

INVIGOR GROUP LIMITED
ACN 081 368 274
NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Invigor Group Limited (the **Company**) will be held at the offices of Invigor Group Limited, Level 16, 56 Pitt Street, Sydney, NSW, 2000 on Friday 18 June at 10.30am (AEST) (**Meeting**).

The Explanatory Notes to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2019.

Item 2: Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding, ordinary resolution:

"To adopt the Remuneration Report for the year ended 31 December 2019."

Notes:

- (i) In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- (ii) A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 3: Re-election of Director – Mr Greg Cohen

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

"That Mr Greg Cohen, being a director who is retiring in accordance with clause 21.1 of the Company's constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 4: Election of Director – Mr Thierry Manor

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

“That, for the purpose of clause 20.3 of the Constitution, Listing Rule 14.3 and for all other purposes, and being eligible, Mr Thierry Manor be elected as a Director.”

Item 5: Election of Director – Mr Gavin Solomon

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

“That, for the purpose of clause 20.3 of the Constitution, Listing Rule 14.3 and for all other purposes, and being eligible, Mr Gavin Solomon be elected as a Director.”

Item 6: Re-Approval of the 2014 Invigor Employee Incentive Plan

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

“That for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, all issues of equity securities under the 2014 Invigor Employee Incentive Plan (“2014 Plan”) on the terms of the 2014 Plan is approved.

Please refer to the Explanatory Memorandum for further information regarding the issue of equity securities on the terms of the 2014 Plan.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

Important Notes

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEST) on 16 June 2021 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

ANNUAL REPORT

Copies of the Company’s full Annual Report may be accessed on our website under the Investors tab.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chair

For Item 2 (Remuneration Report), where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business, even though Item 2 is connected with the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, no later than 10.30am (AEST) on 16 June 2021 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Boardroom Pty Ltd using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Limited by the Proxy Deadline;
- (ii) **By fax** to Boardroom Pty Ltd on +61 2 9290 9655;
- (iii) **Online** via the Company's Share Registry website at www.votingonline.com.au/invigoragm2019
Please refer to the Proxy Form for more information; or
- (iv) **By hand delivery** to Boardroom Pty Ltd at Level 12, 225 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Eryl Baron

Eryl Baron
Company Secretary
18 May 2021

Explanatory Notes

ITEM 1 – Financial Statements

As required by section 317 of the Corporations Act, the financial report, directors' report and auditor's report of the Company for the most recent financial year will be presented to the Meeting. The financial report contains the financial statements of Invigor Group Limited.

There is no requirement for a formal resolution on this Item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Moore Stephens, questions about its auditor's report, the conduct of its audit of the Company's financial report for the year ended 31 December 2019, the preparation and content of its auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Moore Stephens in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be received no later than 5.00pm (AEST) on 16 June 2021. The Company will then pass the questions to the Auditor for consideration.

ITEM 2 – Adoption of Remuneration Report

2.1 Reasons for Resolution

In accordance with section 300A of the Corporations Act, the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. However, the Directors will take into account the discussion on this item of business and the outcome of the vote when considering future remuneration arrangements of Directors and senior executives.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders and conforms with market practice for delivery of reward.

In summary, the Remuneration Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Company;
- sets out remuneration details for each director and senior executive of the Company (including the value of any options granted to those persons);

- outlines service contracts of key management personnel; and
- provides details of options granted to directors and key management personnel.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report.

Director's Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Voting Exclusion Statement

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's key management personnel (**Key Management Personnel** or **KMP**) or a Closely Related Party of any such member unless the person:

- (i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- (ii) is the Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

ITEM 3 – Re-election of Greg Cohen as a Director

In accordance with the ASX Listing Rule 14.5 and the Company's Constitution an election of Directors must be held at each Annual General Meeting (AGM).

Under clause 21.2 of the Constitution, the minimum number of directors to retire from office and offer themselves for re-election is one. Further, clause 21.1 of the Constitution and ASX Listing Rule 14.4 state that the Directors are not to hold office (without re-election) following the third annual general meeting after Director's last appointment or three years, whichever is longer.

Pursuant to clause 21.1 of the Constitution and ASX Listing Rule 14.4, Mr Greg Cohen is retiring by rotation and is offering himself for re-election as a Director of the Company.

Details of Mr Cohen are as follows:

Gregory Cohen

Chief Financial Officer

Bachelor of Commerce (Marketing)

Greg has an extensive international background in financial services and general management gained from a 27-year career with Ford Credit, the captive financing arm of Ford Motor Company. Greg brings to Invigor his significant expertise in the financial services sector and operational market experience in Australia, Europe, South East Asia, India and China.

Other listed company directorships in the past 3 years: None

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board does not consider Mr Cohen to be an independent Director.

Director's Recommendation

The Board (other than Mr Cohen who abstains) supports the re-election of Mr Cohen and recommends that Shareholders vote in favour of this resolution.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 4 Election of Mr Thierry Manor as a Director

Mr Manor was appointed by the Board as executive director on 8 December 2020.

Thierry Manor

Thierry is currently Chief Operations Officer of Invigor.

Thierry Manor has over 35 years of experience in the global IT industry in executive roles in Australian and multinational companies e.g. Digital Equipment Corporation (DEC), Compaq, Sun microsystems and Cisco. Thierry has also worked in a range of executive roles and industries including Healthcare, Public Sector, Higher Education, eCommerce and Telecommunication. He was Country Manager at Sun microsystems, Global Director of Professional Services at iSOFT Group Limited an ASX listed company where he was responsible for the delivery and implementation teams across 40 countries, and previously Global Director of Client Services at InterSystems, a leading provider of healthcare data management systems.

Thierry is the principal of Darlot Consulting providing Strategic market entry, commercialization and advisory services including turn-around to several Start-ups and companies in ANZ, Asia Pacific and Europe.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board does not consider Mr Manor to be an independent Director.

Director's Recommendation

The Directors (excluding Mr Manor) unanimously recommend that Shareholders vote in favour of this Resolution.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 5 Election of Gavin Solomon as a Director

Mr Gavin Solomon was appointed on 8 December 2020 as a non-executive director of the Company.

Gavin Solomon, FAICD, Notary Public

Gavin Solomon is the Founder and Executive Chairman of PrimaryMarkets Limited (Australia). Gavin has over 35 years' experience in the Australian and Asian Equity Capital Markets. Gavin was previously the Founder and Managing Director of Helmsec Global Capital, a pan-Asian ECM house which participated in new capital raisings of over A\$1.7B from 2008 to 2015. Helmsec is now a wholly owned subsidiary of PrimaryMarkets. Gavin holds degrees in Commerce and Law, is a Notary Public and is a Fellow of the Australian Institute of Company Directors. Gavin was for the past 8 years a Non-Executive Director of the Bradman Foundation and International Cricket Hall of Fame.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board considers Mr Solomon to be an independent Director.

Director's Recommendation

The Directors (excluding Mr Solomon) unanimously recommend that Shareholders vote in favour of this Resolution.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 6 – Re - Approval of 2014 Invigor Employee Incentive Plan

1. Overview

On 29 May 2014, the shareholders of the Company approved 2014 Invigor Employee Incentive Plan ("2014 Plan") in order to attract, retain and motivate directors and employees by offering eligible participants an opportunity to participate in the Company's future performance through awards of equity securities (including Options). The 2014 Plan was re-approved by shareholders on 23 June 2017.

Details of Incentive Options issued and remaining under the Incentive Plan are shown below:

Issued under the Incentive Plan	213,518,870
Cancelled or lapsed in the period to 2019	(60,952,207)
Adjustment in 2019 following 20: 1 Consolidation	(144,938,284)
Cancelled or lapsed in 2020	(2,016,681)

Number of Incentive Options on issue at the date of this meeting	5,611,698
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ASX Listing Rule 7.1 provides a formula that limits the number of equity securities the Company may issue within any 12-month period without shareholder approval. The formula allows the Company to issue a maximum number of equity securities equal to 15% of its issued share capital, subject to various exceptions under ASX Listing Rule 7.2.

ASX Listing Rule 7.2, exception 13(b), provides that issues under an employee incentive scheme are exempt for a period of three years if shareholders approve the issue of securities under the plan as an exception to ASX Listing Rule 7.1, as is proposed by Item 6.

It has been more than three years since the shareholders re-approved the 2014 Plan in 2017. Therefore, the Company is seeking re-approval of the 2014 Plan to enable it to comply with the exception listed in ASX Listing Rule 7.2 to ASX Listing Rule 7.1.

There have been no changes to the 2014 Plan since approval by the shareholders.

A copy of the 2014 Plan Rules is available by request from the Company Secretary.

If this Item 6 is approved by shareholders, for three years the Company will be able to issue Incentive Options under the 2014 Plan without those Incentive Options counting towards the limit in ASX Listing Rule 7.1. If Item 6 is not approved, the Company's ongoing capacity to issue Incentive Options will be limited by ASX Listing Rule 7.1 without further shareholder approval, which may impact on the Company's capacity to attract, retain and motivate directors and employees by issuing Incentive Options under the 2014 Plan.

2. Summary of the 2014 Plan

The terms and conditions of the 2014 Plan are summarised below.

Eligibility

Under the 2014 Plan, the Board may offer Options to employees, officers, consultants and directors of the Company or a Related Body Corporate of the Company, which the Board determines, should be entitled to participate in the 2014 Plan ("Eligible Participants").

Grant of Options

Options will be granted to Eligible Participants for free unless the Board determines otherwise. The Company will not apply for ASX quotation of any Options issued under the 2014 Plan.

Exercise Price

The exercise price per Share for an Option will be determined by the Board and specified by the Board at the time of offering the Options to Eligible Participants (and will be subject to adjustment in accordance with the ASX Listing Rules unless otherwise determined by the Board). The exercise price per Share for an Option may be nil.

Exercise Period

Options will be exercisable during the Option exercise period specified by the Board at the time of offering the Options to Eligible Participants.

Vesting

Options will only vest upon satisfaction of any vesting conditions specified by the Board at the time of offering the Options to Eligible Participants. The Board may determine that there are vesting conditions related to the Eligible Participant completing a required period of service and also vesting conditions related to performance targets being met.

Exercise of Options

Subject to the satisfaction of any applicable vesting or exercise conditions, Options are exercisable during the specified Option exercise period by giving notice of the exercise to the Company and by paying the exercise price (if any) for the Options exercised.

Issue of Shares upon exercise of options

Exercised Options will entitle the holder to subscribe for the number of Shares set out in the Option (subject to adjustment in accordance with the ASX Listing Rules unless otherwise determined by the Board). The Shares issued upon exercise of the Options will rank equally and carry the same rights and entitlements as other Shares on issue, except for entitlements which had a record date before the date of issue of that Share.

New issues of Securities

An option holder will not be entitled to participate in new issues of Shares or other securities made by the Company to holders of its Shares, unless the Options are exercised and the respective Shares are issued before the record date for determining entitlements to the new issue.

Adjustments to Options

Options will be subject to adjustment under ASX Listing Rules 6.22.2, 6.22.3 and 7.22 unless otherwise determined by the Board.

Acceleration of Exercise

If a takeover bid is made to acquire all of the issued Shares of the Company, or a notice of meeting to approve a scheme of arrangement under section 411 of the Corporations Act 2001 is issued by the Company, a selective capital reduction or other transaction is initiated which has a similar effect to a full takeover bid for Shares ("Bid") and the Bid is accepted by holders of at least 50% of the Shares on issue, each Option holder is entitled to exercise all or any part of their Options notwithstanding the

Option exercise period has not commenced or applicable vesting or exercise conditions have not been satisfied.

Lapse of Options

Subject to certain limited exceptions, the Options will lapse on the earlier of:

- the expiry of the relevant Option exercise period;
- the Option holder ceasing to be an "Eligible Participant";
- 10 Business Days after a Bid as defined above occurring; and
- the liquidation of the Company,

unless otherwise determined by the Board.

Restrictions on Hedging

An option holder will be restricted from entering into or procuring another person from entering into any scheme, arrangement, or transaction that protects the value of an Option or Shares which will be issued on exercise of an Option.

3. Number of securities issued

The number of Incentive Options issued under the 2014 Plan since the listing of the Company is 213,518,870 and 157,000,000 have been issued since the last approval in 2017 of the Plan by Shareholders, of which (following cancellation and consolidation as set out above) 5,611,698 remain on issue as at the date of this meeting.

4. Maximum number of Incentive Options

The maximum number of Incentive Options proposed to be issued under the 2014 Plan following the approval under this Item 6, inclusive of the Incentive Options currently on issue, is 50,000,000. Accordingly, 44,388,302 Incentive Options can be issued following shareholder approval at this meeting for a period of three years.

Voting Exclusion Statement

The Company will disregard any votes on Item 6 cast by any person who is eligible to participate in the 2014 Plan and their associates.

However, the Company need not disregard any votes on Item 6 if:

- it is cast as proxy for a person entitled to vote, in accordance with 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; or
- it is cast by 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 directions given by the beneficiary to the holder to vote in that way.

Directors Recommendation

The Board considers it appropriate to refrain from making a recommendation in relation to Item 6, given that directors are eligible to participate in the 2014 Plan.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of this Resolution.

GLOSSARY

A\$ or \$ means Australian Dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

Annual General Meeting or **Meeting** or **AGM** means the meeting convened by the Notice.

Auditor means the auditor of the Company, Moore Stephens.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Invigor Group Limited (ACN 081 368 274).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Key Management Personnel (or **KMP**) has the meaning as defined in section 9 of the Corporations Act.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** or **NOM** means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Meeting means the annual general meeting of the Company to be held at Invigor Group Limited, Level 16, 56 Pitt Street, Sydney, NSW, 2000, to which this Notice relates.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 31 December 2019.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.



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
- 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 10:30am (AEST) on Wednesday 16 June 2021.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/invigoragm19>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



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 by **10:30am (AEST) on Wednesday 16 June 2021.** 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/invigoragm19>
- By Fax** + 61 2 9290 9655
- By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- In Person** Boardroom Pty Limited
Level 12, 225 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 **Invigor Group 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 for the financial year 2019 of the Company to be held at the offices of **Invigor Group Limited, Level 16, 56 Pitt Street, Sydney NSW 2000 on Friday, 18 June 2021 at 10:30am (AEST)** 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.

Chair of the Meeting 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 Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that item.

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*
Item 2	To Adopt the Remuneration Report for the year ended 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr Greg Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Election of Director – Mr Thierry Manor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Election of Director – Mr Gavin Solomon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Re-Approval of the 2014 Invigor Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021