

ASX Release

FOR IMMEDIATE RELEASE

16 July 2021

**Court approves convening of Scheme Meeting
Independent Expert concludes that Scheme is in the best interests of shareholders**

Isentia Group Limited (ASX: ISD) (**Isentia**) refers to the proposed acquisition by Access Intelligence plc (a company incorporated in England and Wales with company registration number 04799195) (**Access Intelligence**) by way of a scheme of arrangement, as described in its announcement of entering into a scheme implementation deed dated 15 June 2021 (**Scheme**).

Court approval of Scheme Meeting

Isentia is pleased to announce that the Supreme Court of New South Wales (**Court**) has today made orders approving the convening of a meeting of Isentia shareholders to consider and vote on the Scheme (**Scheme Meeting**) and approving distribution of an explanatory statement which includes information about the Scheme, the Independent Expert's report and the notice convening the Scheme Meeting (together, the **Scheme Booklet**) to Isentia shareholders. Access Intelligence will not be able to vote in the Scheme Meeting in respect of its shareholding.

Scheme Meeting

The details of the Scheme Meeting are as follows:

Location	Online at https://agmlive.link/ISDSM21
Date	Tuesday, 17 August 2021
Time	9.00am

Having regard to the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic, Isentia shareholders will not be able to attend the Scheme Meeting in person. Isentia shareholders and their authorised proxies, attorneys and corporate representatives may participate in the Scheme Meeting via the online platform. Isentia shareholders who participate in the Scheme Meeting via the online platform will be able to listen to the Scheme Meeting, cast an online vote and ask questions online.

Scheme Booklet

The Scheme Booklet will be released to the ASX and sent to Isentia shareholders in a further announcement following the registration of the Scheme Booklet with the Australian Securities and Investments Commission.

The Scheme Booklet is expected to be released to the ASX on 19 July 2021.

Independent Expert's Report

The Independent Expert, KPMG, has determined that, in the absence of a Superior Proposal, the Scheme is fair and reasonable and therefore in its opinion, is in the best interests of Isentia Shareholders. The Independent Expert has assessed the value of Isentia shares on a 100% controlling interest basis to be in the range of \$0.13 to \$0.18 per Isentia share. The Scheme consideration of \$0.175 per Isentia share is within this range.

The Independent Expert's conclusion should be read in context with the full Independent Expert's report and the Scheme Booklet, which will be released on 19 July 2021.

Directors' recommendation

The directors of Isentia unanimously recommend that Isentia shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Isentia shareholders.¹

Subject to those same qualifications, all directors of Isentia, who collectively hold or control approximately 1.1% of all of Isentia shares, intend to vote or procure the vote of those Isentia shares in favour of the Scheme.

Further information

Once received, Isentia encourages shareholders to read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme at the Scheme Meeting. Isentia also encourages shareholders to note key events and indicative dates as set out below:

Expected Date	Event
Monday, 19 July 2021	Despatch of Scheme Booklet
Tuesday, 17 August 2021 at 9.00am	Scheme Meeting
Friday, 20 August 2021	Second Court Date to approve the Scheme
Friday, 20 August 2021	Effective Date - Isentia shares will be suspended from trading at the close of trading on ASX on the Effective Date. If the Scheme proceeds, this will be the last day that Isentia shares will trade on ASX.
Wednesday, 25 August 2021	Scheme Record Date – for determining entitlement to the Scheme consideration.
Wednesday, 01 September 2021	Implementation Date - all Scheme shareholders will be sent the Scheme consideration to which they are entitled on this date.

This timetable is indicative only and is subject to the Court approval process and the satisfaction or, where applicable, waiver of the conditions precedent to the implementation of the Scheme. All dates and times, unless otherwise indicated, refer to the date and time in

¹ In relation to the recommendation of Ed Harrison, Isentia shareholders should have regard to the fact that, if the Scheme is implemented, Mr Harrison will become entitled to certain deferred equity rights (further details described in the Scheme Booklet).



Sydney, Australia. Any changes to the above timetable will be announced to ASX and notified on Isentia's website at www.isentia.com.

If you have any questions in relation to this Scheme Booklet or the Scheme, you should contact the Isentia Shareholder Information line on 1300 158 729 (within Australia) and +61 2 9066 4058 (outside Australia) between 9.00am and 6.00pm (Sydney time) Monday to Friday.

Authorised for publication by Jacquie Shanahan, Company Secretary.

- ENDS -

For more information:

Investors and Media

Helen McCombie
Citadel-MAGNUS
+ 61 411 756 248

About Isentia

Isentia Group Ltd (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.