



(ACN 165 522 887)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Ensogo Limited (E88) will be held as follows:

Date: **Friday 26 May 2017**

Time: **12:00 pm (AEST)**

Venue: **Computershare Investor Services Pty Limited
Conference Centre
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067**

Business

Financial statements and reports

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 31 December 2016.

1. Adoption of Remuneration report

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

"That the Company adopt the remuneration report for the year ended 31 December 2016 in accordance with Section 250R(2) of the Corporations Act."

Notes:

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote is cast:

- by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

The Chairman will vote all undirected proxies in favour of this resolution.

2. Election of Mr Mark Licciardo as a Director

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

"That Mr Mark Licciardo, who was recently appointed a Director, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director."

3. Election of Mr Christopher Lobb as a Director

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

"That Mr Christopher Lobb, who was recently appointed a Director, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director."

4. Election of Mr Dinesh Ratnam as a Director

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

"That Mr Dinesh Ratnam, who was recently appointed a Director, retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director."

5. Appointment of Auditor

Resolution 5 will only be put to the meeting if ASIC has consented to the resignation of PricewaterhouseCoopers as the Company's auditor.

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, PricewaterhouseCoopers, for the purposes of Section 327B of the Corporations Act and for all other purposes, ShineWing Australia Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration."

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below

no later than 12:00 pm (AEST) on Wednesday 24 May 2017.

Address (hand deliveries): Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street,
Sydney NSW 2000

Address (postal deliveries): C/- Computershare Investor Services Pty Limited
GPO Box 242,
Melbourne VIC 3001,
Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Custodian Voting

Who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Wednesday 24 May 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long, sweeping horizontal stroke extending to the right.

Mark Licciardo
Company Secretary



(ACN 165 522 887)

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Ensogo Limited (E88) at the 2017 Annual General Meeting to be held commencing at 12:00 pm (AEST) on Friday 26 May 2017 at Computershare Investor Services Pty Limited, Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Financial statements and reports

Under Section 317 of the Corporations Act, Ensogo is required to lay its annual financial report, directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of E88's auditor, PricewaterhouseCoopers, will be present for discussion purposes on matters of relevance to the audit.

Resolution 1 – Adoption of Remuneration report

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on E88's remuneration report. The remuneration report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, E88 must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or E88.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing E88's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of E88's directors other than the managing director must be offered up for election.

Key Management Personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

E88 encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 – Election of Mr Mark Licciardo as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 2.

Mr Licciardo was appointed as an addition to the Board in October 2016. Under Clause 8 of E88's Constitution Mr Licciardo will retire and seeks election.

Resolution 2 provides for the election of Mark Licciardo as Director of E88 in accordance with E88's Constitution.

Mark Licciardo is the founder and Managing Director of Mertons Corporate Services. He has extensive experience in working with Boards of Directors of ASX-listed companies in the areas of corporate governance, accounting and finance, and company secretarial practices during a 30-year corporate career in banking and finance, funds management, investment, infrastructure development and in the establishment and management of a consulting business. A former Company Secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, Mark is also the former Chairman of the Governance Institute of Australia (GIA) Victoria division and Melbourne Fringe Festival, and a current non-executive Director of a number of public and private companies

The Directors (excluding Mark Licciardo) unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Mr Christopher Lobb as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 3.

Mr Lobb was appointed as an addition to the Board in December 2016. Under Clause 8 of E88's Constitution Mr Lobb will retire and seeks election.

Resolution 3 provides for the election of Christopher Lobb as Director of E88 in accordance with E88's Constitution.

Mr Lobb is currently Manager, Corporate Governance with corporate governance specialists, Mertons Corporate Services Pty Ltd. Prior to this Chris has been a Chartered Secretary for over 20 years having first held the role with the Gandel Group of Companies, an entity with interests in property (listed and un-listed), investment and funds management. After this initial role he has held positions with Colonial First State, MSF Sugar Limited and GSG Limited in both listed and non-listed environments. In addition to these appointments, Chris was a member of the National Board of Chartered Secretaries Australia (now Governance Institute of Australia) including serving as Chairman of the Victorian Division. Chris was also a non-executive director of Box Hill Institute of TAFE from 2005 to 2010 and holds a degree in accounting.

The Directors (excluding Christopher Lobb) unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Election of Mr Dinesh Ratnam as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of resolution 4. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 4.

Mr Ratnam was appointed as an addition to the Board in March 2017. Under Clause 8 of E88's Constitution Mr Ratnam will retire and seeks election.

Resolution 4 provides for the election of Dinesh Ratnam as Director of E88 in accordance with E88's Constitution.

Mr Ratnam is Chief of Staff of the CEO's Office at Catcha Group. He provides critical support to the Group CEO in the evaluation of key management decisions and driving strategic execution across the Group's main priorities. Prior to Catcha Group, Dinesh had spent time in London and San Francisco as an investment banker with J.P. Morgan focusing on the Technology, Media and Telecommunications space, where he had worked on \$25bn+ worth of transactions. Dinesh graduated from Imperial College London with a Masters in Mechanical Engineering.

The Directors (excluding Dinesh Ratnam) unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Appointment of Auditor

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of resolution 5. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 5.

It has been agreed for PricewaterhouseCoopers to retire as auditor of the Company. PricewaterhouseCoopers is in the process of seeking consent from ASIC to resign as auditor of the Company.

Once consent has been obtained from ASIC, PricewaterhouseCoopers will give its notice of resignation to the Company with effect from the close of the Annual General Meeting.

The Company has reviewed ShineWing Australia Pty Ltd suitability for the role of external auditor. The outcome of this review was a recommendation that ShineWing Australia Pty Ltd be appointed as the new auditor of the Company.

The Corporations Act 2001 (Cth) requires that Shareholders approve the appointment of a new auditor.

Nomination of ShineWing Australia Pty Ltd

ShineWing Australia Pty Ltd was nominated by Catcha Media. The notice of nomination of ShineWing Australia Pty Ltd as auditor of the Company is included in Appendix A to this Notice of Annual General Meeting.

ShineWing Australia Pt Ltd has consented to act as auditor of the Company.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, PricewaterhouseCoopers, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of PricewaterhouseCoopers audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2016.

Relevant written questions to PricewaterhouseCoopers must be no later than 5:00pm (AEST) on 18 May 2017. A list of those questions will be made available to Shareholders attending the meeting. PricewaterhouseCoopers will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

Please send written questions for PricewaterhouseCoopers to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

by no later than 5:00pm (AEST) on 18 May 2017.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Board means the board of directors of the Company.

Company means Ensogo Limited.

Constitution means the Constitution of the Company.

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice of Meeting.

Listing Rules means the listing rules of the ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 26 May 2017.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.

10 April 2017

Ensogo Limited
Level 7, 330 Collins Street
Melbourne VIC 3000

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE
CORPORATIONS ACT 2011 (Cth)

Catcha Group Pte Ltd, being a member of Ensogo Limited nominates ShineWing Australia of Level 8,
167 Macquarie Street, Sydney, NSW, 2000, for appointment to the position of Auditor of the Company
at the next Annual General Meeting.

A handwritten signature in black ink, appearing to be 'Patrick Grove', written over a horizontal line.

Patrick Grove
Director Catcha Group Ptd Ltd

A handwritten signature in black ink, appearing to be 'Lucas Elliott', written over a horizontal line.

Lucas Elliott
Director Catcha Group Ptd Ltd

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

E88

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

Proxy Form

XX

For your vote to be effective it must be received by 12:00pm AEST Wednesday 24 May 2017

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

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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

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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 Ensogo 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 Ensogo Limited to be held at Computershare Investor Services Pty Limited Conference Centre, Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 on Friday, 26 May 2017 at 12:00pm AEST 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is 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 Item 1 by marking the appropriate box in step 2 below.

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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Mark Licciardo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Christopher Lobb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Mr Dinesh Ratnam as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Auditor	<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.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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Computershare +