

12 February 2018

Dear Shareholder

Invion Entitlement Offer – Notice to Ineligible Shareholders

Invion Limited ACN 094 730 417 (**Invion** or **Company**) announced today that it is undertaking a 8 for 27 non-renounceable pro-rata entitlement offer (**Entitlement Offer**) to raise approximately \$2.5 million, before offer costs and expenses.

The proceeds of the Offer will provide funds for general working capital and to fund the repayment of debt.

The Entitlement Offer is fully underwritten by The Cho Group Limited.

Details of the Entitlement Offer

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

Eligible Shareholders may subscribe for 8 new fully paid ordinary shares (**New Shares**) for every 27 ordinary shares held on the Record Date at an issue price of \$0.002 per New Share. New Shares under the Entitlement Offer will be fully paid and rank equally in all respects with existing ordinary shares from issue.

This is a letter to inform you that you are not an Eligible Shareholder for the purposes of the Entitlement Offer.

Why am I not eligible to participate in the Entitlement Offer?

Shareholders who are eligible to participate in the Entitlement Offer are those persons who:

- (a) are registered as a holder of fully paid ordinary shares in the Company as at 7.00pm (AEDT) on 15 February 2018 (**Record Date**);
- (b) have a registered address on the Invion's share register that is in Australia, New Zealand, Singapore or Hong Kong to the extent Invion can make the offer in those jurisdictions in accordance with applicable securities laws;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States with respect to their shares in Invion (to the extent such person holds Invion's shares for the account or benefit of such person in the United States); and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered,

(Eligible Shareholder).

Invion has determined, pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in countries outside of Australia, New Zealand, Singapore and Hong Kong in connection with the Entitlement Offer. This is due to the legal and regulatory requirements in countries other than Australia, New Zealand, Singapore and Hong Kong and the potential costs to Invion of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing Invion ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act, this letter is to inform you that Invion has determined that you are not an Eligible Shareholder and, therefore, are ineligible to exercise your entitlement to be issued New Shares under the Entitlement Offer.

What happens to my entitlement?

Invion has appointed Berne No. 132 Nominees Pty. Limited (**Nominee**) as the nominee for Ineligible Shareholders for the purposes of section 615 of the Corporations Act to arrange for the sale of the New Shares which would have been offered to them had such persons been eligible to participate in the Entitlement Offer. The Nominee will arrange for proceeds of sale (if any), net of subscription costs and expenses, to be sent proportionally to each Ineligible Shareholder through Invion's share registry.

The Nominee will have the absolute and sole discretion to determine the timing and the price at which the New Shares may be sold and the manner of any sale. Neither Invion nor the Nominee will be subject to any liability for the failure to sell the New Shares or to sell them at a particular price.

This is not an offer of New Shares to you, nor an invitation for you to apply for New Shares. You are not required to do anything in response to this letter.

Further information

For further information regarding the Entitlement Offer, please contact Invion on 1300 963 991 (within Australia) or +61 1300 963 991 (outside Australia) between 8.30am to 5.30pm (AEDT) Monday to Friday during the offer period. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

On behalf of the Directors, I thank you for your ongoing support of Invion.

Yours sincerely



Dr Greg Collier
Managing Director & Chief Executive Officer

Important information

This letter is issued by Invion. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in Invion in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or Invion's securities.

This letter may not be released or distributed in the United States. This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any person in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand, Singapore and Hong Kong. In particular, the New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements may not be taken up and the New Shares may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable United States state securities laws. The entitlements and New Shares to be offered in the Entitlement Offer will only be offered outside the United States in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the US Securities Act.