

ASX Release

FOR IMMEDIATE RELEASE

11 October 2019

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 14 November 2019 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

About Isentia

Isentia (ASX:ISD) is APAC's leading integrated Media Intelligence and Insights business with operations in 11 markets. 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 14 November 2019**, 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, 14 November 2019, 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 2019 (contained in the 2019 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 2019 (contained in the 2019 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 2019 be adopted."

Item 3: Election of Director – Fiona Pak - Poy

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

"That Fiona Pak-Poy, being a Director of the Company who retires in accordance with the Company's Constitution, and being eligible, is re - elected as a Director of the Company."

Item 4: Election of Director – Abigail Cheadle

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

"That Abigail Cheadle, being a Director of the Company who retires in accordance with the Company's Constitution, and being eligible, is elected as a Director of the Company."

Item 5: Approval of Grant of Deferred Equity Rights to Ed Harrison

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

"That approval is given, for the purposes of ASX Listing Rule 10.14 and all other purposes, to the grant of FY19 Executive Reward Plan Deferred Equity Rights to the Company's Chief Executive Officer and Managing Director Ed Harrison on the terms summarised in the Explanatory Notes to this Notice of Meeting"

Item 6: Approval of Grant of Long Term Performance Rights to Ed Harrison

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

"That approval is given, for the purposes of ASX Listing Rule 10.14 and all other purposes, to the grant of FY19 Executive Reward Plan Long Term Performance Rights to the Company's Chief Executive Officer and Managing Director Ed Harrison on the terms summarised in the Explanatory Notes to this Notice of Meeting"

Voting Exclusions

Items 2

The Company will disregard any votes cast (in any capacity) by a member of the Company's key management personnel (**KMP**) named in the Remuneration Report for the financial year ended 30 June 2019, or by a closely related party of any such member, on the proposed resolutions in Item 2 unless:

- the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- the vote is cast by the Chair of the Meeting where he has been expressly authorised to do so.

Item 5 and Item 6

The Company will disregard any votes cast in favour of the resolution in Item 5 and Item 6 by or on behalf of:

- Ed Harrison; or
- any associate of Ed Harrison

unless:

- the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- the vote is cast by the Chair of the Meeting where he has been expressly authorised to do so.

By order of the Board

Jacquie Shanahan
Company Secretary
11 October 2019

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, 12 November 2019** 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, 14 November 2019.

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, 12 November 2019, 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)).
- **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.

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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, Jacque 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, 14 November 2019.

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 2019. 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 2019 are contained in the 2019 Annual Report. An electronic copy of the 2019 Annual Report is available at <https://www.isentia.com/investors/> or 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 2019 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 2019.

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.

During discussion on this item of business, there will be an opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

If the Chair of the Meeting is a proxy and the relevant shareholder does not direct the Chair how to vote on the resolution by marking either the "for", "against" or "abstain" box opposite Resolution 2, the relevant shareholder will be authorising the Chair to vote in favour of Resolution 2.

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: Election of Director – Fiona Pak-Poy

Item 3 seeks Shareholder approval for the re-election of Fiona Pak-Poy as a Director of the Company.

Ms Pak-Poy was appointed on 9 May 2014 as an independent non-executive Director of the Company and was re-elected at the 2016 Annual General Meeting. Ms Pak-Poy is the Chair of the Nomination and Remuneration Committee and is also a member of the Audit and Risk Committee.

Ms Pak-Poy will retire from office at the conclusion of this Meeting in accordance with Clause 59, “*Retirement by rotation*”, of the Constitution and offers herself for re-election.

Ms Pak-Poy brings significant experience to the Board, gained particularly with technology companies. Ms Pak-Poy is a director of Novotech, Tyro Payments Limited and The Sydney School of Entrepreneurship as well as being a member of ASIC’s Director Advisory Panel. Previously, Ms Pak-Poy was a member of the board of MYOB Group Limited, the Securities Industry Research Centre of South East Asia (SIRCA), PageUp People, StatePlus, and the Federal Government’s National Precincts Board and Innovation Australia Board where she chaired or was a member of a number of the innovation committees. Ms Pak-Poy was a General Partner of an Australian venture capital fund that invested in Australian technology companies and was a strategy consultant with The Boston Consulting Group in the US and Australia.

Ms Pak-Poy received an Honours Degree in Civil Engineering from the University of Adelaide and a MBA from Harvard Business School.

Directors Recommendation

The Directors (other than Ms Pak-Poy) unanimously recommend that Shareholders vote in favour of the election of Fiona Pak-Poy.

Item 4: Election of Director – Abigail Cheadle

Item 4 seeks Shareholder approval for the election of Abigail Cheadle as a Director of the Company.

Ms Cheadle was appointed by the Board as an Independent Non – Executive Director on 14 January 2019. As a Director appointed since the last Annual General Meeting, Ms Cheadle offers herself for election in accordance with Rule 58.2 of the Company’s Constitution.

Ms Cheadle is chair of the Audit and Risk Committee and is also a member of the Nomination and Remuneration Committee.

Ms Cheadle is a Chartered Accountant with experience gained in Australia, Russia, Asia and the Middle East where she held senior positions in major accounting and risk management firms including Kroll (Managing Director), KordaMentha (Partner), Deloitte (Lead Director of Forensics, Singapore) and Ernst & Young (Head of Forensic Accounting service line, Asia Pacific). Ms Cheadle’s skills and experience in the technology, services, and finance sectors and her expertise in running and directing

eCommerce, Search Engine Optimisation, data analytics, and business intelligence businesses is a valuable addition to the Board.

Ms Cheadle is also a non-executive director and chair of the audit and risk committee of ASX listed Qantm Intellectual Property Ltd and was formerly a non-executive director and chair of the audit and risk committee of SurfStitch Group Ltd.

Ms Cheadle holds a Bachelor of Business from Queensland University of Technology and is a member of Chartered Accountants Australia and New Zealand.

Directors Recommendation

The Directors (other than Ms Cheadle) unanimously recommend that Shareholders vote in favour of the election of Abigail Cheadle.

Items 5 and 6: Grant of Rights to Ed Harrison

Items 5 and 6 seek shareholder approval for two grants of rights to acquire fully paid ordinary shares in the Company to the Chief Executive Officer and Managing Director, Ed Harrison being the deferred equity and long term performance components of Mr Harrison's award under the FY19 Executive Reward Plan (**FY19 ERP**) and will comprise:

- 183,915 Deferred Equity Rights; and
- 1,061,377 Long Term Performance Rights

(Collectively referred to as **Rights**).

The FY19 ERP was approved by the Board in early FY19 and comprises short and long term components intended to drive short term growth and long term value as well as retain talent. A detailed explanation of the FY19 ERP and Mr Harrison's remuneration are set out in the Remuneration Report in the 2019 Annual Report.

All grants of Rights will be made under the Isentia Equity Incentive Plan (**Plan**), approved by the Board in 2014 to enable equity grants to be made to key executives on terms that take into account prevailing market practice and the circumstances of the Company from time to time.

As the Rights form part of his remuneration package, they will be granted at no cost to Mr Harrison and no amount is payable on vesting if the vesting conditions are met.

Item 5: Grant of Deferred Equity Rights to Ed Harrison

Number of Deferred Equity Rights

It is proposed that Mr Harrison be granted 183,915 Deferred Equity Rights as the deferred equity component of his FY19 ERP award. In accordance with the terms of the FY19 ERP, this number has been determined by dividing the dollar value of Mr Harrison's deferred equity award under the FY19 ERP (\$52,471) by the volume-weighted average price of the Company's shares over the five trading days immediately prior to the release of the Company's audited financial report to the ASX on 23 August 2019 (\$0.2853cps). The Deferred Equity Rights will be granted for nil consideration.

Grant of Rights

If shareholder approval is obtained, the Deferred Equity Rights will be granted shortly after the Annual General Meeting and in any event no later than twelve months following the Annual General Meeting. If shareholder approval is not obtained the Board has the reserved right to make a cash payment

equal to the dollar value of Mr Harrison's total fixed remuneration in lieu of the allocation of Deferred Equity Rights.

Vesting Period

Deferred Equity Rights granted will be divided into two equal tranches with respective vesting periods of one year and two years commencing on 1 July 2019 and ending respectively on 30 June 2020 and 30 June 2021 (**Deferred Equity Vesting Period**).

Vesting Conditions

Deferred Equity Rights are subject to a service condition during the Deferred Equity Vesting Period that is, Mr Harrison remaining employed by the Group throughout, and up to the end of, the respective Deferred Equity Vesting Period. No other performance conditions apply to the Deferred Equity Rights.

Testing of Vesting Conditions

The effective vesting and testing date (**Vesting Date**) for Deferred Equity Rights granted will be the last date of the applicable Deferred Equity Vesting Period.

Item 6: Grant of Long Term Performance Rights to Ed Harrison

Number of Long Term Performance Rights

It is proposed that Mr Harrison be granted 1,061,377 Long Term Performance Rights as the long term performance component of his FY19 ERP award. In accordance with the terms of the FY19 ERP, this number has been determined by dividing the dollar value of Mr Harrison's long term performance award under the FY19 ERP (\$302,811) by the volume-weighted average price of the Company's shares over the five trading days immediately prior to the release of the Company's audited financial report to the ASX on 23 August 2019 (\$0.2853cps). The Long Term Performance Rights will be granted for nil consideration.

Grant of Long Term Performance Rights

If shareholder approval is obtained, the Long Term Performance Rights will be granted shortly after the Annual General Meeting and in any event no later than twelve months following the Annual General Meeting. If shareholder approval is not obtained the Board has the reserved right to make a cash payment equal to the dollar value of Mr Harrison's total fixed remuneration in lieu of the allocation of Long Term Performance Rights.

Long Term Performance Conditions

Long Term Performance Rights are subject to the following performance conditions (**LTIP Performance Conditions**):

- A two year two vesting period commencing on 1 July 2019 and ending on 30 June 2021 (**Long Term Performance Vesting Period**);
- A service condition during the Long Term Performance Vesting Period that is, Mr Harrison remaining employed by the Group throughout, and up to the end of, the Long Term Performance Vesting Period;
- Testing of the Company's financial performance against an adjusted EBIT growth test over the Long Term Performance Vesting Period (**Adjusted EBIT Growth Test**).

The Adjusted EBIT Growth Test will be based on the compound annual growth rate (CAGR) of the adjusted EBIT (earnings before interest and taxation), where adjusted EBIT excludes amortisation from acquired intangibles (**Adjusted EBIT**).

Vesting of Long Term Performance Rights

The effective vesting and testing date (**Vesting Date**) for Long Term Performance Rights granted will be the last date of the Long Term Performance Vesting Period. If the LTIP Performance Conditions are met then, subject to the Boards final determination, the percentage of Long Term Performance Rights vesting will be determined by reference to the relevant Adjusted EBIT CAGR growth as outlined in the table below:

Adjusted EBIT CAGR	% of Rights Vesting
Below 5%	0%
Between 5% and 7.5%	Pro-rata from 25% to 50%
Between 7.55% and 12.5%	Pro-rata from 50% to 100%
Above 12.5%	100%

Items 5 and 6: Terms applying to both Deferred Equity Rights and Long Term Performance Rights

Issue of Shares and Restrictions on Shares

If the vesting conditions attaching to any of the Rights granted are satisfied, and subject to the Boards final determination, Mr Harrison will be allocated fully paid ordinary shares in the Company without any further action required on his part. Shares may either be issued or acquired on-market to satisfy Rights that vest. In certain limited circumstances, the Board may use a discretion to settle the Rights in cash instead of Shares. Where vesting occurs during a closed period under the Company's Securities Trading Policy, Shares will not be allocated until after the closed period.

Escrow Period on Shares

Shares allocated to Mr Harrison upon Rights vesting will be subject to a 12 month escrow period from the Vesting Date (**Escrow Period**). During the Escrow Period, Mr Harrison is restricted from disposing of, granting a security interest over or otherwise dealing with the Shares. Subject to the requirements of the Company's Securities Trading Policy, Mr Harrison is free to deal in the Shares allocated once the Escrow Period ends.

Treatment of Rights and Shares on cessation of employment.

Subject to the Board's discretion to determine otherwise:

- where Mr Harrison resigns or his employment is terminated for cause, all unvested Rights will lapse;
- where Mr Harrison is terminated for any other reason, any unvested Rights will remain on foot and will vest or lapse in the ordinary course. Shares allocated on the vesting of such Rights will be subject to the Escrow Period; and
- where Mr Harrison's employment ends for any reason in the Escrow Period, Mr Harrison is entitled to retain all Shares allocated subject to the escrow and restrictions on dealing for the duration of the Escrow Period.

Rights attaching to Rights

Rights do not carry any voting rights or entitlements to receive dividends during the applicable Vesting Period. Any dealing in respect of a Right is prohibited unless the Board determines otherwise or the dealing is required by law. "Dealing" includes sales, transfers, assignments, options, swaps and hedges relating to a security. In the event the Company makes a bonus issue or pro-rata rights issue to shareholders or undertakes a capital reorganisation, the Board may make any adjustments it considers appropriate to the terms of the Rights in order to minimise or eliminate any material advantage or disadvantage that results from any such action.

Change of control

Subject to the Board exercising its discretion to treat unvested Rights differently, where there is a change of control, all unvested Rights will immediately vest and any dealing restrictions on Shares allocated, including escrow, will immediately cease.

Clawback

The Board retains discretion at all times to reduce or extinguish the Rights granted and/or Shares issued while they remain subject to escrow to prevent an inappropriate benefit being obtained by Mr Harrison. Examples of where an inappropriate benefit could be considered include where Mr Harrison commits an act of fraud, major negligence or misconduct.

Other Required Information – ASX Listing Rules

Mr Harrison is the only person referred to in ASX Listing Rule 10.14 (directors and their associates) who is entitled to participate in the FY19 ERP and the Plan. There is no loan scheme in relation to the FY19 ERP, the grant of Rights or the Plan. At the 2018 Annual General Meeting, shareholders approved the grant of 934,494 Engagement Rights to Mr Harrison. Details of the Engagement Rights granted to Mr Harrison in November 2018 are set out in the Notice of Annual General Meeting and Explanatory Statement lodged with the ASX on 12 October 2018. The Engagement Rights granted in November 2018 were for nil consideration. Mr Harrison has not received any other securities under the Plan other than these Engagement Rights.

Prior to the approval of the grant of Engagement Rights at the 2018 Annual General Meeting, the only other person referred to in ASX Listing Rule 10.14 (directors and their associates) who received securities under the Plan was former Managing Director and Chief Executive Officer, John Croll. In November 2016 shareholders approved the grant of 498,627 Options to Mr Croll. Details of the Options granted to Mr Croll in November 2016 are set out in the Notice of Annual General Meeting and Explanatory Statement lodged with the ASX on 14 October 2016. The Options granted in November 2016 were for nil consideration. All Options granted to Mr Croll lapsed upon his resignation in February 2019.

Directors Recommendation

The Directors (other than Mr Harrison) unanimously recommend that Shareholders vote in favour of the grant of Deferred Equity Rights and long Term Performance Rights to Mr Harrison.

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 2019.

“**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 (the **Company**) 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, 14 November 2019 at Isaac Nichols Auditorium, 219-241 Cleveland Street, Strawberry Hills, NSW 2012** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 5 & 6: 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 Resolutions 2, 5 & 6, even though the Resolutions are 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*		For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Grant of Long Term Performance Rights to Ed Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Fiona Pak-Poy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Director - Abigail Cheadle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of Grant of Deferred Equity Rights to Ed Harrison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * 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)
<input type="text"/>	<input type="text"/>	<input type="text"/>
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 Resolutions are 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" must 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, 12 November 2019**, 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).



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.**