Plan, the Options which have already vested in the Option holder prior to death, lapse on the expiry of 12 months after the date of the Option holder (except to the extent that the executor or beneficiaries of that Option holder's estate exercise any or all of those Options).

#### **D. Default**

- (a) If the Eligible Person:
  - (1) fails to comply with a term or condition of a Loan or this Plan; or
  - (2) becomes bankrupt; or
  - (3) fails to repay any amount outstanding under or in connection with the Loan when required to do so,

the Company may purchase the Shares from the Eligible Person or direct that they be sold to a nominee of the Company at a price not less than the lesser of the purchase price of the Shares paid by the Eligible Person and the market price thereof at the date of such disposition.

- (b) The Company shall apply the proceeds from the disposal of the shares towards satisfaction of any amounts outstanding under or in connection with the Loan.
- (c) Any remaining amount of the Loan shall be immediately due and payable by the Eligible Person to the Company.

**E. Reorganisation of Capital**

- (a) If an Option has not been exercised and the Company reorganises its issued capital including without limitation:
  - (1) a consolidation of capital;
  - (2) a subdivision of capital
  - (3) a return of capital;
  - (4) a reduction of capital by a cancellation of paid-up capital that is lost or not represented by available assets where no securities are cancelled;
  - (5) a pro rata cancellation or capital,

the number or the Exercise Price of the Options or both to which the Holder is entitled, will be adjusted in accordance with Listing Rule 7.22.

Please see link below to see a copy of the ESOP

<https://www.inventis.com.au/wp-content/uploads/2021/06/Inventis-ESOP.pdf>



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 **10.00 am (AEDT) on Friday 26 November 2021 (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 undirected proxies.

	For	Against	Abstain
<b>Ordinary Resolution</b> Resolution 1. Approval for the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> Resolution 2. Approval for re-election of Mr Tony Noun	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution</b> Resolution 3. Approval of issue of Options to Starball Pty Ltd	<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 \_\_\_\_\_%

**SIGN** 

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 25 November 2021.

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](mailto:CompanySecretary@inventisgregory.com.au)

so that it is received not later than 10.00am (AEDT) on 24 November 2021.

**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:

\_\_\_\_\_ 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 26 November 2021 (virtually)** via a live ZOOM webcast and at any adjournment of that meeting arising from the General Meeting.

Dated this            day of            2021

**Executed by:**

\_\_\_\_\_  
(Insert Company Name)

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

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Director

-----  
Director/Secretary

-----  
Name of Authorised Representative

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Signed by Authorised Representative