

INNLANZ LIMITED
ABN 83 628 420 824

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

Date of Meeting: 30 November 2022

Time of Meeting: 11.00 am AEDT

Place of Meeting: Holiday Inn Parramatta,
18-40 Anderson Street, Parramatta NSW 2150

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

Should you wish to discuss the matters in this notice of Annual General Meeting, please do not hesitate to contact Indira Naidu (Company Secretary) by e-mail Indira.naidu@innlanz.com.

INNLANZ LIMITED

ABN 83 628 420 824

2022 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Innlanz Limited (“**Innlanz**” or “**the Company**”) will be held at the Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am (AEDT) on Wednesday, 30 November 2022 to conduct business set out in this Notice.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in full in this Notice of Meeting. The Explanatory Statement, the Schedules noted above, and the Proxy Form are part of this Notice.

If you have been nominated as a third-party proxy, for any enquiries relating to the meeting, please contact the Company’s Share Registry on 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that shareholders are given as much notice as possible. Further information and guidance will be made available on the Company’s website <https://www.innlanz.com/shareholder-information/> and on ASX website at <https://www2.asx.com.au/markets/company/inl>.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors’ report for the Company and Auditor’s report for the Group for the year ended 30 June 2022.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R (2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company adopt the Remuneration Report for the financial year ended 30 June 2022.”

Note: Resolution 1 will be decided as if it were an ordinary resolution, but under section 250R (3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel of the Company or the Group (KMP) (details of whose remuneration are included in the Remuneration Report), nor a Closely Related Party of a KMP, may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form as to how to vote on Resolution 1; or*
- it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote and the appointment of Chairman as proxy:*
 - a.) does not specify the way the proxy is to vote on the Resolution; and*
 - b.) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a KMP.*

If the Chairman of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of Resolution 1.

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.

RESOLUTION 2 – RE-ELECTION OF LEO CUI AS A DIRECTOR

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

“That, Leo Cui, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.” **Note:** Leo retires as a director in accordance with the requirement of clause 21.2 of the Constitution. Being eligible, he offers himself for re-election. Biographical information on Leo Cui is set out in the explanatory notes to this notice.

RESOLUTION 3 – APPROVAL OF POTENTIAL TERMINATION BENEFITS FOR ELIGIBLE EXECUTIVES OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an ordinary resolution, with or without amendment:

"That, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth), and ASX Listing Rule 10.19, and for all other purposes, approval is given for the giving of benefits to each current and future eligible senior executive, as described in the Explanatory Memorandum, in connection with the retirement of that person from any office in the Company or a related body corporate of the Company referred to in section 200B of the Corporations Act 2001 (Cth)".

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Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of an officer of the entity or any of its child entities who is entitled to participate in a termination benefit, or any of their associates.

However, the Company will not disregard a vote cast in favour of the Resolution if:

- *A person as 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*
- *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*
- *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.*

RESOLUTION 4 – APPROVAL OF AMENDMENT TO CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given to the Company to modify its Constitution, by making the amendments described in the Explanatory Memorandum, with effect from the close of this Meeting.”

RESOLUTION 5 – APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

“That for the purposes of section 648G of the Corporations Act and for all other purposes, the proportional takeover provisions contained in clause 5.7 of the Company’s constitution be renewed.”

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**RESOLUTION 6 – APPROVAL OF THE USE OF PERFORMANCE RIGHTS AND/OR
OPTIONS UNDER THE COMPANY’S EXECUTIVE INCENTIVE PLAN**

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

“That, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the issue of performance rights and/ or options to eligible participants under the Company’s Executive Incentive Plan, the terms and conditions of which are set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes in favour of Resolution 6 by or on behalf of:

- *A person who is eligible to participate in the Company’s Executive Incentive Plan; or*
- *An associate of any of those persons.*

However, the Company will not disregard a vote cast in favour of the Resolution by:

- *A person as 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*
- *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*
- *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.*

OTHER BUSINESS

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company, the *Corporations Act* and the ASX Listing Rules.

BY ORDER OF THE BOARD

Indira Naidu
Company Secretary
28 October 2022

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2022 NOTICE OF ANNUAL GENERAL MEETING (continued)

NOTES**YOUR VOTE**

The business of Annual General Meeting affects your shareholding and your vote is important.

WHO MAY VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting and any adjourned meeting will be those persons set out in the register of Shareholders as at 7 pm (AEDT) on 28 November 2022. This means that any Shareholder registered at 7 pm (AEDT) on 28 November 2022 is entitled to attend and vote at the Meeting.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING ONLINE

If you are unable to attend the meeting, we encourage you to submit your vote online at www.investorvote.com.au. For intermediary online subscribers only (custodians) www.intermediaryonline.com.

PROXIES

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the stakeholder. A suitable proxy form accompanies this Notice of Annual General Meeting.

A proxy need not be a shareholder.

If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.

A Proxy Form accompanies this Notice. Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.

The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act*.

If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of

that power or authority must be deposited with the Proxy Form.

The Proxy Form (together with any relevant authority) must be received by no later than 11 am (AEDT) on 28 November 2022 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

The completed Proxy Form must be delivered to Computershare Investor Services Pty Limited, either:

- By facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- By post to GPO Box 242, Melbourne, VIC 3001; or
- By delivery to Level 3, 60 Carrington Street
- **Not less than 48 hours prior to the meeting. Proxy Forms received later than this time will be invalid.**

Shareholders are encouraged to submit their Proxy Forms Online ahead of the meeting. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

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 must be sent to the Company's Share Registry at least 24 hours in advance of the Meeting.

POLL

Voting on all items will be determined by a poll during the Meeting. Shareholders not attending the Meeting may vote online or use the Voting Form enclosed with the AGM letter for those who have received this correspondence via the post before the deadline listed above.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions ahead of the Meeting. To submit a written question, shareholders are encouraged to email ir@innlantz.com by no later than 23 November 2022 which is 5 business days before the Meeting. Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of the Meeting.

Shareholders may also ask questions during the meeting. The Chair will address the shareholder questions during the meeting at appropriate times.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange as soon as practical after the Meeting and will also be made available on the Company's website at: www.innlantz.com.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Wednesday, 30 November 2022.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used but not defined in this Explanatory Memorandum have the meanings given to them in the Glossary.

1. FINANCIAL REPORT AND DIRECTORS' REPORT

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2022, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

Action Required

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial reports and accounts and on the management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of accounts; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the *Corporations Act* (which requires questions to be submitted no later than 5 business days prior to the Meeting).

The Company will not provide a hard copy of the financial report to Shareholders unless specifically required to do so. The Financial Report will be available at <http://www.innlanz.com>.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

2. RESOLUTION 1 – REMUNERATION REPORT

Background

In accordance with section 250R (2) of the *Corporations Act*, the Company is required to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2022 annual financial report, be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2022.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

While the vote on Resolution 1 is advisory only and does not bind the Directors or the Company, under the *Corporations Act*, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the re-election of all of the Directors (other than the Managing Director) who were in office when the applicable Director's Report was approved at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors (other than the Managing Director) who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders, will be the Directors of the Company. At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

3. RESOLUTION 2 – RE-ELECTION OF LEO CUI AS A DIRECTOR

Background

The Company's Constitution provides that an election of directors must be held at each annual general meeting. Leo Cui retires, and being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Leo Cui was appointed as a Director of the Company on 28 November 2019.

Mr Cui has substantial experience in Financial Services Industry mainly responsible for Group Dealing, Risk Management, responsibility for compliance with respect to ASIC and specific compliance obligations under Australian Financial Services Licence. Previous work experience also includes sales and marketing, financial product advice to and dealing with wholesale and retail clients, derivative products, and foreign exchange contracts. Mr Cui's key strength include his financial services background which has foreign investors in Australian Companies. He also has network and relations in Hong Kong and China.

His academic qualifications are Bachelor of Accounting (East Forest University, Harbin, China), Master of Applied Finance (University of Western Sydney, Australia) and Tier 1 RG146 (ASIC).

Directors' recommendation

The Directors unanimously (excluding Leo Cui) recommend that the Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – APPROVAL OF POTENTIAL TERMINATION BENEFITS FOR ELIGIBLE EXECUTIVES OF THE COMPANY

Under section 200B of the *Corporations Act*, the Company must not give a person a benefit in connection with the person's retirement from an office, or position of employment, in the Company or its related bodies corporate if:

- the office or position is a managerial or executive office; or
- the person has, at any time during the last 3 years before their retirement, held a managerial or executive office in the Company and its related bodies corporate, unless shareholder approval is obtained under section 200E of the *Corporations Act* for the giving of the benefit (or if a specified exception applies). The *Corporations Act* sets out certain exceptions to the requirement to obtain shareholder approval.

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(Continued)

- These exceptions relate to things such as statutory entitlements to accrued annual and long service leave and other benefits which fall within the monetary cap prescribed by the *Corporations Act* (which is broadly equivalent to one year's annual average base salary of the relevant person over the period during which that person held a managerial or executive office (up to a period of 3 years)).

A "benefit" is broadly defined and can include a payment or other valuable consideration provided to the relevant person.

A benefit also extends to cover accelerated or automatic vesting of equity awards on, or as a result of, retirement from an office or position, a payment made in lieu of giving of notice of termination and a payment that is made as part of a post-employment restraint.

If a termination benefit is given in excess of what is permitted under the *Corporations Act*, a breach of the *Corporations Act* can occur even if the person receiving the benefit is entitled to the benefit under their contractual arrangements with the Company and its related bodies corporate.

ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that, without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities, will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

Why is Shareholder approval being sought?

The purpose of Resolution 6 is to seek approval from Shareholders for the provision of certain benefits to persons who hold a 'managerial or executive office' (as that term is used in the *Corporations Act*) in the Company or a related body corporate of the Company (**Executive**) so that such termination benefits may be paid or provided to the Executive without breaching the requirements of section 200B of the *Corporations Act* and the Company can meet its contractual commitments to the Executive.

Who does this approval cover?

Approval is being sought for any current or future Executives at the time of their termination or at any time in the 3 years prior to their termination. This would include:

- KMP of the Company, as disclosed in the Remuneration Report and any future remuneration report of the Company; and
- executives who serve as directors of the Company's subsidiaries.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Details of the remuneration of the Company's current KMP are set out in the Remuneration Report.

Resolution 3 seeks approval, not just for the KMP disclosed in the Remuneration Report, but also for any other current or future director or employee who, at the time of his or her termination or at any time in the 3 years prior to that date, was a KMP of the Company or the Company's subsidiaries.

Details of benefits for which Shareholder approval is sought

Performance rights and options

Under the Plan, the Company can award Executives performance rights or options in accordance with the Plan.

Under the terms of the performance rights which are proposed to be granted at this Meeting, such performance rights will either:

- (a) automatically vest and all relevant performance conditions will be deemed to have been satisfied in full, without the need for any further action, on cessation or termination of employment of the Executive, except where the Executive's employment or appointment ceases or is terminated, as a result of fraud, dishonesty or breach of the Executive's obligations, or as a result of their voluntary resignation. In these circumstances all unvested performance rights will automatically lapse on the date on which the Executive ceases to be employed or appointed by the Company or their employment or appointment is terminated (as applicable); or
- (b) provide the Board with a discretion to determine whether the performance rights will vest (and, if so, what proportion of the performance rights will vest) on termination of the Executives employment. The Board would generally exercise its discretion for unvested performance rights and options to vest, except in the circumstances outlined in (a) above.

Since 2019, the Company has issued and will continue to issue performance rights and options to Executives which provide the Board with a discretion to determine whether such performance rights and options will vest (and, if so what proportion of the performance rights and options will vest) on termination of the Executives employment or appointment. The Board would generally exercise its discretion for unvested performance rights to vest, except in the circumstances outlined above.

Any future performance rights or options issued by the Company under the Plan (or otherwise) may either provide for similar automatic vesting conditions, or for the Board to exercise discretion in relation to unvested performance rights or options, as outlined above.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Approval is being sought from Shareholders in relation to the vesting of performance rights and options granted as outlined above, and in respect of accelerated vesting conditions for any performance rights or options which are granted to Executives under the Plan (or otherwise) in the future.

Other termination benefits

Shareholder approval is also being sought for termination benefits that may be provided to an Executive under individual employment agreements or engagement letters entered with the Executive. Further information about these benefits is set out in Annexure A of this Explanatory Memorandum.

The value of the benefits

The monetary value of any benefit that arises in connection with the vesting of an Executive's performance rights (or options) or benefits under their employment agreement or engagement letter cannot currently be ascertained because this value depends on the future matters, events, and circumstances.

In relation to the value of any performance rights or options, the future matters, events, and circumstances include, but are not limited to:

- The number of performance rights or options granted to the Executive.
- The number of unvested performance rights and options the Executive holds at the time they cease employment from office with the Company and its related bodies corporate and the number that vest or lapse automatically under their terms or that the Board determines to vest or lapse.
- The extent to which the performance conditions that apply to the performance rights or options have been satisfied.
- The circumstances in which the Executive ceases to hold office.
- The length of time that the Executive has been in their role with the Company.
- The exercise of discretions by the Board.
- The Company's Share price at the relevant time.
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The future matters, events, and circumstances relevant to determining the value of any benefits under an Executive's employment agreement or engagement letter are outlined in Annexure A of this Explanatory Memorandum.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Approval is sought for a three-year period

Shareholder approval is sought for:

- any performance rights granted to the date of the 2022 AGM (as outlined above) and any performance rights or options granted under the Plan during the 3 years from the date of the AGM until the conclusion of the Company's AGM in 2025; and
- any termination benefits under an Executive's employment agreement or engagement letter as outlined in Annexure A of this Explanatory Memorandum if the Executive ceases employment or office during the 3 years from the date of the AGM until the conclusion of the Company's AGM in 2025.

If resolution 3 is passed, it will be effective for a period of 3 years from the date the resolution is passed.

If the resolution is not passed, the Company may potentially be in breach of Corporations Act, providing a financial benefit or exceeding the value of financial benefit provided to the executives of the Company.

Directors' recommendation

The Board (excluding Mr Yeshween Mudaliar and Mr Jhon Shen) recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4: APPROVAL OF AMENDMENT TO CONSTITUTION

Background

The COVID-19 pandemic and the responses to it has limited the ability to hold large meetings including Shareholder Meetings. This has resulted in the widespread adoption of virtual and hybrid shareholder meetings often with the assistance of temporary changes in the law. In this context, the Board considers, given the ongoing COVID-19 pandemic and the geographic spread of the Company's shareholders that inclusion of provisions in its constitution permitting the Company to conduct Shareholder meetings via technology where appropriate, will provide the Company with flexibility to hold meetings in such a manner.

The Company also considers this to be an opportune time to proactively insert provisions into its Constitution required by Listing Rule 15.12 to deal with restricted securities, and to update or clarify other aspects of the Constitution.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

General Meetings and use of technology

It is proposed that clause 16.6 of the existing constitution is removed and replaced by a new clause (**Use of technology at general meetings**) which clearly sets out the Company's ability to hold a general meeting by technology and electronic means. The change also:

- Adds a new subclause confirming that a meeting will be duly convened if the Chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting such that Shareholders attending have a reasonable opportunity to participate;
- Clarify the process by which the Company may hold general meetings in more than one place (including virtual meetings); and
- Allow the Board, by notice to the ASX, to change or remove offering of any venue or technology for a general meeting.

To promote the interests of Shareholders and facilitate their participation in general meetings, the proposed new clauses provide for the holding of meetings using technology, including;

- Giving of notices and documents electronically where the Shareholder so nominates, and by means of accessing a link to the place at which the relevant document or notice can be viewed; and
- Where a resolution is voted on at a general meeting and where Shareholders are participating using technology as well as at a physical meeting, the resolution will be decided on a poll.

Restricted Securities

ASX Listing Rule 15.12 requires that for so long as a Company has restricted securities on issue, its constitution must contain certain provisions (**Restricted Securities Provisions**). The Company's constitution does not contain all of these provisions, so the Company proposes to include the Restricted Securities Provisions in its constitution.

It is proposed that a new clause 13 be inserted into the constitution containing the Restricted Securities Provisions. The Company does not currently have any restricted securities on issue, nor does it plan to issue any restricted securities, however, if this Resolution 4 is passed, then the Company will not have to return to shareholders to approve an amendment of its constitution in order to issue them (however shareholder approval may be required for other purposes depending on the terms of issue of those securities).

The Company also proposes to remove existing provisions of the constitution which overlap with the provisions of the proposed clause 13.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Access to a copy of the proposed new constitution

Copies of the Company's constitution showing the proposed changes are available on the Company's website .

The Company will send a copy of the Constitution showing the proposed changes (at the Company's expense) to any Shareholder upon request. Shareholder requests should be made to ir@innlanz.com.

Notices

It is also proposed that clause 26.10 shall be updated to make it easier for the Company to provide notices by electronic means, including by sending notifications via the electronic means notified by a member of the Company.

Miscellaneous Changes

It is also proposed that:

- the name of the Company as set out in the constitution be formally updated so that it reflects the current name of the Company;
- the language of the constitution be updated to be gender-inclusive;
- the provisions on appointment of alternate directors be amended so that any appointment is subject to Board approval, and only until the next AGM;
- the requirement that Board deadlocks be resolved by shareholder resolution be removed; if for some reason the Board cannot agree on a matter, it is the role of the Chair to facilitate ongoing discussions until the Board can reach agreement or to let the matter rest.

Directors' recommendation

The Board recommend that shareholders vote in favour of Resolution 4.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

5. RESOLUTION 5 – APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS

Background

The takeovers regime in Chapter 6 of the *Corporations Act* applies to the Company. This means that an offer to acquire effective control of the Company will only be valid if it follows the process set out in the *Corporations Act*.

A bidder wishing to acquire control of the Company may not necessarily wish to purchase 100% of the shares in the Company. Instead, the ‘bidder’ may make an offer to purchase only a specified proportion (e.g. 33% or 50%) of each shareholder’s interest in the Company. If the offer is accepted, each accepting shareholder will dispose of only that proportion of its shares in the Company and retain the balance.

It is often not in the interests of the shareholders, as a whole, to allow a proportional takeover bid to go ahead. Therefore, the *Corporations Act* allows a company to include provisions in its constitution that allow a proportional takeover bid to be considered, and voted on, by the shareholders as a whole before it is allowed to proceed. Any transfer of shares to the bidder in accordance with the takeover bid will be void if the proportional takeover bid is not approved.

Clauses 14.6 and 14.7 of the constitution contain “proportional takeovers” provisions but the *Corporations Act* (and clause 14.11) provides that these provisions are only effective if approved by shareholders every 3 years. Accordingly, the Company is seeking approval under this Resolution to approve the proportional takeover provisions in the constitution. If Resolution 5 is passed, these proportional takeover provisions will have effect until 30 November 2025, being 3 years from the approval of this Resolution 5. If Resolution 5 is not passed, then the proportional takeover provisions in clauses 14.6 and 14.7 will be “dormant” unless the shareholders approve them at a point in the future.

Effect of the provisions in the constitution

The effect of approving the proportional takeover provisions in the Company’s constitution is that where a proportional takeover offer is made, the directors will be required to convene a meeting of shareholders, to vote on a resolution to approve the proportional takeover offer. This resolution must be voted on before the 14th day before the last day of the bid period. If the resolution to approve the bid is not voted on by this deadline, the *Corporations Act* deems the resolution to have been passed.

In order for the resolution to be passed, the proportion of the number of votes in favour of the resolution must be greater than 50% of the total votes. If the resolution to approve the bid is passed, the transfers resulting from the takeover offer may be registered, provided they comply with other applicable provisions in the *Corporations Act* and the constitution.

INNLANZ LIMITED

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

If the resolution to approve the bid is not passed, all binding contracts resulting from acceptances of offers made under the takeover offer are required to be rescinded by the bidder and all unaccepted offers (and offers failing to result in binding contracts) are taken to have been withdrawn.

Failure by the Company's directors to ensure that a resolution is voted on or before the deadline results in each of the Company's directors contravening section 648E of the *Corporations Act*.

The proportional takeover provisions will not apply to a full takeover bid (i.e. a bid where the bidder offers to acquire 100% of each shareholder's holding).

Reasons for proposing Resolution 5

A proportional takeover may result in a person or entity acquiring control of the Company notwithstanding that the person or entity does not hold a majority interest and without shareholders having the opportunity to sell all of their shares to the bidder. This may result in the existing shareholders being exposed to the risk of being left as minority shareholders in the Company and of the bidder being able to acquire control of the Company without payment of an adequate, or any, premium for control of their shares. As there is a risk that the market price of the Company's shares will decrease as a result of a proportional takeover bid, there is also a risk that shareholders may suffer loss without having had an opportunity to dispose of their shares. The directors consider that, given this risk, it is appropriate that shareholders be given the opportunity to determine whether or not to approve a proposed takeover offer. Accordingly, the directors propose to include proportional takeover provisions in the new constitution.

No current proposals

At the date of this notice of meeting, none of the directors of the Company is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages for shareholders

The advantages of these provisions are that the provisions:

- provide the shareholders with greater control over the management and control of their Company by having an opportunity to consider a proportional takeover offer and vote on whether to approve a proportional takeover bid;
- give shareholders the opportunity to prevent the bid from proceeding if shareholders so desire by voting against the bid, which should in turn increase the likelihood that the terms of any proportional takeover offers are attractive to a majority of shareholders;

INNLANZ LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

- may dissuade bidders considering a proportional takeover bid for the Company that will not be favourable to shareholders on the basis that such a bid is unlikely to receive approval from the shareholders;
- may increase the likelihood that any takeover bid would be a full takeover bid, therefore giving shareholders an opportunity to sell all of their shares rather than a proportion; and
- enable the directors to ascertain the views of shareholders in respect of a proportional takeover offer through a meeting.

Potential disadvantages for shareholders

The disadvantages of these provisions are that the provisions:

- place procedural hurdles in the way of proportional takeover bids, potentially denying shareholders an opportunity to sell some of their shares at an attractive price to persons seeking control of the Company;
- may discourage those considering making proportional takeover bids in respect of the Company from making such a bid because of the uncertainty of whether shareholders will approve the bid, again potentially denying the shareholders an opportunity to sell their shares;
- may diminish the prospective takeover element of the market price of the shares by their existence; and
- may deny an individual shareholder the opportunity to accept a proportional takeover bid if a majority of shareholders do not vote in favour of approving the bid.

However, the directors believe that the views of shareholders being obtained should not adversely affect any offer which is attractive to the majority of shareholders.

Potential advantages and disadvantages for directors

The directors do not consider that there are any advantages or disadvantages specific to the directors, other than those potential advantages and potential disadvantages that arise because a director is also a shareholder.

Directors' recommendation

The non-executive Directors recommend that shareholders vote in favour of Resolution 5.

INNLANZ LIMITED
ABN 83 628 420 8246
EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

RESOLUTION 6 – APPROVAL OF THE USE OF PERFORMANCE RIGHTS AND/OR OPTIONS UNDER THE COMPANY’S EXECUTIVE INCENTIVE PLAN

General

The Company endeavors to achieve simplicity and transparency in remuneration design, whilst also balancing competitive market practices in Australia. In light of the Company’s increasing operations globally, the Board has reviewed the Company’s long-term incentive arrangements to ensure that it continues to retain and motivate key executives in a manner that is aligned with members’ interests. The Board has previously obtained external remuneration advice to assist with the design of the Company’s Executive Incentive Plan which the Company last approved at its annual general meeting on 28 November 2019 (EIP).

As a result of that review and advice, the Board has resolved to continue to adopt the ‘umbrella’ EIP pursuant to which it may invite eligible executives to apply for the grant of performance rights and/or options. The Performance Rights and Options under this proposed EIP will be granted in accordance with the EIP Rules as set out below.

It is the Board’s view that the award of Performance Rights and/or Options under the proposed EIP will provide meaningful remuneration opportunities, which are aligned with the Company’s share price performance and will reflect the importance of retaining the Company’s world-class management team as well as attract high quality personnel to the Company.

ASX Listing Rules

Member approval is being sought under Exception 13(b) of ASX Listing Rule 7.2 so that the Company will be able to grant Options and/or Performance Rights under the EIP during the 3 years after the Annual General Meeting as an exception to ASX Listing Rule 7.1.

ASX Listing Rule 7.1 prohibits the Company from issuing or agreeing to issue more than 15% of its issued equity securities in any 12-month period without the approval of the holders of ordinary securities. However, ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1. These exceptions include Exception 13(b), which provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if within 3 years before the date of issue, the holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

INNLANZ LIMITED

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

If Resolution 6 is passed, the Company will be able to issue securities under the EIP to eligible participants over a period of 3 years without the Company's 15% annual placement capacity under the ASX Listing Rule 7.1. However, any issues of securities under the EIP to a related party (including directors) will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

If Resolution 6 is not passed, the Company will be able to proceed with issues of incentives under the EIP to eligible participants, but any issues of incentives will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.2 for the 12-month period following the issue of the performance rights.

In accordance with the listing Rule 7.2 Exception 13(b), the following information is provided in relation to the Plan:

- A summary of the terms of the EIP is as set out below.
- The EIP was previously approved at the Company's 2019 Annual General Meeting held on 28 November 2019. The Company has issued 13,300,000 securities under the EIP since its last approval by Shareholders.
- The maximum number of Equity Securities proposed to be issued during the three-year period, under the EIP following shareholder approval is 5% of the total number of Shares on issue as at the date of the issue of the relevant Equity Securities. The maximum is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, but simply a ceiling for the purposes of Listing Rule 7.2, exception 13(b). Once that number is reached, any additional issues of Equity Securities under the Plan would not have the benefit of Listing Rule 7.2, exception 13 without a fresh Shareholder approval. Given the present issued capital of the Company, that maximum would be 15,663,180.

Summary of the terms of the EIP

Operation

The Board is responsible for administering the EIP in accordance with the EIP Rules. A grant of Performance Rights and/or Options under the EIP will be subject to both the EIP Rules and the terms and conditions of the specific grant.

All future offers to Australian employees and executives of the Company under the EIP will be made in accordance with the requirements of the *Corporations Act*, any applicable ASIC Class Order and the ASX Listing Rules.

INNLANZ LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Eligibility

The EIP is open to employees (including Directors employed in an executive capacity) of the Company who are invited by the Board to participate in the EIP. The EIP is not open to non-executive Directors of the Company. All non-executive Directors are ineligible to participate in any current employee incentive scheme of the Company. The Board may invite employees to apply for performance rights and/or options under the EIP in its absolute discretion.

Grant

No payment is required on the grant of a Performance Right and no exercise price is payable upon the Performance Right vesting. No payment is required on the grant of an Option. The exercise price of an Option will be determined by the Board in its discretion and specified in the participant's invitation letter.

Vesting

The vesting of a Performance Right will be conditional on the satisfaction of any performance conditions attaching to the Performance Right. Performance conditions will be determined by the Board in its discretion and specified in the participant's invitation letter.

Where relevant performance conditions are met, then the Performance Right will vest and automatically be exercised into Shares.

The vesting of an Option will be conditional on the satisfaction of any performance conditions attaching to the Option. Performance conditions will be determined by the Board in its discretion and specified in the participant's invitation letter.

Where a participant ceases to be an employee of the Company because of total and permanent disability, death, or any other circumstance determined by the Board in its discretion, the Board may determine that any of the Performance Rights and/or Options granted to a participant will vest, whether or not any performance conditions attaching to the Performance Right and/or Option have been met.

Notwithstanding this and subject to the ASX Listing Rules:

- (i) the Board may vest some or all of a participant's Performance Rights and/or Options even if a performance condition has not been met, if the Board considers that to do so would be in the interests of the Company; and
- (ii) the vesting of a participant's Performance Rights and/or Options may be made subject to further conditions as determined by the Board.

INNLANZ LIMITED

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Lapse of performance rights and Options

All Performance Rights and Options that have not vested on or before the fifth anniversary of their grant date will automatically lapse. Performance rights and Options will also lapse if the applicable performance conditions attaching to them are not met within a prescribed period determined by the Board in its discretion.

If a participant ceases to be an employee of the Company (other than in the circumstances referred to in paragraph (d) above), the participant's performance rights and/or options will lapse automatically on cessation of the participant's employment unless the Board determines otherwise within 60 days of the date of cessation of the participant's employment.

Conversion

A participant may at any time request the Board to convert any or all of the participant's unvested Performance Rights to Options, or vice versa, at a rate of conversion determined by the Board in its absolute discretion. Any converted Performance Rights or Options will be subject to the same terms and conditions of the original performance rights or options (as applicable) granted to the participant unless otherwise determined by the Board in its discretion.

Dealing with Performance Rights and Options

Performance Rights and Options are not transferable, except on the participant's death, to their legal personal representative.

Shares

Each performance right will entitle a participant to one Share upon vesting. Each Option will entitle a participant upon vesting to subscribe for one Share at the exercise price specified by the Board in the participant's invitation letter. Shares issued as a result of the vesting of a performance right or vesting and exercise of an Option will rank equally with the Shares currently on issue.

Maximum number of Performance Rights and Options

The Board may grant such number of Performance Rights and/or Options under the EIP as the Board determines so long as no limit specified, imposed, or calculated by any relevant policy or guideline of ASIC, including any regulatory guide, class order or condition for relief, is exceeded.

INNLANZ LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Takeovers

In the event of a takeover bid (as defined in the *Corporations Act*), a participant's performance rights and Options will vest immediately to the extent that the performance conditions attaching to those performance rights and/or options have been satisfied and the remaining Performance Rights and/or Options will lapse.

Reconstruction of capital

If the Company makes a bonus issue, then a participant will become entitled to a proportionately greater number of Shares on vesting of the performance rights and/or Options held, as if the performance rights and/or options had vested before the bonus issue. If there is any other form of capital reconstruction, the number of performance rights and/or options will be adjusted in accordance with the ASX Listing Rules.

A participant is not entitled to participate in any new issue of securities in the Company other than as described above.

Amendment of Incentive Plan

Subject to the ASX Listing Rules, the Board may amend the rules of the EIP, but no amendment may materially reduce the rights of participants generally in respect of the Performance Rights and/or Options granted to them, except an amendment:

- made primarily to enable compliance with the law governing or regulating the EIP;
- to correct a manifest error or mistake;
- to take into account changes in development in taxation law; or
- to enable compliance with the *Corporations Act* or the ASX Listing Rules.

Voting exclusion statement

A voting exclusion statement is included in the Notice accompanying this Explanatory Note.

Directors' recommendation

The non-executive Directors recommend that shareholders vote in favour of Resolution 6.

INNLANZ LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the following meanings:

"**AEDT**" means Australian Eastern Daylight Time.

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting of Shareholders to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 on 30 November 2022 at 11.00am AEDT or any adjournment thereof.

"**Associate**" has the meaning given to that term in sections 10 to 17 of the Corporations Act.

"**ASIC**" means the Australian Securities Investment Commission.

"**ASX**" means ASX Limited ACN 008 624 691, or the securities exchange conducted by ASX, as the context requires.

"**Board**" means the board of directors.

"**Chair**" means the person appointed to chair the Meeting convened by this Notice.

"**Closely Related Party**" has the meaning given to that term in section 9 of the *Corporations Act*.

"**Company**" or "**Innlanz**" means Innlanz Limited ABN 83 628 420 824.

"**Constitution**" means the constitution of the Company, as amended from time to time.

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

"**Directors**" means the directors of the Company, from time to time.

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

"**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 and Equity Security.

"**Financial Report**" means the financial report of the Company ending 30 June 2022 and attached to this Notice of Meeting.

"**Group**" means the Company and its controlled entities.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the accounting standards and broadly includes those 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.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 30 November 2022 which accompanies this Explanatory Memorandum.

"**Proxy Form**" means the proxy form that is enclosed with, and forms part of, this Notice.



ABN 83 628 420 824

Innlanz Limited
18-40 Anderson Street,
Parramatta, NSW 2150

Dear Shareholder

Innlanz Limited Annual General Meeting 2022

On behalf of the Board of Directors, I am pleased to invite you to attend our 2022 **Annual General Meeting (AGM)** of the shareholders of Innlanz Limited which will be physically held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Wednesday, 30 November 2022.

As permitted under the Corporations Act, the Company will not be dispatching hard copies of the **Notice of the 2022 Annual General Meeting** (the **Notice**), Proxy Form and Annual Report to shareholders who have not requested to receive the full printed document.

Instead, the Notice of the 2022 Annual General Meeting and the Annual Report 2022 can be viewed and downloaded at <https://www.innlanz.com/shareholder-information/> and the Company's announcement page on ASX: <https://www2.asx.com.au/markets/trade-our-cash-market/announcements> (use "INL") or at our Share Registry's website at www.investorcentre.com by using your log-in details. If you are new to the Investor Centre website, simply click: Access a Single Holding Enquiry" and enter you SRN/HIN and postcode

If you have provided an e-mail address for this purpose, you will receive an e-mail to your nominated e-mail address with a link to an electronic copy of the AGM Materials (including the proxy Form).

If you are unable to attend the meeting, we **strongly encourage** you to submit your voting instructions online at www.investorvote.com.au.

A representative of the Company's auditor will be available during the meeting to answer questions relevant to the audit of the statutory financial statements for the year ended 30 June 2022. In addition, the Company will be happy to accept and answer questions that are submitted prior to the Meeting. Shareholders are invited to submit written questions relevant to the business of the AGM by sending an e-mail containing their question(s) to ir@innlanz.com by 23 November 2022.

For all enquiries regarding the Notice of Meeting, your holding of Shares, change of address or other registry matters, please contact Computershare 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

On behalf of the Board, thank you for your continuing support of Innlanz and I look forward to your attendance at the meeting.

Yours sincerely

Dr Peter French
Chairman

Innlanz Limited

ABN 83 628 420 824

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

INL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Innlanz Limited Annual General Meeting

The Innlanz Limited Annual General Meeting will be held on Wednesday, 30 November 2022 at 11:00am (Sydney time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (Sydney time) on Monday, 28 November 2022.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta, NSW 2150

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Innlanz Limited

ABN 83 628 420 824

INL

MR SAM SAMPLE
FLAT 123
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SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Sydney time)** on **Monday, 28 November 2022**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Innlanz Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Innlanz Limited to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta, NSW 2150 on Wednesday, 30 November 2022 at 11:00am (Sydney time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3 and 6 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-Election of Leo Cui as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Approval of Potential Termination Benefits for Eligible Executives of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Approval of Amendment to Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of Proportional Takeover Provisions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Approval of the use of Performance Rights and/or Options under the Company's Executive Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

I N L

2 9 4 1 7 0 A



Computershare

