

ASX Announcement

14 July 2015

Results of Meeting

A General Meeting of shareholders of Invigor Group Limited (ASX: IVO) was held today at 11.30am Sydney time at Level 16, 56 Pitt 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 Approval of conversion of convertible notes into shares

That the Company:

(a) ratifies and approves, for the purposes of the Listing Rules specified below, the issue of redeemable convertible notes ("**Notes**") pursuant to a facility announced on 13 May 2015, being:

- For the purposes of Listing Rule 10.11 and for all other purposes, Notes with a face value of up to \$1.4 million to MAP Capital Pty Ltd as trustee of Atlas Capital Series B Fund, an entity associated with Director Mr Paul Salter; and
- For the purposes of Listing Rule 7.1 and for all other purposes, Notes with a face value of up to \$0.6 million to Gary Munitz, Daniel Sekers and/or their associated entities,

as set out in the Explanatory Memorandum; and

(b) approves 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),

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

The resolution was put to seek approval under Listing Rule 10.11 rather than Listing Rule 7.1 to the extent it related to Gary Munitz.

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

For	Against	Open	Abstain
48,687,680	103,902	1,171,045	2,916

2 Approval of proposed issue of Options to Atlas Capital and exercise into Shares

That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue of 2,000,000 options ("Options") over fully paid ordinary shares ("Shares") in the Company, and the resultant issue of Shares on exercise of the Options, to MAP Capital Pty Ltd as trustee of Atlas Capital Series B Fund ("Atlas Capital"), on the basis set out in the Explanatory Memorandum is approved.

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

For	Against	Open	Abstain
48,582,276	69,582	1,171,045	2,142,640

3 Approval of proposed issue of Options to Gary Munitz, Daniel Sekers and/or their associated entities and exercise into Shares

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue of 1,000,000 options ("Options") over fully paid ordinary shares ("Shares") in the Company, and the resultant issue of Shares on exercise of the Options, to Gary Munitz, Daniel Sekers and/or their associated entities, on the basis set out in the Explanatory Memorandum is approved.

The resolution was put to seek approval under Listing Rule 10.11 rather than Listing Rule 7.1 to the extent it related to Gary Munitz.

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

For	Against	Open	Abstain
48,605,064	182,378	1,171,045	7,056

4 Ratification of prior issue of Options and exercise into Shares

That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 5,000,000 options ("Options") over fully paid ordinary shares ("Shares") in the Company, and the resultant issue of Shares on exercise of the Options, on the basis set out in the Explanatory Memorandum is approved.

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

For	Against	Open	Abstain
46,527,006	118,112	1,171,045	2,149,380

5 Issue of options under the 2014 Employee Incentive Plan

Item 5.1

That for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders authorise and approve the grant by the Company to Mr Gary Cohen (or his nominee) of 4,500,000 options over Shares in the Company (and the issue of Shares upon exercise of those options) under the 2014 Employee Incentive Plan and 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
26,309,373	2,348,454	1,171,045	10,310,975

Item 5.2

That for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders authorise and approve the grant by the Company to Mr Gregory Cohen (or his nominee) of 2,000,000 options over Shares in the Company (and the issue of Shares upon exercise of those options) under the 2014 Employee Incentive Plan and 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
26,295,423	2,362,404	1,171,045	9,863,617

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.