

INNLANZ LIMITED
ABN 83 628 420 824

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT

Date of Meeting: 29 November 2024
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 Yeshween Mudaliar (Company Secretary) by e-mail Yesh.Mudaliar@innlanz.com.

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 Friday, 29 November 2024 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.

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 2024. Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – APPROVAL OF AMENDMENT TO CONSTITUTION

To consider and if thought fit, 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 2 – CONFIRMATION OF CHANGE IN AUDITOR APPOINTMENT

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

“That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, Hall Chadwick (NSW) having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately”.

OTHER BUSINESS

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

BY ORDER OF THE BOARD

Yesh Mudaliar
Company Secretary
7 November 2024

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 29 November 2024. This means that any Shareholder registered at 7 pm (AEDT) on 27 November 2024 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 Shareholder. 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 their 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 27 November 2024, which is 48 hours 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, by:

- Facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- Post to GPO Box 242, Melbourne, VIC 3001; or
- Delivery to Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000
- **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.

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@innlanz.com by no later than 21 November 2024 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 made available on the Company's website at: www.innlanz.com.

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 Friday, 29 November 2024.

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 2024, 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>.

2. RESOLUTION 1 – APPROVAL OF AMENDMENT TO CONSTITUTION

Background

The Company delisted from the ASX in July 2024. As a result of this, the Board has decided to update the Company's Constitution by removing all references to the ASX, Listing Rules, Settlement Rules and other ASX-listing requirements in the Constitution. All requirements under the Corporations Act remain in the Constitution.

Access to a copy of the proposed new constitution

A copy of the Company's constitution showing the proposed changes is 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 the Company Secretary, Mr Yesh Mudaliar, at Yesh.Mudaliar@innlanz.com.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – CONFIRMATION OF CHANGE IN AUDITOR APPOINTMENT

Background

Hall Chadwick (NSW) was appointed auditor of the Company following the resignation of RSM Australia Pty Ltd ("RSM") and ASIC's consent to the resignation in accordance with s329(5) of the *Corporations Act 2001* ("the Act").

The change of auditor has occurred due to the Company tendering the audit service.

As a result of the timing of the change, Hall Chadwick (NSW) filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company's next Annual General Meeting.

The Company is required to appoint an auditor to fill any vacancy at each Annual General Meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated Hall Chadwick (NSW) to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

Hall Chadwick (NSW) has provided the Company with its written consent to act, subject to shareholders'/members' approval being granted, as the Company's auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint Hall Chadwick (NSW) as the Company's auditor and shareholders'/members' approval is sought to that appointment.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

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 29 November 2024 at 11.00am AEDT or any adjournment thereof.

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

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

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

"**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.

"**Financial Report**" means the financial report of the Company ending 30 June 2024 and attached to this Notice of Meeting.

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

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 29 November 2024 which accompanies this Explanatory Memorandum.

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

Annexure A: Nomination of Hall Chadwick (NSW) as Auditors

The Directors
Innlanz Limited
18-40 Anderson Street
Parramatta, NSW 2150
Australia

30 August 2024

Dear Directors

The undersigned being a member of Innlanz Limited hereby nominates Hall Chadwick (NSW) for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Yesh Mudaliar', written over a circular scribble.

Yesh Mudaliar
Managing Director