

ASX Release

FOR IMMEDIATE RELEASE

20 October 2017

Notice of Annual General Meeting and Explanatory Statement

In accordance with ASX Listing Rule 3.17, please find attached the Notice of Meeting, Explanatory Statement and a sample Proxy Form for the Annual General Meeting of Isentia Group Limited to be held on:

Thursday 23 November 2017 at 11:00am (Sydney time).

Isaac Nichols Auditorium
219-241 Cleveland Street
Strawberry Hills NSW 2012.

The Notice of Meeting, Explanatory Statement and Proxy Form are being dispatched to shareholders today.

Jacquie Shanahan
Company Secretary

For more information, please contact:

Investors
Jolanta Masojada
Investor Relations Adviser
investorrelations@isentia.com
+61 417 261 367

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Michael Collins
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About Isentia

Isentia (ASX:ISD) is APAC's leading integrated Media Intelligence, Insights and Content Marketing business, empowering more than 5000 clients in 11 countries to connect the dots between data and decisions. Isentia blends market-leading monitoring experience with analytics to help the world's biggest brands uncover the whole picture – and act on it. Powered by cutting-edge technology and a team of world class experts, our mission is to help businesses leap-forward where only genuine insight can take them. To find out more about how we inform better decisions, please visit

www.isentia.com

Notice of Annual General Meeting and Explanatory Statement

For the Annual General Meeting to be held on Thursday 23 November 2017, commencing at 11:00am (Sydney time) in the

Isaac Nichols Auditorium
219-241 Cleveland Street
Strawberry Hills, NSW 2012

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Isentia Group Limited will be held at 11.00 am on Thursday, 23 November 2017, in the Isaac Nichols Auditorium, 219-241 Cleveland Street, Strawberry Hills, Sydney NSW 2012.

Item 1: Financial Report and Directors' and Auditor's Report

To receive and consider the Financial Report, including the Directors' Declaration, the related Directors' Report and Auditor's Report of the Group for the year ended 30 June 2017 (contained in the 2017 Annual Report).

Item 2: Adoption of Remuneration Report

To receive, consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2017 (contained in the 2017 Annual Report) by passing the following ordinary resolution:

"That the Remuneration Report that forms part of the Directors' Report of the Group for the financial year ended 30 June 2017 be adopted."

Voting exclusion statement:

In accordance with the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of:

- *A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or*
- *A closely related party of such Key Management Personnel.*

However, a Key Management Personnel or its closely related party may cast a vote on this resolution in Item 2 if:

- *That person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and*
- *The vote is not cast on behalf of a Key Management Personnel or its closely related party.*

Item 3: Re-election of Director –Dr Geoffrey Raby

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

"That Geoffrey Raby, being a Director of the Company who retires by rotation, and being eligible under the Constitution for re-election, is re-elected as a Director of the Company."

Item 4: Other business

To transact any other business that may be brought forward in conformity with the Constitution or the Corporations Act.

By order of the Board

Jacquie Shanahan
Company Secretary
16 October 2017

Information for Shareholders

Explanatory Statement

This Notice of Meeting should be read in conjunction with the attached Explanatory Statement. The Explanatory Statement forms part of this Notice of Meeting.

How to Vote

Shareholders may vote by attending the Meeting in person, by proxy or authorised corporate representative.

Voting Entitlements

The Company has determined, in accordance with the Corporations Regulations 2001 (Cth), that Shares quoted on the ASX at 7.00pm (Sydney time) on **Tuesday, 21 November 2017** shall be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

Voting in Person

To vote in person attend the Meeting on the date and at the place set out in this notice. The Meeting will commence at 11:00am (Sydney time) on Thursday, 23 November 2017.

Voting by Corporate Representative

A corporation may elect to appoint a representative to attend and vote at the Meeting in accordance with the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporation Act. The Certificate is to be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.

Shareholders can download and complete the 'Appointment of Corporate Representative' form from the Link Market Services website:

<https://www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html>

Voting by Proxy

A Shareholder who is entitled to vote at the Meeting may appoint a proxy.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the

Shareholder's votes. If the Shareholder appoints two proxies, neither may vote on a show of hands if both proxies are present at the Meeting.

A proxy need not be a Shareholder of the Company.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by the Company by no later than 11:00am (Sydney time) on Tuesday, 21 November 2017, being not less than 48 hours prior to the commencement of the Meeting. Any proxy form received after that time will not be valid.

Proxy forms can be received:

- **Online** by logging onto linkmarketservices.com.au using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the proxy form).
- **By post** to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.
- **By fax** on +61 2 9287 0309.
- **By hand** to Link Market Services, 1A Homebush Bay Drive, Rhodes NSW 2138.

Enquiries

Shareholders are invited to contact the Company Secretary, Jacquie Shanahan at companysecretary@isentia.com if they have any queries in respect of the matters set out in these documents. For general Shareholder enquiries, please contact Link Market Services on 1300 554 474 or registrars@linkmarketservices.com.au.

Explanatory Statement

This Explanatory Statement and all of its attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company Secretary, Jacquie Shanahan at companysecretary@isentia.com or your professional advisor without delay.

This Explanatory Statement has been prepared for the Shareholders of the Company in connection with the Annual General Meeting of the Company to be held at 11:00am (Sydney time) on Thursday, 23 November 2017.

Item 1: Financial Report and Directors' and Auditor's Report

This item deals with the presentation of the Annual Financial Report, Directors' Report and the Auditor's Report for the Group for the financial year ended 30 June 2016. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions or make comments on these reports and on the business, operations and management of the Group.

The Annual Financial Report, including the Directors' Declaration, the related Directors' Report and Auditor's Report of the Group for the year ended 30 June 2016 are contained in the 2016 Annual Report. An electronic copy of the 2016 Annual Report is available at www.isentia.com/investor-centre/financial-reports or a printed copy can be requested by emailing companysecretary@isentia.com or calling +61 2 9318 4000.

During discussion on this item the Group Auditor will be present and available to answer questions relevant to the conduct of the audit, the preparation and content of the Auditors Report, the accounting policies adopted by the Group in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

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

Item 2: Adoption of Remuneration Report

The Remuneration Report (which forms part of the Directors' Report in the 2017 Annual Report) contains information relating to the Group's remuneration policy, remuneration framework and remuneration outcomes for directors and Key Management Personnel for the year ended 30 June 2017.

As required by the Corporations Act, a resolution will be put to Shareholders to adopt the Remuneration Report. Shareholders should be aware that the vote on this resolution is advisory only and is not binding on the Board. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholder concerns at next year's annual general meeting.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the Board intends to vote all available open proxies in favour of the adoption of the Remuneration Report.

Item 3: Re-election of Director – Dr Geoffrey Raby

Item 3 seeks Shareholder approval to re-elect Geoffrey Raby to the Board.

Geoffrey (Geoff) was appointed to the Board in May 2014 as an Independent Non-Executive Director. Geoff is also a member of the Audit and Risk and Nomination and Remuneration Committees. Geoff is an Independent Director on the boards of, OceanaGold and Yancoal Australia. Geoff was formerly a director of ASX-listed Fortescue Metals Group Limited (retired 5 December 2016), SmartTrans Holdings Ltd (retired 4 April 2016) and YPB Group Limited (retired May 2016). Geoff was the Australian Ambassador to China from February 2007 to August 2011 and Deputy Secretary of the Department of Foreign Affairs and Trade from November 2002 to November 2006. Between 1993 and 1995, Geoff was head of the Trade Policy Issues Division of the OECD, Paris.

Geoff received a Bachelor of Economics (Hons), a Masters of Economics and PhD degrees from La Trobe University.

Consistent with the Board's ongoing succession plan it continues to determine the competencies it requires to effectively discharge its duties but also, so that the aggregate composition of the Board's skills and experience is appropriate to oversee the Company strategy. In context of the current focus around driving greater penetration of SaaS in Asia and implementing further efficiencies through technology, Geoff brings extensive international experience and contacts throughout Asia (particularly China), and skills in information technology through his former directorship at SmartTrans Holdings Ltd.

Directors Recommendation

The Directors (other than Geoffrey Raby) unanimously recommend that Shareholders vote in favour of the re-election of Geoffrey Raby.

Glossary

“ASX” means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as appropriate.

“Auditor” means Deloitte Touche Tohmatsu (ABN 74 490 121 060).

“Board” means the board of directors of the Company.

“Company” or “Isentia” means Isentia Group Limited (ABN 31 167 541 568).

“Constitution” means the constitution of the Company.

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

“Director” means a director of the Company.

“Financial Report” means the annual financial report of the Group for the year ended 30 June 2017.

“Group” means the Company and its controlled entities.

“Listing Rules” means the listing rules of the ASX.

“Meeting” means the annual general meeting convened by this Notice.

“Notice” means the notice of Meeting.

“Shareholder” means a holder of one or more Shares.

“Shares” means fully paid ordinary shares in the Company.

End of Explanatory Statement

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Isentia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

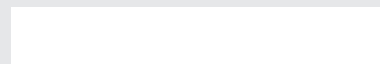
I/We being a member(s) of Isentia Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 23 November 2017 at Isaac Nichols Auditorium, 219-241 Cleveland Street, Strawberry Hills, NSW 1212** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

2 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Director Geoff Raby

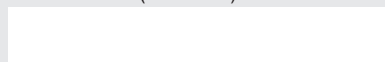
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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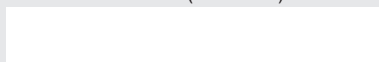
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 21 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Isentia Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**