

ASX Announcement

27 May 2015

Results of Meeting

The Annual General Meeting of shareholders of Invigor Group Limited (ASX: IVO) was held today at 10.30am Sydney time at The Australian Institute of Company Directors, Level 1, 20 Bond Street, Sydney NSW 2000.

Details of the voting and proxies received in respect of each resolution considered at the meeting are set out below.

1 Remuneration Report

That the Remuneration Report, which forms part of the Directors' Report for the year ended 31 December 2014, be adopted.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Abstain	Open
20,954,286	7,026,975	2,538,563	5,404,146

In accordance with the Corporations Act, the Chairman did not vote open proxies on this Item that did not direct him to vote in accordance with his intention.

2 Election of Paul Salter as a director

That Paul Salter, who was appointed in accordance with the terms of the Company's Constitution, be elected as a Director of the Company.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
62,323,251	3,544	2,541,709	55,030

3 Re-Election of Vic Lorusso as a director

That Vic Lorusso, who retires by rotation in accordance with the terms of the Company's Constitution, be re-elected as a Director of the Company.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
56,806,340	4,499	2,541,709	5,570,986

4 Issue of shares to Amethon Vendors

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior allotment and issue of 22,625,000 ordinary shares by the Company to the Amethon Vendors on the terms and conditions described in the Explanatory Memorandum.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
52,315,105	6,308,841	2,541,109	31,231

5 Issue of additional shares to certain Amethon Vendors

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior allotment and issue of 750,000 ordinary shares by the Company to certain of the Amethon Vendors entities on the terms and conditions described in the Explanatory Memorandum.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
53,544,896	6,309,156	2,541,109	32,031

6 Issue of shares under Employee Share Plan

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior allotment and issue of 184,198 ordinary shares by the Company pursuant to the terms of the Invigor Employee Share Plan on the terms and conditions described in the Explanatory Memorandum.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
40,564,361	13,249,486	2,535,672	5,403,366

7 Issue of shares to BBY Limited

That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the prior allotment and issue of 1,042,500 ordinary shares by the Company to BBY Limited on the terms and conditions described in the Explanatory Memorandum.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
49,082,587	13,202,407	2,551,509	87,031

8 Approval of conversion of convertible notes into shares

That for the purposes of ASX Listing Rule 10.11, ASX Listing Rule 7.1 and for all other purposes, the Company ratifies and approves:

- (a) the issue of redeemable convertible notes ("Notes") pursuant to a Convertible Note Agreement dated 8 April 2015 including the right of conversion set out below at (b) with a face value of up to \$2.0 million to Marcel Equity Pty Ltd ("Marcel Equity") (an entity controlled by Directors Mr Gary Cohen and Mr Gregory Cohen) and/or nominees of Marcel Equity as set out in the Explanatory Memorandum; and
- (b) the right to convert the Notes in whole or in part into ordinary shares in the Company (Shares) at a conversion price of A\$0.09 per Share (as may adjusted in accordance with the terms and conditions of the Notes); and
- (c) the issue of the maximum number of Shares that may be required to be issued to a Noteholder upon the exercise of its rights to convert a Note,

on the basis and the terms set out in the Explanatory Memorandum accompanying this Notice of General Meeting.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
42,205,430	67,795	2,551,509	50

9 Approval of proportional takeover provisions

That pursuant to section 648G of the Corporations Act 2001 (Cwlth), clause 14 of the Company's Constitution containing proportional takeover approval provisions be renewed for a period of three years commencing on the day this resolution is passed.

Outcome: Passed as an ordinary resolution on a show of hands.

For	Against	Open	Abstain
62,225,677	4,120	2,551,509	142,228

10 Approval of additional capacity to issue shares under Listing Rule 7.1A

That, for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum.

Outcome: Passed as a special resolution on a show of hands.

For	Against	Open	Abstain
55,234,821	7,026,157	2,551,509	111,047

For further information, please contact:

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About Invigor Group Limited

Invigor Group is a leading information technology and digital solutions company. It specialises in innovative business intelligence, big data solutions for businesses and consumers which are supported by strategic consulting, development and marketing services. Invigor delivers its cloud based solutions to a broad range of clients including: retailers, brands, mobile network providers, local and state governments, advertising and media agencies.