



## ASX Release

FOR IMMEDIATE RELEASE

16 October 2020

### 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 online as a virtual meeting at <https://agmlive.link/ISD20> on **Thursday 19 November 2020 commencing at 11:00am** (Sydney time).

Attached to the Notice of Meeting is an online Guide to the Virtual Meeting and attached to the sample Proxy Form is a Shareholder Q&A Form.

These Notice of Meeting, Explanatory Statement and Proxy Form together with the supporting documents are being dispatched to shareholders today.

Jacquie Shanahan  
**Company Secretary**

#### For more information:

##### Investors

Françoise Dixon  
Citadel-MAGNUS  
**+61 412 292 977**

##### Media

Helen McCombie  
Citadel-MAGNUS  
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The release of this announcement was authorised by the Company Secretary.

#### About Isentia

Isentia (ASX:ISD) is APAC's leading integrated Media Intelligence and Insights business with operations in eight 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](http://www.isentia.com)

Isentia Group Limited ACN 167 541 568

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# Notice of Annual General Meeting and Explanatory Statement

For the Annual General Meeting to be held online as a virtual meeting at <https://agmlive.link/ISD20> on **Thursday 19 November 2020 commencing at 11:00am** (Sydney time)

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Isentia Group Limited (**Company**) will be held online as a virtual meeting accessible at <https://agmlive.link/ISD20> at 11.00am on Thursday, 19 November 2020 (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the meeting electronically is set out in the Information for Shareholders section of this notice of annual general meeting (**Notice**) and the User Guide appended to this Notice and which will also be available at the Company's website.

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations on physical gatherings, there will be no physical meeting where Shareholders and proxies can attend in person.

This Notice is an important document and should be read in its entirety. The explanatory memorandum attached to this Notice (**Explanatory Memorandum**) provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are part of this Notice

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

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To receive and consider the Financial Report, including the Directors' Declaration, the related Directors' Report and Auditor's Report of the Company for the year ended 30 June 2020 (contained in the 2020 Annual Report).

### Item 2: Adoption of Remuneration Report

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To receive, consider and, if thought fit, adopt the Remuneration Report for the year ended 30 June 2020 (contained in the 2020 Annual Report) by passing the following ordinary resolution:

***"That the Remuneration Report that forms part of the Directors' Report of the Company for the financial year ended 30 June 2020 be adopted."***

### Item 3: Election of Director – Douglas Snedden

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

***"That Douglas Snedden, 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: Approval of Grant of Deferred Equity Rights to Ed Harrison

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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 FY20 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 5: Approval of Grant of Long Term Performance Rights to Ed Harrison

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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 FY20 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

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### 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 2020, 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 4 and Item 5

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  
16 October 2020

## Information for Shareholders

### Explanatory Statement

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

### Questions

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In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to Shareholders during the Meeting to:

- (a) ask questions about or make comments on the management or performance of the Company, and on the Remuneration Report, and
- (b) ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

A Shareholder may also submit a written question to the Company's auditor, Deloitte, in relation to the content of the auditor's report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2020. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Thursday 12 November 2020 in accordance with section 250PA(1) of the Corporations Act and can be lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or sent to

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

The questions submitted will be immediately forwarded to Deloitte who will answer these questions at the Meeting.

### Voting Entitlements

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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, 17 November 2020** 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.

### Virtual Participation in the Meeting

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Consistent with the temporary modifications to the *Corporations Act 2002 (Cth)* introduced by the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform. There will be no physical meeting where shareholders or proxies can attend in person.

Shareholders who wish to participate in the Meeting online may do so from their computer by logging into the online platform at <https://agmlive.link/ISD20>. Instructions on how to log into the portal are provided in the User Guide appended to this Notice.

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes and ask questions 30 minutes prior to commencement of the Meeting (11:00am AEDT on Thursday 19 November 2020) and the closure of voting as announced by the Chairman during the Meeting.

More information regarding online participation in the Meeting (including how to vote and ask questions online during the Meeting) is available in the User Guide. The User Guide is attached to this Notice and will be lodged with the ASX and will be available on our website.

### Voting by Proxy

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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, 17 November 2020, 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](https://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.

Proxies participating in the virtual Meeting will receive an email from the Company's share registry Link Market Services prior to the Meeting containing details of their proxy number which they will need to use for the online registration process. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the Meeting, if possible, to register and obtain a voting card.

### Voting by Corporate Representative

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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.

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>

#### Joint Holders

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If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

#### Enquiries

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Shareholders are invited to contact the Company Secretary, Jacquie Shanahan at [companysecretary@isentia.com](mailto: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](mailto: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](mailto: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, 19 November 2020.

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

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This item deals with the presentation of the Annual Financial Report, Directors' Report and the Auditor's Report for the Company for the financial year ended 30 June 2020. 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 Company.

The Annual Financial Report, including the Directors' Declaration, the related Directors' Report and Auditor's Report of the Company for the year ended 30 June 2020 are contained in the 2020 Annual Report. An electronic copy of the 2020 Annual Report is available at <https://www.isentia.com/investors/>.

During discussion on this item the Company's 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 Company 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

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The Remuneration Report (which forms part of the Directors' Report in the 2020 Annual Report) contains information relating to the Company's remuneration policy, remuneration framework and remuneration outcomes for Key Management Personnel for the year ended 30 June 2020.

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 – Douglas Snedden**

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Item 3 seeks Shareholder approval for the re-election of Douglas Snedden as a Director of the Company.

Douglas Snedden was appointed as an independent non-executive Director and Chair of the Company on 23 November 2017 and was elected at the 2018 Annual General Meeting. In addition to his role as Chair of the Board, Mr Snedden is a member of the Nomination and Remuneration Committee and the Audit and Risk Committee.

Mr Snedden is also Chairman of Odyssey House NSW and the Chris O'Brien Lifehouse. He is a director of ASX listed OFX Limited (ASX:OFX) and Frisk Pty Ltd and a member of the National Library of Australia Council. Mr Snedden was formerly a director of Securities Industry Research Centre of Asia-Pacific (Sirca) Limited.

Mr Snedden has over 30 years' experience in finance, consulting, strategic management and outsourcing and previously worked as Country Managing Director of Accenture Australia.

Mr Snedden holds a Bachelor of Economics and Accounting, Australia National University and is a member of the Australian Institute of Company Directors.

Mr Snedden will retire from office at the conclusion of this Meeting in accordance with Clause 59, "*Retirement by rotation*", of the Constitution and offers himself for re-election.

## **Directors Recommendation**

**The Directors (other than Mr Snedden) unanimously recommend that Shareholders vote in favour of the election of Snedden.**

## **Items 4 and 5: Grant of Rights to Ed Harrison**

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Items 4 and 5 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 FY20 Executive Reward Plan and will comprise:

- 227,366 Deferred Equity Rights; and
- 1,406,971 Long Term Performance Rights

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

As Managing Director of the Company and a person falling within ASX Listing Rule 10.14.1 shareholder approval is required to the grant of Rights to Mr Harrison.

## **FY20 Executive Reward Plan (FY20 ERP)**

The FY20 ERP was approved by the Board in early FY20 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 FY20 ERP is set out in the Remuneration Report in the 2020 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.

## **FY20 Remuneration Package**

Mr Harrison's remuneration package for FY20 comprised:

- Total fixed remuneration (**TFR**) of \$676,472 inclusive of superannuation.
- Under the FY20 ERP, an opportunity of up to 50% of TFR as cash payment based on a balanced scorecard of performance measures comprising Company and personal measures.
- Under the FY20 ERP, an opportunity of up to 25% of TFR as deferred equity based on a balanced scorecard of performance measures comprising Company and personal measures.
- Under the FY20 ERP, up to 50% of TFR available as long term performance rights.

More details of Mr Harrison's remuneration is set out in the Remuneration Report in the 2020 Annual Report.

## **Item 5: Grant of Deferred Equity Rights to Ed Harrison**

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### **Number of Deferred Equity Rights**

It is proposed that Mr Harrison be granted 227,366 Deferred Equity Rights as the deferred equity component of his FY20 ERP award. In accordance with the terms of the FY20 ERP, this number has been determined by dividing the dollar value of Mr Harrison's deferred equity award under the FY20 ERP (\$54,659) 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 24 August 2020 (\$0.2404cps). 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 2020 and ending respectively on 30 June 2021 and 30 June 2022 (**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 1,406,971 Long Term Performance Rights as the long term performance component of his FY20 ERP award. In accordance with the terms of the FY20 ERP, this number has been determined by dividing the dollar value of Mr Harrison's long term performance award under the FY20 ERP (\$338,236) 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 2020 (\$0.2404cps). 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 three year vesting period commencing on 1 July 2020 and ending on 30 June 2023 (**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 Board's 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

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### 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.

### 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.

### 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 FY20 ERP and the Plan. There is no loan scheme in relation to the FY20 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. On 6 August 2020 the Engagement Rights granted to Mr Harrison vested and, in accordance with the Plan, on 31 August 2020, 934,494 unquoted ordinary shares were allocated to Mr Harrison. The 934,494 unquoted ordinary shares are subject to restriction until 31 August 2021.

At the 2019 Annual General Meeting, shareholders approved the grant of 183,915 FY19 ERP Deferred Equity Rights and 1,061,377 FY19 Long Term Performance Rights to Mr Harrison. Details of the FY19 ERP Deferred Equity Rights and FY19 ERP Long Term Incentive Rights approved in November 2019 are set out in the Notice of Annual General Meeting and Explanatory Statement lodged with the ASX on 11 October 2019. On 1 July 2020, 91,958 FY19 Deferred Equity Rights granted to Mr Harrison vested and, in accordance with the Plan, on 31 August 2020, 91,958 unquoted ordinary shares were allocated to Mr Harrison. The 91,958 unquoted ordinary shares are subject to restriction until 1 July 2022.

Mr Harrison has not received any other securities under the Plan other than as outlined above.

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 2020.

Details of any securities issued to Mr Harrison under the FY20 ERP or LTIP will be published in the Company's annual report for FY 21 along with a statement that approval for the issue of these securities was obtained under ASX Listing Rule 10.14.

Mr Harrison is the only Director currently entitled to participate in the FY20 ERP or the LTIP. If any additional persons covered by ASX Listing Rule 10.14 become entitled to participate in the LTIP, they will not participate in the LTIP until shareholder approval is obtained under that rule.

### **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**

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**"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 2020.

**“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



# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**



# Virtual Meeting Online Guide

A screenshot of the LINK Group registration form. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. There is a checkbox for "I have read and accept the Terms & Conditions" and a red "REGISTER AND WATCH AGM" button. A help number (1800 999 343) is at the bottom.

## Step 1

Open your web browser and go to <https://agmlive.link/ISD20> and select the relevant meeting.

## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

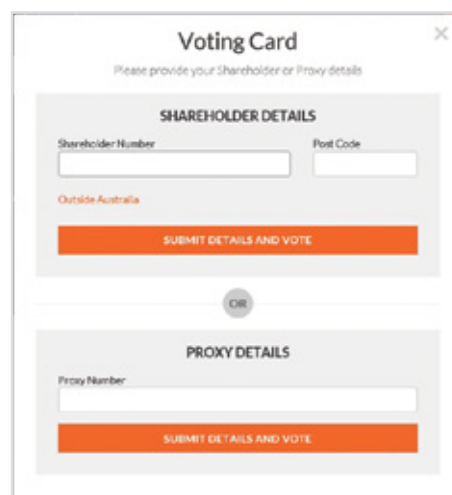
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

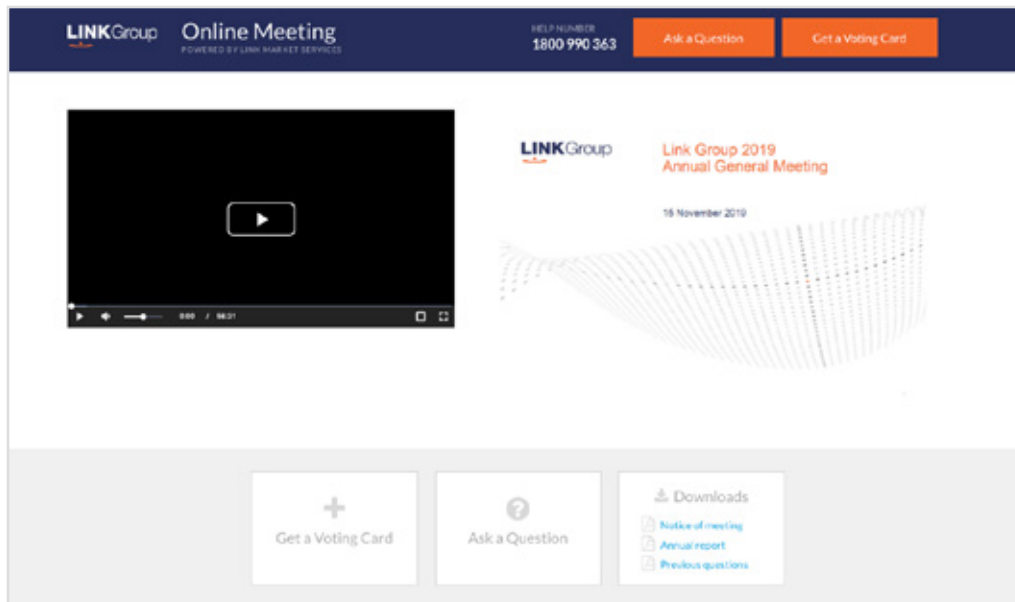
A screenshot of the "Voting Card" registration form. It has a title bar "Voting Card" with a close button. Below the title is the instruction "Please provide your Shareholder or Proxy details". The form is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section has fields for "Shareholder Number" and "Post Code", a "Submit Details and Vote" button, and a link for "Outside Australia". The "PROXY DETAILS" section has a "Proxy Number" field and a "Submit Details and Vote" button.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



**Voting Card**

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

**Full Vote** **Partial Vote**

**Resolution 2B** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MS. XYZ AS A DIRECTOR

**Resolution 3** ☐ For ☐ Against ☐ Abstain  
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4** ☐ For ☐ Against ☐ Abstain  
ADOPTION OF REMUNERATION REPORT

**SUBMIT VOTE**

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

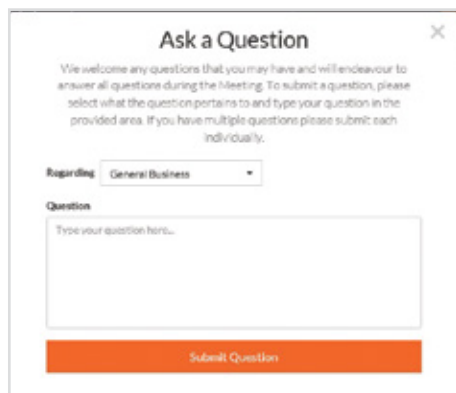
## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web form titled "Ask a Question". At the top, it says "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding:" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom is an orange button labeled "Submit Question".

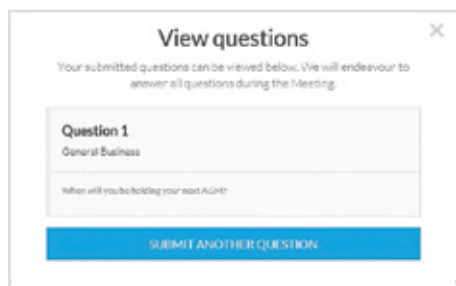
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web form titled "View questions". It says "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." Below this is a box labeled "Question 1" with "General Business" underneath. Further down, it asks "When will you be holding your next AGM?". At the bottom is a blue button labeled "SUBMIT ANOTHER QUESTION".

## 3. Downloads

View relevant documentation in the Downloads section.

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## Voting closing

Voting will end 5 minutes after the close of the Meeting.

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At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

## Contact us

### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

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## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 (Sydney time) on Thursday, 19 November 2020** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/ISD20> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 2, 4 & 5:** 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, 4 & 5, 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"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Director - Douglas Snedden

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of Grant of Deferred Equity Rights to Ed Harrison

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of Grant of Long Term Performance 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 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).

**ISD PRX2001N**

## 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 and email address 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:

- 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
- 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 (Sydney time) on Tuesday, 17 November 2020**, 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](http://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](http://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)

## LODGE YOUR QUESTIONS



### ONLINE

[www.linkmarketservices.com.au](http://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**

Please use this form to submit any questions about Isentia Group Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's shares registrar, Link Market Services Limited, by **5:00pm (Sydney time) on Thursday 12 November 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

#### My question relates to *(please mark the most appropriate box)*

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

☐  
☐  
☐

Performance or financial reports  
Remuneration Report  
My question is for the auditor

☐  
☐  
☐

A resolution being put to the AGM  
Sustainability/Environment  
Future direction

☐  
☐

General suggestion  
Other

QUESTIONS