

**INVION LIMITED**  
**(ASX: IVX)**

15 October 2024

Dear Shareholder

Notice is hereby given that the Annual General Meeting of Shareholders of Invion Limited (the "Company" or "Invion") will be held virtually on Thursday, 14 November 2024 at 1.00pm (AEDT) ("Annual General Meeting" or "Meeting").

**Virtual Annual General Meeting (AGM)**

The technology used to hold the Meeting virtually will provide IVX Shareholders with a reasonable opportunity to ask questions or make comments. Voting at the Meeting is occurring by way of a poll rather than a show of hands, each person entitled to vote is to be given the opportunity to vote in real time, and this notice of meeting includes information about how shareholders can participate in the Meeting. IVX Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there.

Shareholders who wish to participate in the AGM online may register in advance for the meeting:

[https://vistra.zoom.us/webinar/register/WN\\_ifASgO7VQzCuPGuknMlPgg](https://vistra.zoom.us/webinar/register/WN_ifASgO7VQzCuPGuknMlPgg)

**When:** Thursday, 14 November 2024 at 1.00pm (AEDT)

**Topic:** Invion Annual General Meeting

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online. Further information and guidance on how to join the meeting will be available with the Notice of Meeting.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to [tai.phan@vistra.com](mailto:tai.phan@vistra.com). Where a written question is raised in respect of the key management personnel of the Company, the Resolutions to be considered at the Meeting, the Company will address the relevant question during the course of the Meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

**Notice of Meeting**

The Notice of Meeting is available online and has been emailed to shareholders who elected to receive their communications electronically on Tuesday, 15 October 2024. We will not be mailing hard copies by post. This is following recent modifications brought to the Corporations Act 2001.

**Meeting website**

You will be able to download the Notice of Meeting as well as related information and guidance, from our website <https://investors.inviongroup.com/announcements>. Our website and the Notice of Meeting will provide you with everything you need to attend the meeting.

Thank you for your continued support of IVX. I look forward to welcoming you to our Annual General Meeting.

Yours sincerely,



Thian Chew  
Chairman & Chief Executive Officer



**INVION LIMITED**  
**ACN 094 730 417**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Thursday, 14 November 2024**

Time of Meeting:  
**1.00pm (AEDT)**

*In accordance with the Corporations Act 2001 (Cth) which provides for permanent relief for companies to use electronic communications to send materials, no hard copy of the Notice of Meeting and Explanatory Statement (AGM Materials) will be circulated, unless Shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://inviongroup.com/>.*

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# INVION LIMITED

ACN 094 730 417

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria, 3205

## NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that the Annual General Meeting of Shareholders of Invion Limited (the “Company” or “IVX”) will be held virtually on 14 November 2024 at 1.00pm (AEDT) (“Annual General Meeting”, “AGM” or “Meeting”).**

In accordance with rule 9.1(a) of the Company’s Constitution, the AGM will be held virtually. The technology used to hold the Meeting virtually will provide IVX Shareholders with a reasonable opportunity to ask questions or make comments. Voting at the Meeting is occurring by way of a poll rather than a show of hands, each person entitled to vote is to be given the opportunity to vote in real time, and this notice of meeting includes information about how Shareholders can participate in the Meeting. IVX Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there.

Shareholders who wish to participate in the AGM online may register in advance for the meeting:

[https://vistra.zoom.us/webinar/register/WN\\_ifASgO7VQzCuPGuknMlPgg](https://vistra.zoom.us/webinar/register/WN_ifASgO7VQzCuPGuknMlPgg)

**When:** Thursday, 14 November 2024 at 1.00pm (AEDT)

**Topic:** IVX Annual General Meeting

After registering, you will receive a confirmation email containing information about joining the Meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online. To lodge your proxy, follow the directions on your personalised proxy form.

The Company is happy to accept and answer questions submitted prior to the Meeting by email to [tai.phan@vistra.com](mailto:tai.phan@vistra.com). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any Shareholders who wish to attend the AGM online, should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: IVX) and on its website at <https://www.inviongroup.com/>.

## INVION LIMITED

ACN 094 730 417

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria, 3205

### AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, (including defined terms) describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

#### ORDINARY BUSINESS

##### Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the period ended 30 June 2024.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.*

##### Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial period ended 30 June 2024 be adopted."*

##### Resolution 2: Election of Ms Melanie Leydin as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That Ms Melanie Leydin, having been appointed as Non-Executive Director during the year, and who vacates office in accordance with the Company's Constitution and, being eligible, offers herself for election as a Director of the Company, be elected as a Director of the Company."*

##### Resolution 3: Re-election of Mr Alan Yamashita as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr Alan Yamashita, who retires by rotation pursuant to the Constitution of the Company and, being eligible for re-election, offers himself for re-election as a Director of the Company."*

##### Resolution 4: Ratification of prior issue of Lind Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 33,333,334 and 100,000,000 Shares to Lind Global Fund II LP in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

#### **Resolution 5: Appointment of Auditor**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That, for the purposes of section 327B of the Corporations Act 2001 and for all other purposes, William Buck Audit (Vic) Pty Ltd, having consented in writing to act in the capacity of auditor and being duly nominated in accordance with section 328B (1) of the Corporations Act 2001, be appointed as auditor of the Company with effect from the close of the Meeting.”*

#### **Resolution 6: Approval of Issue of Options to Directors**

##### **a) Issue of Options to Mr Thian Chew**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That for the purpose of ASX Listing Rule 10.11 and for all other purposes the proposed issue of zero priced options to Mr Thian Chew to the value of \$90,000 in the Company, in lieu of a physical cash payment of up to 100% of directors’ fees for the period 1 September 2024 to 31 August 2025 and on the basis set out as described in the Explanatory Statement in the Notice of Meeting, be approved.”*

##### **b) Issue of Options to Mr Alan Yamashita**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That for the purpose of ASX Listing Rule 10.11 and for all other purposes the proposed issue of zero priced options to Mr Alan Yamashita to the value of \$54,740 in the Company, in lieu of a physical cash payment of up to 100% of directors’ fees for the period 1 September 2024 to 31 August 2025 and on the basis set out as described in the Explanatory Statement in the Notice of Meeting, be approved.”*

##### **c) Issue of Options to Mr Alistair Bennallack**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That for the purpose of ASX Listing Rule 10.11 and for all other purposes the proposed issue of zero priced options to Mr Alistair Bennallack to the value of \$49,764 in the Company, in lieu of a physical cash payment of up to 100% of directors’ fees for the period 1 September 2024 to 31 August 2025 and on the basis set out as described in the Explanatory Statement in the Notice of Meeting, be approved.”*

#### **Resolution 7: 100:1 Consolidation of Capital of the Company**

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*“That, pursuant to Section 254H(1) of the Corporations Act, Listing Rule 7.20 and for all other purposes, Shareholders approve the consolidation of the issued share capital of the Company on the basis that every hundred (100) fully paid ordinary Shares be consolidated into one (1) fully paid ordinary Share (rounded up to the next whole number of shares), as applicable on the terms and conditions in the attached Explanatory Statement accompanying this Notice.”*

## **SPECIAL BUSINESS**

### **Resolution 8: Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a special resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

By the order of the Board

A handwritten signature in black ink, appearing to be 'Tai Phan', written in a cursive style.

Tai Phan

**Company Secretary**

Dated: 15 October 2024

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Voting:** In accordance with the rules applicable to general meetings using virtual technology pursuant to section 250J of the Corporations Act, each of the resolutions proposed at the Meeting will be decided on a poll.
4. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each Shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a Shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
  - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and Corporations Act.
  - h. To be effective, Proxy Forms must be received by the Company's share registry (Boardroom Limited) no later than 48 hours before the commencement of the Annual General Meeting, 1.00pm (AEDT) Melbourne time on Tuesday, 12 November 2024. Any proxy received after that time will not be valid for the scheduled meeting.
5. **Corporate Representative**  
Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
6. **How the Chairman will vote Undirected Proxies**  
The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.
7. **Voting Exclusion Statement:**

### Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be cast, on this resolution by, or on behalf of, a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, or a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the KMP voter is the Chair of the meeting and, the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or the consolidated entity.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX

announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

#### **Resolutions 2 and 3**

There are no voting exclusions on these resolutions.

#### **Resolution 4**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Lind Global Fund II LP, its nominee(s), any person who participated in the issue of shares pursuant to Resolution 4 and any of their respective Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5**

There are no voting exclusions on this resolution.

#### **Resolution 6(a), (b), and (c)**

The Company will disregard any votes cast in favour of this Resolution 6(a), (b), and (c) by or on behalf of a Restricted Voter as defined in the following voting exclusion statements.

Those voting exclusions do not apply to a vote cast in favour of the resolution by:

- a) the Restricted Voter who has been appointed as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Restricted Voter is the chair of the meeting who has been appointed as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) the Restricted Voter is a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly within the issue of securities to a Restricted Voter.

#### **Resolution 6(a)**

The **Restricted Voter** for the purpose of Resolution 6(a) is:

- a) Mr Thian Chew, and any person(s) who will obtain a material benefit as a result of the proposed issues of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- b) an associate of person(s) referred to in the preceding paragraph.

#### **Resolution 6(b)**

The **Restricted Voter** for the purpose of Resolution 6(b) is:

- a) Mr Alan Yamashita, and any person(s) who will obtain a material benefit as a result of the proposed issues of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- b) an associate of person(s) referred to in the preceding paragraph.



**Resolution 6(c)**

The **Restricted Voter** for the purpose of Resolution 6(c) is:

- a) Mr Alistair Bennallack, and any person(s) who will obtain a material benefit as a result of the proposed issues of securities (except a benefit solely of being a holder of ordinary securities in the entity), or
- b) an associate of person(s) referred to in the preceding paragraph.

**Resolution 7**

There are no voting exclusions on this resolution.

**Resolution 8**

As at the date of dispatch of this Notice, the entity has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing rule 7.1A mandate period, no votes on the resolution will be excluded (LR 7.3A.7).

**8. Special Resolution**

Resolution 8 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolutions by Shareholders (by number of shares) must be in favour of the resolution.

**9. Enquiries**

Shareholders are invited to contact the Company Secretary on 1300 384 692 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement (**Statement**) accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) for the 2024 Annual General Meeting (**Meeting**).

The Notice incorporates, and should be read together, with this Statement.

### Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2024 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is available on the Company's website <https://www.inviongroup.com/> or via the Company's announcement platform on ASX. Alternatively, you may obtain a hard copy free of charge by contacting the Company by phone at 1300 384 692, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report, and the Auditor's Report. Questions for the Company's auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office or by email to [tai.phan@vistra.com](mailto:tai.phan@vistra.com).

Except, as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report

#### **Background**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's June 2024 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for this Meeting.

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 policies.

### ***Directors' Recommendation***

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

## **Resolution 2: Election of Ms Melanie Leydin as a Director of the Company**

### ***Background***

Ms Melanie Leydin was appointed as a Director by the Board on 31 August 2024.

Pursuant to clause 13.2 of the Constitution, a Director appointed by the Board to fill a vacancy holds office until the termination of the next AGM and is eligible for re-election at the AGM. Accordingly, Ms Leydin is required to retire and stands for election at the Meeting.

Ms Leydin was the Company's former Company Secretary and holds a Bachelor of Business majoring in Accounting and Corporate Law. She is a member of the Institute of Chartered Accountants, Fellow of the Governance Institute of Australia and is a Registered Company Auditor. She graduated from Swinburne University in 1997, became a Chartered Accountant in 1999 and from February 2000 to October 2021 was the principal of Leydin Freyer.

In November 2021 Vistra acquired Leydin Freyer and, Melanie is now Vistra Australia's Managing Director. Vistra is a prominent provider of specialised consulting and administrative services to clients in the Fund, Corporate, Capital Markets, and Private Wealth sectors. Melanie has over 30 years' experience in the accounting profession and over 20 years' experience holding Board positions including Company Secretary of ASX listed entities. She has extensive experience in relation to public company responsibilities, including ASX and ASIC compliance, control and implementation of corporate governance, statutory financial reporting, reorganisation of Companies, initial public offerings, secondary raisings and shareholder relations.

The Company confirms it has conducted appropriate checks into Ms Leydin's background and experience. The Board considers that Ms Leydin will, if elected, qualify as an independent director.

### ***Directors' Recommendations***

The Board (with Ms Melanie Leydin abstaining) recommends that Shareholders vote in favour of the election of Ms Melanie Leydin.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

### **Resolution 3: Re-election of Mr Alan Yamashita as a Director of the Company**

#### ***Background***

In accordance with the Constitution, Mr Alan Yamashita retires from the Board and being eligible, offers himself for re-election as a Director of the Company.

Mr Yamashita is a highly experienced corporate consultant and investment professional, with over 40 years' experience in investment management, investment banking and alternative investment throughout the APAC region.

From 1999 to 2005, Mr Yamashita was President and CEO of Search Investment Group and founding CEO and CIO of Search Alternative Investment Ltd (SAIL), a major private global hedge fund and private equity investment practice headquartered in Asia. Prior to Search Investments Group, Mr Yamashita was Managing Director and Head of Asia Capital Markets for Merrill Lynch from 1996 to 1998.

Mr Yamashita is currently Managing Partner at Polar Ventures and has held numerous positions as a 16-year veteran of Goldman Sachs and an advisor to various companies, including Plantation Timber Partners, Wuhan; Duty Free Shoppers, Asia; TVSN, Shanghai; and Mizuho Alternative Investments LLC.

The Board considers that Mr Yamashita will continue to be, if re-elected, an independent director.

### ***Directors' Recommendations***

The Board (with Mr Alan Yamashita abstaining) recommends that Shareholders vote in favour of the re-election of Mr Alan Yamashita.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

### **Resolution 4: Ratification of prior issue of Lind Shares**

#### ***Background***

On 7 August 2024 (**Issue Date**), the Company issued 33,333,334 fully paid ordinary shares (**Share Issue**) at an issue price of \$0.003 cents per share, to Lind Global Fund II LP (**the Issue**).

On 11 September 2024 (**Issue Date**), the Company issued 100,000,000 fully paid ordinary shares (**Share Issue**) at an issue price of \$0.001 cents per share, to Lind Global Fund II LP (**the Issue**).

## ***ASX Listing Rules***

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can agree to issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Issue does not fit within any of these expectations and, as it has not yet been approved by the Company's Shareholders, it effectively uses as part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, the Resolution seeks Shareholder approval to the Issue under and for the purpose of Listing Rule 7.4.

If this Resolution is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If this Resolution is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- a) the Shares were issued and allotted to Lind Global Fund II LP.
- b) the number and class of securities issued were 33,333,334 fully paid ordinary shares and 100,000,000 fully paid ordinary shares in the Company.
- c) the Shares were issued on 7 August 2024 and 11 September 2024.
- d) the Shares were issued at \$0.003 each and \$0.001 each.
- e) the purpose of the issue was to fund multiple development programs across a range of cancers and infectious diseases.

## ***Directors Recommendations***

The Board recommends that Shareholders vote in favour of the Resolution.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

### **Resolution 5: Appointment of Auditor**

#### ***Background***

In accordance with section 327B(1)(a) of the Corporations Act, a public company must appoint an auditor at an Annual General Meeting where there is a vacancy.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated the firm William Buck Audit (Vic) Pty Ltd to be appointed as the new auditors of the Company. A copy of the notice of nomination is set out in Annexure A of this Notice of Meeting.

William Buck Audit (Vic) Pty Ltd has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Shareholder approval is being sought to appoint William Buck Audit (Vic) Pty Ltd as the auditor of the Company.

#### ***Directors Recommendations***

The Board recommends that Shareholders vote in favour of the Resolution.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

### **Resolutions 6(a), 6(b), and 6(c): Approval of Issue of Options to Mr Thian Chew, Mr Alan Yamashita and Mr Alistair Bennallack**

#### ***Background***

Resolutions 6(a), 6(b) and 6(c) seek Shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of Options to Directors of the Company, being Mr Thian Chew, Mr Alan Yamashita and Mr Alistair Bennallack respectively (or their respective nominees), as consideration for 100% of the Director's fees payable to them for the year commencing 1 September 2024. The Directors seek Shareholder approval on this Resolution to issue zero priced options in lieu of the Company making physical cash payments for up to 100% of Directors fees payable for that period. The proposed Options would be issued to directors on a quarterly basis at a deemed issue price of the Options to be based on the 14-day VWAP at the respective quarterly issue dates.

The Company is currently reviewing its corporate overheads which includes Directors and management fees in order to maintain cash reserves and ensure that resources including cash are effectively applied as part of cost reduction strategies currently under implementation. The Company is of the view that remunerating Directors by way of equity aligns the interests of Shareholders and Directors, while reducing cash expenditure.

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of shareholders, issue or agree to issue equity securities to certain persons, including:

- 10.11.1: related party; or
- 10.11.4: an associate of a related party

The proposed issue of Options falls within Listing Rule 10.11.1 and/or 10.11.4 above, as the proposed recipients of the Options are Directors and are therefore related parties of the Company. The proposed issue of Options therefore requires the approval of the Company's Shareholders under Listing Rule 10.11. Resolution 6 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 10.11. The options will not be issued under an agreement to the Directors.

If Resolution 6 is passed, the Company will be able to proceed with the issue of Options and the Directors (or their nominee(s)) will receive the value of Options set out in the table below, with the potential increase in their shareholdings as described below.

If Resolution 6 is not passed, the Company will not proceed with the issue of the Options to the Directors, and the applicable Director (or his nominee(s)) will not receive the Options or potential shareholdings as described in the table below and the Directors fees will be paid in cash.

If approvals are given under Listing Rule 10.11, approvals are not required under Listing Rule 7.1. The effect of this is that the grant of those Options or the issue of Shares on the exercise price of those Options will not be included in the Company's 15% annual placement capacity allowed to be issued without shareholder approval under Listing Rule 7.1.

### Terms of Options

The terms of the Options are the following:

- They vest immediately upon issue;
- They will be issued at the end of each quarter, in accordance with the terms of the ASX waiver granted to the Company.
- The Options will be issued for nil consideration;
- The Options will be issued in lieu of remuneration. As such there is no issue price for, and the Company will not receive cash from, the issue of the Options;
- They expire on 31 October 2028; and
- Upon exercise, one Option entitles the holder to one fully paid ordinary share in the Company (details of the Options grant for each Director is outlined below):

Resolution	Name of Director	Nature	Value of Directors fees to be issued as options
Resolution 6(a)	Mr Thian Chew	Executive Chair	\$90,000
Resolution 6(b)	Mr Alan Yamashita	Non-Executive Director	\$54,740
Resolution 6(c)	Mr Alistair Bennallack	Non-Executive Director	\$49,764

The number of Options to be issued to each Director each quarter will be equal to the respective values of each Directors' quarterly fees divided by the VWAP for the 14 days, prior to the issue date of the Options, upon which shares of the Company traded on ASX at the date of the Annual General Meeting (**14-day VWAP**).

The following table sets out illustrative examples of the number of options granted assuming different VWAP for the 14 days, prior to the issue date of the Options, upon which shares of the Company traded on ASX.

<b>Example 14-day VWAP:</b>	<b>\$0.009</b>	<b>\$0.010</b>	<b>\$0.011</b>	<b>\$0.012</b>	<b>\$0.013</b>	<b>\$0.014</b>	<b>\$0.015</b>
Resolution 6(a) total number of options to be issued to Mr Chew over 12 month period beginning 1 September 2024	10,000,000	9,000,000	\$8,181,818	7,500,000	\$6,923,077	6,428,571	6,000,000
Resolution 6(b) total number of options to be issued to Mr Yamashita over 12 month period beginning 1 September 2024	6,082,222	5,474,000	4,976,364	4,561,667	4,210,769	3,910,000	3,649,333
Resolution 6(c) total number of options to be issued to Mr Bennallack over 12 month period beginning 1 September 2024	5,529,333	4,976,400	4,524,000	4,147,000	3,828,000	3,554,751	3,317,600

Following issue of the Options, based on an assumed 14 day VWAP of \$0.012:

- Mr Thian Chew (or his nominee(s)) would hold 168,002,302 Options;
- Mr Alan Yamashita (or his nominee(s)) would hold 4,561,667 Options; and
- Mr Alistair Bennallack would hold 24,590,211 Options.

If each respective Director's options were to be exercised (assuming no other director exercised their Options, and there were no other issues of shares, including those relating to proposed resolutions to be considered at this Meeting), the above percentages would increase as follows:

<b>Director</b>	<b>Existing %</b>	<b>New %</b>
Mr Thian Chew	8.18%	10.72%
Mr Alan Yamashita	0.16%	0.23%
Mr Alistair Bennallack	0.30%	0.67%

Details of each Director's current total remuneration package are set out below:

<b>Resolutions</b>	<b>Name of the Director</b>	<b>Nature</b>	<b>Remuneration Package</b>
Resolution 6(a)	Mr Thian Chew	Executive Chair	\$90,000 per annum
Resolution 6(b)	Mr Alan Yamashita	Non-Executive Director	\$54,740 per annum
Resolution 6(c)	Mr Alistair Bennallack	Non-Executive Director	\$49,764 per annum plus statutory superannuation entitlements



## ***Directors Recommendations***

The Board recommends that Shareholders vote in favour of the Resolution.

## ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

## **Resolution 7: 100:1 Consolidation of Capital of the Company**

### ***Background***

Resolution 7 seeks Shareholder approval to undertake a consolidation of the number of Shares on issue on the basis that every one hundred (100) Shares held be consolidated into one (1) Share (**Consolidation**). Similarly, the number of Options on issue will be consolidated on the basis that every one hundred (100) options will be consolidated, respectively into one (1) Option. The exercise prices and conversion prices, as applicable, of the Options will be amended in inverse proportion to the consolidation ratio.

### ***Purpose and Rationale of the Consolidation***

The Company currently has a large number of Shares on issue, being 6,666,591,669 Shares at the date of this Notice. The purpose of the Consolidation will result in:

- a more appropriate and effective capital structure for the Company;
- the Consolidation is also expected to assist in positioning the Company for long term growth by making an investment in the Company's securities more attractive to institutional and other investors, and
- the Directors consider that the Consolidation will result in potentially reducing share price volatility and enable a more consistent valuation of the Company.

The Board believes that the consolidation of the Company's capital is in the best interests of its Shareholders. The Consolidation will theoretically increase Invion's share price at the time that it takes effect by a factor of one hundred (100), subject to prevailing market conditions. It will also reduce the administrative burden, cost and complexity of administering a capital base which currently has over 1 billion ordinary shares on issue.

Section 254H of the Corporations Act provides that a Company may, by resolution passed at a general meeting convert all or any of its shares into a larger or smaller number of shares by ordinary resolution.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must inform shareholders of the following:

- i) the effect of the proposal on the number of securities and the amount paid (if any) on the securities;
- ii) the proposed treatment of any fractional entitlements; and
- iii) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that a listed entity which has convertible securities on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities

or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed entity with options undertakes a consolidation of its capital, the number of its options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

### ***Effect of the Consolidation***

The result of the Consolidation is that each security holding will be reduced by one hundred (100) times its current level. As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder. The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

### **Effect of the Consolidation**

As at the date of this Notice of Meeting, the effect which the Consolidation would have on the Company's capital structure is set out in the below table:

<b>Security</b>	<b>Pre-Consolidation</b>	<b>Post-Consolidation (if Resolution 7 is approved)</b>
Shares	6,666,591,669	66,665,917
Unquoted Options	370,671,275*	3,706,713

*\*Assumes no Options are exercised prior to Consolidation*

Key details for the share consolidation process, if approved by Shareholders, are as follows:

- the share consolidation will take effect from 27 November 2024.
- the share consolidation requires Shareholder approval by ordinary resolution.
- where the consolidation results in a Shareholder's account having an entitlement to a fraction of a share, that fraction will be rounded up to the nearest whole number of shares.

The consolidation will not materially change the proportionate interest that each Shareholder holds in the Company, because the consolidation ratio applies (subject to rounding) to all present shares.

### **Taxation**

The Explanatory Statement does not consider the tax implications in respect of other securities held on revenue account, as trading stock or by non-Australian residents Shareholders. Shareholders should consider their own circumstances and seek professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising Shareholders or other security holders about their tax consequences of the proposed Consolidation.

### **Indicative Timetable\***

If approved by Shareholders, the proposed Consolidation will take effect in accordance with the following indicative timetable (which has been prepared in accordance with Appendix 7A (paragraph 7) of the ASX Listing Rules).

Event	Date
Company announces Consolidation by issuing an Appendix 3A.3 notice Notice of Meeting despatched	15 October 2024
Date of Meeting	14 November 2024
Effective date of Consolidation	14 November 2024
Last date for trading in pre-Consolidation Shares	15 November 2024
Unless otherwise determined by ASX, trading commences in the post-Consolidation Shares on a deferred settlement basis	18 November 2024
Record date Last day for Company to register transfers on a pre-Consolidation basis	21 November 2024
First day for Company to update register and send holding statements to Shareholders reflecting the change in the number of shares they hold	22 November 2024
Last day for Company to update its register and send holding statements to securityholders reflecting updated numbers and to notify ASX that this has occurred	24 November 2024

\*This timetable is indicative only and is subject to change.

### ***Directors Recommendations***

The Board recommends that Shareholders vote in favour of the Resolution.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

## **SPECIAL BUSINESS**

### **Resolution 8: Approval of 10% Placement Facility**

#### ***Background***

Broadly speaking and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of the Shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.1A enables an eligible entity to issue up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (**10% Placement Facility**). An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity. Note however that if, on the date of this Meeting, the market capitalisation of the

Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution 8 will no longer be effective and will be withdrawn.

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% placement capacity under Listing Rule 7.1.

### **Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- i. the date that is 12 months after the date of this Annual General Meeting;
- ii. the time and date of the Company's next Annual General Meeting; or
- iii. the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

### **(10% Placement Period)**

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

### **Outcome of this Resolution**

If Shareholders approve this Resolution:

- the number of equity securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below); and
- the Company will be able to issue equity securities up to the combined 25% limits in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in the Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

### ***Formula for calculating 10% Placement Facility***

The maximum number of equity securities that may be issued by the Company under the 10% Placement Facility pursuant to Listing Rule 7.1A2 is calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of fully paid ordinary securities on issue 12 months to which qualifying issues are added and from which cancelled fully paid ordinary securities are subtracted as per Listing Rule 7.1.

**D** is 10%

- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue on the equity securities in accordance with the formula stated above.

***Type and number of equity securities***

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted securities being Shares, as follows:

- 6,666,591,669 Shares

***Minimum issue price and cash consideration***

The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

***Purpose of the funds raised***

The purposes for which the funds raised by an issue under the 10% Placement Facility may be used by the Company include:

- consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- continued expenditure on the Company's current business and/or general working capital.

***Risk of economic and voting dilution***

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this Annual General Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table provided below shows the hypothetical dilution of existing Shareholders on the basis of the market price of Shares as at 2 October 2024 (**Current Share Price**) and the current number

of Shares for variable “A” calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The dilution table also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.002 50% decrease in Current Share Price	\$0.003 Current Share Price	\$0.006 100% increase in Current Share Price
<b>Current Variable A</b> 6,766,591,669	<b>10% Voting Dilution</b>	676,659,167		
	<b>Funds raised</b>	\$1,014,989	\$2,029,978	\$4,059,955
<b>50% increase in current Variable A</b> 10,149,887,504	<b>10% Voting Dilution</b>	1,014,988,750 Shares		
	<b>Funds raised</b>	\$1,522,483	\$3,044,966	\$6,089,933
<b>100% increase in current Variable A</b> 13,533,183,338	<b>10% Voting Dilution</b>	1,353,318,334Shares		
	<b>Funds raised</b>	\$2,029,978	\$4,059,955	\$8,119,910

This dilution table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the 10% Placement Facility;
- No Options are exercised into Shares before the date of the issue of the equity securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of equity securities under the 10% Placement Facility consists only of Shares.
- The Current Share Price is \$0.003 (0.003 cents), being the closing price of the Shares on ASX on 2 October 2024.

### ***Allocation Policy***

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

### ***Previous issues***

The Company:

- (i) has not issued, nor agreed to issue, any equity securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
- (ii) had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any equity securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

### ***Special Resolution***

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented and eligible to vote.

### ***Directors' Recommendations***

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 7 for voting exclusions on this Resolution.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

**“\$”** means Australian Dollars;

**“10% Placement Facility”** has the meaning as defined in the Explanatory Statement for Resolution 8;

**“Annual Report”** means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the period ended 30 June 2024;

**“ASIC”** means the Australian Securities and Investments Commission;

**“ASX”** means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

**“Auditor’s Report”** means the auditor’s report on the Financial Report;

**“AEDT”** means Australian Eastern Daylight Saving Time.

**“Board”** means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

**“Chairman”** means the person appointed to chair the Meeting of the Company convened by the Notice;

**“Closely Related Party”** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**“Company”** means Invion Limited ACN 094 730 417;

**“Consolidation”** has the meaning given under Resolution 7 of the Explanatory Statement;

**“Constitution”** means the constitution of the Company as at the date of the Meeting;

**“Corporations Act”** means the Corporations Act 2001 (Cth);

**“Director”** means a Director of the Company;

**“Directors Report”** means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**“equity securities”** has the same meaning as in the Listing Rules;

**“Explanatory Statement”** means the explanatory statement which forms part of the Notice;

**“Financial Report”** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**“IVX”** means Invion Limited;

**“Key Management Personnel”** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

**“Listing Rules”** means the Listing Rules of the ASX;

**“Meeting”** has the meaning given in the introductory paragraph of the Notice;

**“Notice”** means the Notice of Meeting accompanying this Explanatory Statement;

**“Option”** means an option giving the right to subscribe to one Share subject to terms and conditions;

**“Proxy Form”** means the proxy form attached to the Notice;



**“Remuneration Report”** means the remuneration report which forms part of the Directors’ Report of Invion Limited for the financial period ended 30 June 2024 and which is set out in the June 2024 Annual Report.

**“Resolution”** means a resolution referred to in the Notice;

**“Share”** means a fully paid ordinary share in the capital of the Company;

**“Shareholder”** means shareholder of the Company.

**“Trading Day”** means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

**“VWAP”** means volume weighted average price.

## ANNEXURE A- APPOINTMENT OF AUDITOR



15 October 2024

The Board of Directors  
Invion Limited  
Level 4  
96-100 Albert Road  
South Melbourne, VIC 3205

### RE: NOMINATION OF AUDITOR

Polar Ventures Limited, being a shareholder of Invion Limited (ACN 094 730 417) (**Company**), nominate William Buck Audit (Vic) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) for appointment as auditor of the Company at the forthcoming 2024 Annual General Meeting.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

A handwritten signature in blue ink, appearing to read "Thian Chew".

**Signature:**

Thian Chew  
Director  
Invion Limited



#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00pm (AEDT) on Tuesday 12 November 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/ivxagm2024>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **before 1:00pm (AEDT) on Tuesday 12 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ivxagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Invin Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held **virtually** at [https://vistra.zoom.us/webinar/register/WN\\_ifASgO7VQzCuPGuknMIPqg](https://vistra.zoom.us/webinar/register/WN_ifASgO7VQzCuPGuknMIPqg) on **Thursday 14 November 2024 at 1:00pm (AEDT)** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1 and 6**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions, even though **Resolutions 1 and 6** are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<div></div>	<div></div>	<div></div>
Resolution 2	Election of Ms Melanie Leydin as a Director of the Company	<div></div>	<div></div>	<div></div>
Resolution 3	Re-election of Mr Alan Yamashita as a Director of the Company	<div></div>	<div></div>	<div></div>
Resolution 4	Ratification of prior issue of Lind Shares	<div></div>	<div></div>	<div></div>
Resolution 5	Appointment of Auditor	<div></div>	<div></div>	<div></div>
Resolution 6a	Approval of Issue of Options to Director – Mr Thian Chew	<div></div>	<div></div>	<div></div>
Resolution 6b	Approval of Issue of Options to Director – Mr Alan Yamashita	<div></div>	<div></div>	<div></div>
Resolution 6c	Approval of Issue of Options to Director – Mr Alistair Bennallack	<div></div>	<div></div>	<div></div>
Resolution 7	100:1 Consolidation of Capital of the Company	<div></div>	<div></div>	<div></div>
Resolution 8	Approval of 10% Placement Facility ( <b>Special Resolution</b> )	<div></div>	<div></div>	<div></div>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary