

iSelect Limited

ABN 48 124 302 932

Registered Office: 294 Bay Road, Cheltenham, Victoria, 3192

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

17 November 2015

Time of Meeting

2.00 p.m.

Place of Meeting

294 Bay Road, Cheltenham, Victoria, 3192

A Proxy Form is enclosed

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of iSelect Limited ABN 48 124 302 932 (Company) will be held at 294 Bay Road, Cheltenham, Victoria on Tuesday 17 November 2015 at 2.00 p.m. for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

BUSINESS OF MEETING

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2015 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2015 as set out in the 2015 Annual Report be adopted."

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

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

2. Resolution 2 – Re-election of Mr Chris Knoblanche as a Director

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

"That Mr Chris Knoblanche, who retires in accordance with clause 6.1(e) of the Company's Constitution, be re-elected as a Director of the Company."

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

3. Resolution 3 – Re-election of Mr Damien Waller as a Director

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

"That Mr Damien Waller, who retires in accordance with clause 6.1(f) of the Company's Constitution, be re-elected as a Director of the Company."

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

4. Resolution 4 – Approve the issue of LTIP shares to Mr Scott Wilson

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

"That approval be given to the issue of shares to Mr. Scott Wilson under the Long Term Incentive Plan rules, on the terms set out in the Explanatory Memorandum."

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

5. Resolution 5 – Approve the LTI Plan

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

"That, in accordance with Exception 9 of Listing Rule 7.2 and for all other purposes, approval be given to the iSelect Long Term Incentive Plan, a summary of which is set out in the Explanatory Memorandum."

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

6. Resolution 6 – Approve the Performance Rights Plan

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

"That, in accordance with Exception 9 of Listing Rule 7.2, section 200B and Section 200E of the Corporations and for all other purposes, approval be given to the iSelect Performance Rights Plan, a summary of which is set out in the Explanatory Memorandum."

The Chair of the Meeting intends to vote all available proxies FOR this Resolution.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

A handwritten signature in black ink, appearing to be 'D. Christie', with a stylized flourish at the end.

David Christie
Company Secretary

Dated: 16 October 2015

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, online using www.investorvote.com.au or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the power itself, must be received by Computershare in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- A shareholder appointing two proxies may specify the proportion or the number of votes that each proxy may exercise. Where two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply. These rules are explained in this Explanatory Memorandum.

- To be effective, proxies must be lodged by 2.00 p.m. (Melbourne time) on Sunday, 15 November 2015. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - online by visiting www.investorvote.com.au
 - by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:
 - Computershare Investor Services, P.O. Box 242, Melbourne, Victoria, 3001
 - by faxing a completed Proxy Form to 1800 783 447 (within Australia) +613 9473 2555 (outside Australia);
 - for intermediary online subscribers only (custodians), submit your voting intentions via www.intermediaryonline.com.

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. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by Computershare at the above address, or by facsimile by 2.00 p.m. (Melbourne time) on Sunday, 15 November 2015. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00 p.m. (Melbourne time) on Sunday, 15 November 2015.

iSelect Limited

ABN 48 124 302 932

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum, unless otherwise defined in this Explanatory Memorandum.

The Directors of the Company recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

FINANCIAL REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2015, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

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

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

Shareholders will also have the right to question the Auditors in connection with such matters as the Auditor's Report or the conduct of the audit. Written questions must be submitted no later than 5 business days before the Meeting and the written questions and answers will be available at and after the Meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2015 Annual Report be adopted. The Remuneration Report is set out in the Company's 2015 Annual Report and is also available on the Company's website (<http://www.iselect.com.au/>).

Under section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Corporations Act provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive annual general meetings are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a spill resolution.

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 Shareholders' concerns at next year's annual general meeting.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Voting Exclusions

No votes may be cast on Resolution 1 by or on behalf of any Restricted Voters. However, a Restricted Voter may cast a vote on this Resolution as proxy for someone other than a Restricted Voter if the appointment gives a direction on how to vote.

Further, any member of Key Management Personnel (regardless of whether or not details of their remuneration are disclosed in the Remuneration Report) and their Closely Related Parties may not vote on this Resolution as proxy unless the appointment gives a direction on how to vote and the vote is not cast on behalf of a Restricted Voter. However, the Chair of the Meeting can vote undirected proxies, provided the proxy expressly authorises the Chair to do so. The Chair intends to use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

RESOLUTION 2 – RE-ELECTION OF MR CHRIS KNOBLANCHE AS A DIRECTOR

Clause 6.1(d) of the Constitution provides that the Directors may appoint any natural person to be a director either as an addition to the existing Directors or to fill a casual vacancy. Mr Chris Knoblanche was appointed as a Director effective 1 July 2015.

Clause 6.1(e) of the Constitution provides that a Director appointed under rule 6.1(d) must retire from office at the next annual general meeting following his or her appointment. Clause 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(e) is eligible for re-election and that Director may by resolution of the company be re-elected to that office.

Mr Chris Knoblanche retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and submits himself for election in accordance with clause 6.1(i) of the Constitution.

A summary of Chris Knoblanche's relevant experience is shown below:

- Chris was appointed to the Board on 1 July 2015 and serves as Non-executive Director and independent Chair;
- Chris brings diverse and relevant board experience to iSelect, with a particular strength in strategy and financial services including serving as a board member of Aussie Home Loans Limited and non-Executive Director of Greencross Limited (ASX: GXL);
- Chris has extensive CEO, executive and financial markets experience having served as Managing Director and Head of Citigroup Corporate and Investment Banking Australia & NZ, a partner in Caliburn (now Greenhill Investment Bank) and CEO of Andersen Australia and Andersen Business Consulting – Asia;
- Chris holds a Bachelor of Commerce (Accounting and Financial Management) and is a member of the Institute of Chartered Accountants of Australia (ACA) and Fellow of the Australian Society of CPA's (FCPA);
- In 2014 Chris was awarded an Order of Australia (AM) for significant service to arts administration, the community and the business and finance sector; and
- In 2000 Chris was awarded the Centenary Medal by the Australian Government for services to the arts and business.

Directors' Recommendation

The Directors, other than Mr Chris Knoblanche, unanimously support the re-election of Chris Knoblanche as a Director and recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MR DAMIEN WALLER AS A DIRECTOR

Pursuant to Clause 6.1(f) of the Company's Constitution, Mr Damien Waller, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

A summary of Damien Waller's relevant experience is shown below:

- Damien is the co-founder of iSelect and has led the company to its current level of success as the leading Australian online-driven comparison service;
- Damien has previously held various key management positions with iSelect including Chief Executive Officer, Executive Chair and Non-Executive Chair. Damien ceased in his executive capacity on 31 December 2014 and now holds the position of Non-Executive Director;
- Damien currently serves as the Chairman of Intelligent Money Sdn Bhd (iMoney) Malaysia's leading financial services online comparison site, and is a non-Executive Director of Nimble Australia Pty Ltd, one of the largest financial technology companies in Australia and a top 50 fintech innovator;
- Damien has extensive cross-disciplinary analytical skills and leadership across critical business functions such as marketing, legal, IT, sales and financials;

- Damien was a finalist in the Ernst & Young Entrepreneur of the Year, Telstra Business Awards and the Young Business Person of the Year Awards;
- Damien holds degrees in Law and Engineering (Honours) and a post-graduate Diploma of Applied Finance and Investment from FINSIA;
- Damien is a member of the Australian Institute of Company Directors (AICD) and a fellow of FINSIA (Financial Services Institute of Australia); and
- Damien is one of the largest shareholders in iSelect and currently has a substantial interest in 31,553,660 iSelect shares.

Directors' Recommendation

The Directors, other than Mr Damien Waller, unanimously support the re-election of Damien Waller as a Director and recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVE THE ISSUE OF LTIP SHARES TO MR SCOTT WILSON

ASX Listing Rule 10.14 requires shareholder approval for the issue of new shares under an employee incentive scheme to a Director or any other person whose relationship with the Company is, in ASX's opinion, such that shareholder approval should be obtained.

Mr Wilson was appointed CEO of iSelect effective 13 October 2015.

It is proposed Mr Wilson will be offered Shares under the Company's Long Term Incentive Plan (LTIP). Whilst Mr Wilson is not currently a director of iSelect, the Company believes it is appropriate to obtain shareholder approval as it considers this reflects best practice in respect of corporate governance. Further, the Company understands that ASX would exercise its discretion to require shareholder approval for the issue of Shares to Mr Wilson in the circumstances.

Subject to shareholder approval, Mr Wilson will be invited to participate in the LTIP, via a loan based share plan. There will be no initial cost to the recipient to participate in the LTIP, but the loan must be repaid before or at the time of sale of the Shares. The value of the loan, which is interest free, is set by applying the market value at grant date to the number of Shares granted. This means the Share price must increase over the life of the LTIP, and pass the performance tests for there to be any value to the participant between vesting and expiry.

Shares that pass the performance tests are able to be traded during the period between vesting and expiry, upon repayment of the loan value. This means there is only value to the participant where both the performance measure (as set out below) is met, and the Share price increases from the grant date.

The number of LTIP Shares proposed to be issued is calculated by using the following formula:

$$\text{Number of Shares issued} = \frac{\text{LTIP remuneration award}}{\text{AASB2 fair value (disregarding impact of performance hurdles) of one LTIP Share at the date of grant.}}$$

The LTIP remuneration award for the proposed grant is \$64,750.

It is noted that Mr Wilson received a grant of 350,000 LTIP Shares, with a corresponding loan, in July 2015 when he was Commercial Director. The Board has determined that it is appropriate to provide Mr Wilson with the additional LTI in FY16 given his appointment as CEO and the new remuneration terms outlined in the ASX announcement dated 13 October 2015.

The number of Shares proposed to be awarded to Mr Wilson under the LTIP will not be increased to take into account the impact of the performance hurdles as the Board does not consider it is appropriate for Mr Wilson to receive additional Shares to compensate for the likelihood of vesting.

As the AASB2 value is based on the one week volume weighted average price (VWAP) of the Shares up to the date of grant, it is not possible to specify the maximum number of Shares to be awarded to Mr Wilson under the LTIP in advance of this Notice of Meeting.

For information purposes only, if the one week VWAP of a Share up to the date of grant was \$1.58, the estimated AASB2 fair value based on the current actuarial calculation (disregarding the impact of performance hurdles) of one LTIP share would be A\$0.47. In this scenario, Mr Wilson would receive 137,765 LTIP Shares (being \$64,750 divided by A\$0.47) with a corresponding Loan equal to the face value of the LTIP Shares at the date of grant that must be repaid before, or at the time, Mr Wilson can sell the LTIP Shares.

It is noted that, unless the Board determines otherwise, all Shares issued under the LTI Plan (including Shares issued to Mr Wilson) will vest upon a 'change of control', and participants' loans will become repayable. If the Share price has fallen, Shares will be forfeited and surrendered in full satisfaction of the loan.

The date by which the Company will issue the LTIP Shares will be no later than 30 June 2016.

Performance hurdles

Awards granted under the FY2016 LTI Plan will be subject to a 3 year performance period and the following performance measure over that period (it is noted that the LTI Shares allocated to Mr Wilson in July 2016 are subject to the same conditions as outlined below):

Measure	Description of Measure	
Relative Total Shareholder Return (TSR)	The Shares will only vest if a certain Total Shareholder Return (TSR) relative to the designated comparator group, being the ASX Small Ordinaries Index excluding mining and energy companies, is achieved during the performance period.	
	TSR measures the total change in the value of the Shares over the performance period, plus the value of any dividends and other distributions being treated as if they were reinvested in shares.	
	The Company's TSR is compared against the TSR of a designated comparator group during the performance period. The Shares will vest in line with the following Relevant TSR vesting schedule:	
	Relative TSR	Vesting
	Less than 50th Percentile	0%
	50th Percentile	50%
	50th Percentile to 75th Percentile	Straight line vesting between 50% & 100%
75th Percentile or more	100%	

Directors' Recommendation

The Directors unanimously support the approval of the issue of LTIP Shares to Mr Wilson and recommend that Shareholders vote in favour of Resolution 4.

Voting Exclusions

The Company will disregard any votes cast on this Resolution by:

- a Director who may participate in any employee incentive scheme of the Company; and
- an associate of that person.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of Key Management Personnel and their Closely Related Parties may not vote as a proxy on this resolution if the appointment does not specify how the proxy is to vote. However, the Chair can vote undirected proxies provided that the proxy expressly authorises the Chair to do so.

The Chair will use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

BACKGROUND TO RESOLUTIONS 5 AND 6

Under Listing Rule 7.1, the prior approval of the shareholders of the Company is required to issue securities, which, when aggregated with securities issued by the Company during the previous 12 months, exceed 15% of the number of securities the Company has on issue at the commencement of that 12 month period.

Exception 9 of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue of shares under an employee incentive scheme if, within three years before the date of issue:

- where the employee incentive scheme was established prior to the entity becoming a listed entity, a summary of the terms of the employee incentive scheme were set out in the prospectus; or
- holders of the ordinary shares in the Company have approved the issue of securities under the employee incentive scheme.

Resolutions 5 and 6 seeks Shareholder approval for the adoption of the LTI Plan and Performance Rights Plan respectively in accordance with Exception 9(b) of Listing Rule 7.2. If Resolutions 5 and 6 are passed, the Company will be able to issue securities under the LTI Plan and the Performance Rights Plan without impacting the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. These approvals continue for three years, at which time it must be renewed or it will expire. In the case of an invitation to a director to acquire securities under either the LTI Plan or the Performance Rights Plan, the acquisition of these securities will require Shareholder approval in accordance with Listing Rule 10.14.

RESOLUTION 5 – APPROVE THE LTI PLAN

In May 2013, shareholders approved the LTI Plan at general meeting, the terms of which were summarised in the prospectus issued by the Company, dated 6 June 2013. The objective of the LTI Plan is to attract, reward and retain certain employees. The LTI Plan is designed to link long-term reward with the ongoing creation of Shareholder value, through the allocation of shares under the LTI Plan which are subject to satisfaction of long-term performance conditions.

The Board intends to continue to make regular grants of shares under the LTI Plan, including the proposed grant of shares to the Chief Executive Officer as contemplated by Resolution 4.

For the purposes of Exception 9 of Listing Rule 7.2 and all other purposes, approval is sought for the re-adoption of the LTI Plan.

The Board considers that the adoption of the LTI Plan and the future issue of shares under the LTI Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A summary of the LTI Plan was set out in the prospectus issued by the Company, which was dated 6 June 2013. Therefore, Shareholder approval will be required in order for the Company to be able to rely on Listing Rule 7.2 Exception 9 in relation to issues of shares under the LTI Plan after 6 June 2016.

A summary of the key terms of the LTI Plan is set out in Schedule 1 to this Notice. A copy of the full terms of the LTI Plan can be obtained by contacting the Company Secretary.

Directors' Recommendation

The Directors unanimously support the approval of the LTI Plan and recommend that Shareholders vote in favour of Resolution 5.

Voting Exclusions

The Company will disregard any votes cast on this Resolution by:

- a Director who may participate in any employee incentive scheme of the Company; and
- an associate of that person.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of Key Management Personnel and their Closely Related Parties may not vote as a proxy on this resolution if the appointment does not specify how the proxy is to vote. However, the Chair can vote undirected proxies provided that the proxy expressly authorises the Chair to do so.

The Chair will use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

RESOLUTION 6 – APPROVE THE PERFORMANCE RIGHTS PLAN

On 2 July 2015, the Board adopted the Performance Rights Plan.

The objective of the Performance Rights Plan is to provide a mechanism for achieving the Company's overarching remuneration objectives of aligning the interests of senior staff and shareholders by encouraging a strong focus on performance and delivery of outstanding shareholder returns.

For the purposes of Exception 9 of Listing Rule 7.2, section 200B and section 200E of the Corporations Act and for all other purposes, approval is sought for the adoption of the Performance Rights Plan. Approval is also sought under the Corporations Act for the Company to give potential benefits under the Performance Rights Plan in connection with any future retirement of a participant who holds a 'managerial or executive office' such that, for the purposes of these provisions, those benefits will not be included in the statutory limit.

The Board considers that the adoption of the Performance Rights Plan and the future issue of securities under the Performance Rights Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A summary of the key terms of the Performance Rights Plan is set out in Schedule 2 to this Notice. A copy of the full terms of the Performance Rights Plan can be obtained by contacting the Company Secretary.

The Corporations Act restricts the benefit which may be given to individuals who hold a managerial or executive office on cessation of their employment with the Company. Under section 200B of the Corporations Act, a Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or a related body corporate if it is approved by shareholders or an exemption applies.

Advance shareholder approval is being sought, for the purposes of sections 200B and 200E of the Corporations Act, to provide benefits which may otherwise be prohibited under section 200B, so as to obtain certainty about its ability to maintain its existing remuneration arrangements and satisfy contractual and legal obligations.

Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board.

The approval is sought in relation to certain incentive awards which may be delivered through the Company's Performance Rights Plan. If shareholder approval is obtained, it will give the maximum flexibility to vest the unvested performance rights under the Performance Rights Plan granted to executives or key personnel who cease employment.

The approval is limited to where Board discretion is exercised or vesting entitlements are granted to participants under the Performance Rights Plan rules or benefits are otherwise provided other than as a result of death or incapacity. Approval is sought in relation to both current and future personnel who hold or have held during the 3 years prior to cessation of employment a managerial or executive office in the Company or a related body corporate.

Non-executive directors are not entitled to participate in the Company's Performance Rights Plan arrangements and so this approval will not apply to them.

The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the Performance Rights Plan, in order to provide the Remuneration Committee with the discretion to determine the most appropriate termination package for the outgoing executives or key personnel. The potential termination benefits to which outgoing executives or key personnel may become entitled under the Performance Rights Plan on ceasing employment with the Company are summarised in the terms in Schedule 2. There is no obligation to exercise this discretion. Exercise of the discretion will depend on factors such as the participant's performance, contribution and tenure. The amount and value of the termination benefits that may be provided under the Performance Rights Plan cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

- the circumstances of the participant's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
- the percentage of the participant's gross salary that is capable of being received as a long-term incentive award;
- the number of performance rights or shares held by the participant prior to cessation of employment;
- the time period served during the performance period by the participant up to the date of cessation of employment;
- the terms contained within the invitation to participant (such as the applicable performance conditions);
- whether any performance rights vest (and if so, how many);
- the market price of the Company's shares on the ASX at the relevant time;
- any other factors that the Company (or its delegate) determines to be relevant when exercising its discretion under the Performance Rights Plan.

The exercise of these discretions under the Performance Rights Plan will constitute a 'benefit' for the purposes of the termination benefits provisions under the Corporations Act. Accordingly, approval is being sought to provide the flexibility to exercise the discretion to award performance rights on the cessation of employment under the Performance Rights Plan, such that, for the purposes of these provisions, those benefits will not be included in the statutory limit.

It is anticipated that the Performance Rights Plan may be amended from time to time in line with market practice and changing governance standards and, where relevant, the Company will disclose these changes in the Company's Remuneration Report. However, it is intended that the approval will remain valid for performance rights awards, provided that, at the time that the discretion is exercised, the Performance Rights Plan rules contain a discretion to pay performance rights awards, or entitle the performance rights to be retained, on the terms of the Performance Rights Plan rules (other than in circumstances of fraud or misrepresentation).

Directors' Recommendation

The Directors unanimously support the approval of the Performance Rights Plan and recommend that Shareholders vote in favour of Resolution 6.

Voting Exclusions

The Company will disregard any votes cast on this Resolution by:

- a Director who may participate in any employee incentive scheme of the Company; and
- an associate of that person.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of Key Management Personnel and their Closely Related Parties may not vote as a proxy on this resolution if the appointment does not specify how the proxy is to vote. However, the Chair can vote undirected proxies provided that the proxy expressly authorises the Chair to do so.

The Chair will use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

GLOSSARY

In this Explanatory Memorandum, the following terms have the following meaning unless the content otherwise requires:

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 30 June 2015.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the auditor of the Company being Ernst & Young.

Board means the board of Directors of the Company.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means iSelect Limited ABN 48 124 302 932.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Executives means the Chief Executive Officer (CEO) and other senior executives of the iSelect as listed in the Annual Report.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group means the Company and its controlled entities.

Key Management Personnel or **KMP** has the meaning given to that term in the Accounting Standards which includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.

Listing Rules means the ASX Listing Rules.

LTI Plan means the Long Term Incentive Plan which is operated by the Company.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Performance Rights Plan means the Performance Rights Plan which is operated by the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2015.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel (details of whose remuneration are included in the Remuneration Report) and their Closely Related Parties.

Shareholder means the holder of a share in the capital of the Company.

Share means a fully paid ordinary share in the capital of the Company.

SCHEDULE 1 - SUMMARY OF KEY TERMS OF LTI PLAN

A summary of the key terms of the LTI Plan is set out below. A copy of the LTI Plan, which was lodged with the ASX on 24 June 2013, will be made available free of charge by the Company if requested by a Shareholder. All requests should be directed to the Company Secretary.

Eligibility and General Terms

- Under the LTI Plan, participants are provided with a limited recourse loan from the Company for the sole purpose of subscribing for shares issued under the LTI Plan in the Company. Participants are not charged interest on the loan.
- The Board may issue shares under the LTI Plan to KMP, including executive directors, and other selected employees of the Company.
- Until the shares vest, shares are not transferrable and the participant is not entitled to exercise any voting rights attached to the shares. Any dividends paid on the shares while the loan remains outstanding are applied (on a notional after-tax basis) towards repayment of the loan.

Vesting Conditions

- The shares will only vest upon satisfaction of conditions set by the Board at the time of the offer. The Board may determine any vesting conditions, which may include performance and service conditions that must be satisfied before the shares vest. The vesting conditions will be measured and tested over a period determined by the Board.
- If the conditions are met and the shares vest, the loan becomes repayable and participants have up to five years from the date of allocation of the shares to repay the outstanding balance unless another date is specified by the Board. The shares cannot be dealt with (other than to repay the loan) until the loan in respect of the vested shares is repaid in full.
- Unless the Board determines otherwise, all shares issued under the LTI Plan will vest upon a 'change of control', and participants' loans will become repayable (including in respect of any outstanding loan where shares had already vested prior to the 'change of control'). If the share price has fallen, shares will be forfeited and surrendered in full satisfaction of the loan.
- If the performance conditions are not satisfied, any shares issued under the LTI Plan will remain unvested and will be forfeited and surrendered in full satisfaction of the loan, in which case participants will have no further interest in the shares.
- Except where the Board determines otherwise in a specific instance, where a participant ceases employment with the Company prior to any conditions attaching to shares issued under the LTI Plan being satisfied, their shares will be forfeited and surrendered (in full satisfaction of the loan) and the participant will have no further interest in the shares. However the Board has discretion to approve the reason for a participant ceasing employment before shares have vested in appropriate circumstances.
- Where the Board has approved the reason for ceasing employment, it has discretion to determine any treatment in respect of the unvested shares it considers appropriate in the circumstances – for example, that a pro-rata number of shares are eligible to vest, having regard to time worked during the performance period and the extent the performance condition has been satisfied at the time of cessation.
- In relation to vested shares that remain subject to the loan, the participant will have 12 months from the date of the cessation of their employment to repay the loan. Once the loan is repaid, the participant may deal in the shares.

For the purposes of section 200B and 200E of the Corporations Act, Shareholders have approved the giving of any potential benefits under the LTI Plan provided in connection with any future retirement of a participant who holds a 'managerial or executive office' such that, for the purposes of these provisions, those benefits will not be included in the statutory limit.

Number of shares issued under the LTI Plan

Since the issue of the prospectus on 6 June 2013, the Company has issued 9,499,315 shares under the LTI Plan as follows:

LTI Plan	Shares Issued
FY2014	Nil
FY2015	7,546,080
FY2016	1,953,235

SCHEDULE 2 - SUMMARY OF KEY TERMS OF PERFORMANCE RIGHTS PLAN

A summary of the key terms of the Performance Rights Plan are set out below. A copy of the Performance Rights Plan will be made available free of charge by the Company if requested by a Shareholder. All requests should be directed to the Company Secretary.

Eligibility and General Terms

- The Board, in its absolute discretion may from time to time make offers to certain eligible employees, including an executive director, on behalf of the Company to participate in a grant of performance rights upon the terms and conditions of the Performance Rights Plan and upon such additional terms and conditions, including performance conditions (if any) as the Board in its absolute discretion determines.
- Each performance right entitles an ordinary share to be issued to the holder if the performance right vests in accordance with the relevant service and performance conditions (unless the Board exercises its discretion that a participant's performance right vests under the rules of the Performance Rights Plan on a different date).

Vesting Conditions

- The performance rights will only vest upon satisfaction of conditions set by the Board at the time of the offer. The Board may determine any vesting conditions, which may include performance and service conditions that must be satisfied before the performance rights vest. The vesting conditions will be measured and tested over a period determined by the Board.
- Each performance right is offered subject to the achievement of the performance measures. If the conditions are met and the performance rights vest, a share will be allocated.
- Upon a 'change of control', the Board may in its absolute discretion, subject to applicable laws, determine that all or a specified number of a participant's performance rights shall immediately vest having regard to all relevant circumstances, including whether performance is in line with any applicable performance conditions.
- If the performance conditions are not satisfied, any performance rights issued under the Performance Rights Plan will lapse.
- Except where the Board determines otherwise in a specific instance, where a participant ceases employment with the Company prior to any conditions attaching to performance rights issued under the Performance Rights Plan being satisfied, their performance rights will be forfeited and surrendered and the participant will have no further interest in the performance rights. However the Board has discretion to determine some or all of a participant's performance rights shall vest (including on a pro rata basis) or that they remain subject to the terms on which they were originally granted.

Number of performance rights issued under the Performance Rights Plan

Since the adoption of the Performance Rights Plan by the Board on 2 July 2015, the Company has issued 1,074,999 performance rights under the Performance Rights Plan as follows:

Performance Rights Plan	Performance Rights Issued
FY2016	1,074,999



iSelect Limited
ABN 48 124 302 932

└ 000001 000 ISU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



13 October 2015

Dear iSelect Shareholder

On behalf of the Board, I am pleased to invite you to attend the 2015 Annual General Meeting that is to be held at 294 Bay Road, Cheltenham, Victoria at 2.00 pm (Melbourne time) on Tuesday, 17 November 2015.

Please find enclosed a Notice for the iSelect Limited 2015 Annual General Meeting, along with a Proxy Form.

A printed annual report has been sent to each shareholder who has requested to receive it. A copy of the Annual Report is also available:

- online at www.investorvote.com.au;
- online at the Investor Room section of the Company's website, www.iselect.com.au; and
- in hard copy by requesting it from the Company directly.

If you are unable to attend the Annual General Meeting, you are encouraged to vote by appointing a proxy. This can be done by lodging the personalised Proxy Form via mail, by fax or online using www.investorvote.com.au. Please refer to the Proxy Form for further instructions.

The Directors thank you for your ongoing support and look forward to iSelect's success over the coming years.

If you have any questions in relation to the documents or the meeting, please call Matthew Cuming, Head of Corporate Affairs & Investor Relations, Tel: +61 421 566 787 between 9.00 am and 5.00 pm (Melbourne time) Monday to Friday.

Yours faithfully

Chris Knoblanche

Chairman
ISELECT LIMITED
ABN 48 124 302 932

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

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

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

For all enquiries call:

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

000001 000 ISU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

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



**For your vote to be effective it must be received
by 2.00pm (Melbourne time) Sunday 15 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of iSelect Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of iSelect Limited to be held at 294 Bay Road, Cheltenham, Victoria on Tuesday 17 November 2015 at 2.00pm (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5 and 6 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Chairman's voting intention: FOR

Resolution 1 Adoption of the Remuneration Report

For

Against

Abstain

☐☐☐

Chairman's voting intention: FOR

Resolution 2 Re-election of Mr Chris Knoblanche as a Director

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Chairman's voting intention: FOR

Resolution 3 Re-election of Mr Damien Waller as a Director

☐☐☐

Chairman's voting intention: FOR

Resolution 4 Approve the issue of LTIP shares to Mr Scott Wilson

☐☐☐

Chairman's voting intention: FOR

Resolution 5 Approve the LTI Plan

☐☐☐

Chairman's voting intention: FOR

Resolution 6 Approve the Performance Rights Plan

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /