

The Corporate Governance Statement of Isentia Group Limited and its subsidiaries (referred to hereafter as the 'company' or 'Isentia') was approved by the Board of Directors (the 'Board') on 23 August 2016.

ASX RECOMMENDATION - 3RD EDITION	COMPLIED WITH?	COMMENT
<p>1. Principle 1 – Lay solid foundations for management and oversight <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated</i></p>		
<p>1.1 A listed entity should disclose: a) the respective roles and responsibilities of its board and management; and b) those matters expressly reserved to the board and those delegated to management.</p>	Complies	<p>The Board has adopted a charter which is published on the company's website www.isentia.com. The charter sets out the Board's composition, the Board's role and responsibilities, the relationship and interaction between the Board and management, and the authority delegated by the Board to management and Board committees.</p>
<p>1.2 A listed entity should: a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and a) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Complies	<p>The company conducts appropriate checks prior to appointing directors. The current directors were appointed prior to listing in June 2014 and a complete biography of each director was presented in the IPO Prospectus and is included in the Investor Centre of the company's website.</p> <p>Where directors seek or have sought election or re-election by shareholders, the company will or has provided all material information in its possession relevant to the shareholder decision to vote for or against the election or re-election of the director in the explanatory statement which accompanies the Notice of Meeting for the shareholder meeting where the vote will be taken.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Complies	<p>There is a written agreement with each director and senior executive which sets out the terms of their appointment.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Complies	<p>The Company Secretary role is performed by Nimesh Shah and Jacquie Shanahan. Both Mr Shah and Ms Shanahan are accountable directly to the Board through the Chair. Each director is also able to communicate directly with either Mr Shah and Ms Shanahan and vice versa.</p>

1.5	<p>A listed entity should:</p> <p>a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>b) disclose that policy or a summary of it; and</p> <p>c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or relevant committee in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <ol style="list-style-type: none"> 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes; or 2. if the entity is a relevant employer under the 'Workplace Gender Equality Act', the entity's most recent 'Gender Equality Indicators' as defined in and published under that Act. 	Complies	<p>Isentia's Diversity Policy is published on the Corporate Governance page of the company's website. The Diversity Policy sets out the process by which measurable objectives to achieve gender diversity are developed and approved.</p> <p>The Company's FY 2016 gender diversity objectives and the progress in achieving these objectives are set out below.</p> <table border="1" data-bbox="1032 512 2170 1449"> <thead> <tr> <th data-bbox="1032 512 1339 560">Initiative</th> <th data-bbox="1339 512 1839 560">Measurable Objectives</th> <th data-bbox="1839 512 2170 560">Progress</th> </tr> </thead> <tbody> <tr> <td data-bbox="1032 560 1339 1150">Identify and create development plans for high performing and high potential women at senior and middle management level.</td> <td data-bbox="1339 560 1839 1150"> <p>FY15 performance review ratings to be reviewed, along with an assessment of potential for women at middle management level and an individual development plan will be created for all women determined to be high performing and high potential.</p> <p>Senior management women individual development plans that were created in FY15 to be reviewed and updated in FY16.</p> <p>All development plans will be reviewed at end of FY16 to determine level of implementation and success.</p> </td> <td data-bbox="1839 560 2170 1150"> <p>All mid management level high performing and high potential women were identified and development plans created for them.</p> <p>All plans reviewed and updated.</p> <p>All plans reviewed with follow-up conversations on progress and recommended modifications.</p> </td> </tr> <tr> <td data-bbox="1032 1150 1339 1342">Create a Diversity online learning pathway</td> <td data-bbox="1339 1150 1839 1342">Creation of a learning pathway accessible to all staff online that encompasses the purpose and value of diversity as well as the behaviours that support diversity in the workplace.</td> <td data-bbox="1839 1150 2170 1342">Pathway created and released in October 2015.</td> </tr> <tr> <td data-bbox="1032 1342 1339 1449">Review policies and practices outside of Australia for</td> <td data-bbox="1339 1342 1839 1449">A review of policies and practices in Asia will be undertaken and will recommend new policies or practices if</td> <td data-bbox="1839 1342 2170 1449">Policies reviewed and the need for a number of Group level policies</td> </tr> </tbody> </table>	Initiative	Measurable Objectives	Progress	Identify and create development plans for high performing and high potential women at senior and middle management level.	<p>FY15 performance review ratings to be reviewed, along with an assessment of potential for women at middle management level and an individual development plan will be created for all women determined to be high performing and high potential.</p> <p>Senior management women individual development plans that were created in FY15 to be reviewed and updated in FY16.</p> <p>All development plans will be reviewed at end of FY16 to determine level of implementation and success.</p>	<p>All mid management level high performing and high potential women were identified and development plans created for them.</p> <p>All plans reviewed and updated.</p> <p>All plans reviewed with follow-up conversations on progress and recommended modifications.</p>	Create a Diversity online learning pathway	Creation of a learning pathway accessible to all staff online that encompasses the purpose and value of diversity as well as the behaviours that support diversity in the workplace.	Pathway created and released in October 2015.	Review policies and practices outside of Australia for	A review of policies and practices in Asia will be undertaken and will recommend new policies or practices if	Policies reviewed and the need for a number of Group level policies
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			<p>compatibility to the Group diversity goals. needed to support the Group's diversity goals. identified. These are under development.</p> <hr/> <p>In regard to gender diversity, as at 30 June 2016, females represented 53% of all staff, 55% of the Company's management and supervisory staff, and 33% of senior management. The Board has one female non-executive Director (representing 20% of the Board). The Board and Executive team are committed to developing the opportunities for more female representation at senior management level. Isentia's 'Workplace Gender Equality Report' which includes the most recent 'Gender Equality Indicators' is published on the Corporate Governance page of the company's website.</p>
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ASX RECOMMENDATION - 3RD EDITION		COMPLIED WITH?	COMMENT
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Complies	<p>The Board has established a comprehensive questionnaire to evaluate its effectiveness on an annual basis. All directors completed the effectiveness evaluation in relation to the FY2016 reporting period. The results were summarised, reported and discussed at the June 2016 Nomination and Remuneration Committee meeting.</p>
1.7	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have and disclose a process for periodically evaluating the performance of its senior executives; and b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	Complies	<p>Isentia has a Remuneration Policy which is published on the Corporate Governance page of its website. The Remuneration Policy sets out that senior executive remuneration will be reviewed at least annually with consideration given to performance, amongst other factors. The annual formal performance review for senior executives takes place in June and July each year where performance is reviewed against previously set objectives with weighted key result areas and capabilities for each role.</p> <p>Evaluation of performance of all senior executives in accordance with this process was conducted in June and July 2016.</p>

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<p>2. Principle 2 – Structure the board to add value <i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i></p>		
<p>2.1 The board of a listed entity should:</p> <p>a) have a nomination committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Complies</p>	<p>The Board has established a Nomination and Remuneration Committee (NRC). The members of the NRC in FY2015 were Fiona Pak-Poy (chair), Geoff Raby, Pat O’Sullivan and Doug Flynn, all of whom are independent directors.</p> <p>A copy of the charter of the Nomination and Remuneration Committee is available on the Corporate Governance page of the company’s website.</p> <p>The Nomination and Remuneration Committee met twice during FY2016 and all members were in attendance at each meeting.</p>

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2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Complies	<p>The Board has undertaken a process to determine the competencies it requires as a whole, to effectively discharge its duties and has summarised them into four areas as set out below. Each year directors are individually assessed against each competency using the scale “competent / strong / high”. Individual ratings are consolidated to determine the “score” for the whole of the Board for each competency.</p> <table> <tr> <td>Industry competencies</td> <td>Strong</td> </tr> <tr> <td>Technical competencies</td> <td>Strong</td> </tr> <tr> <td>Governance competencies</td> <td>High</td> </tr> <tr> <td>Management / administration</td> <td>High</td> </tr> </table> <p>In addition to these subjective measures, the Board has created matrices to rate its degree of gender diversity and independence. These are reported below.</p> <table> <tr> <td>Gender diversity score</td> <td>Moderate</td> </tr> <tr> <td>Independence score</td> <td>High</td> </tr> </table>	Industry competencies	Strong	Technical competencies	Strong	Governance competencies	High	Management / administration	High	Gender diversity score	Moderate	Independence score	High
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2.3	<p>A listed entity should disclose:</p> <ol style="list-style-type: none"> the names of the directors considered by the board to be independent directors; if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and the length of service of each director. 	Complies	<p>Details of all directors are set out in the Directors’ report contained within the 2016 Annual Report. This includes whether or not they are considered independent by the Board, a summary of their skills and experience, their length of service and any other ASX listed directorships they hold or have held in the last three years.</p>												
2.4	A majority of the board of a listed entity should be independent directors.	Complies	A majority of the Board are independent. All four non-executive directors are considered independent by the Board.												
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Complies	The chair of the Board, Doug Flynn is an independent director and is not the CEO.												

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2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Complies	<p>Isentia's program for inducting provides new directors with the opportunity to undertake a tour of the business including visits to different group office locations, product demonstrations and access to senior executives to help facilitate a thorough understanding of the business.</p> <p>Isentia is committed to ensuring its directors are adequately skilled and informed to perform their duties effectively through management presentations at board meetings, attending relevant industry conferences and hosting board meetings in various Isentia offices and places where Isentia does business.</p> <p>Through the annual board performance assessment process, opportunities for development of directors' skills and knowledge are identified for the year ahead.</p>
3.	<p>Principle 3 – Act ethically and responsibly <i>A listed entity should act ethically and responsibly</i></p>		
3.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have a code of conduct for its directors, senior executives and employees; and b) disclose that code or a summary of it. 	Complies	Isentia's Code of Conduct is published on the Corporate Governance page of its website.

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<p>4. Principle 4 – Safeguard integrity in corporate reporting <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</i></p>		
<p>4.1 The board of a listed entity should:</p> <p>a) have an audit committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner</p>	<p>Complies</p>	<p>The Board has established an Audit and Risk Committee (ARC). The members of the ARC during FY2016 were Pat O’Sullivan (chair), Fiona Pak-Poy, Geoff Raby and Doug Flynn, all of whom are independent directors.</p> <p>The chair of the Audit and Risk Committee, Pat O’Sullivan is not the chair of the Board.</p> <p>A copy of the charter of the Audit and Risk Committee is available on the Corporate Governance page of the company’s website.</p> <p>The relevant qualifications and experience of the members of the Audit and Risk Committee are set out in the ‘Information on directors’ section of the Directors’ report contained within 2016 Annual Report.</p> <p>The Audit and Risk Committee met four times throughout FY2016 and all members were in attendance at each meeting.</p>

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4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complies	Prior to approving the financial statements for the financial year ended 30 June 2016, the Board received a s295A declaration from the CEO and CFO stating that in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Complies	Isentia's 2016 AGM will be held on Thursday 17 November 2016. The company's external auditor, Deloitte Touche Tohmatsu, has indicated that they will attend the AGM and will be available to answer questions from shareholders relevant to the audit of the financial report for the financial year ended 30 June 2016.
5.	<p>Principle 5 – Make timely and balanced disclosure</p> <p><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i></p>		
5.1	<p>A listed entity should:</p> <ul style="list-style-type: none"> a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and b) disclose that policy or a summary of it. 	Complies	Isentia's Continuous Disclosure Policy is published on the Corporate Governance page of its website. This policy sets out the process by which it will comply with its continuous disclosure obligations under the ASX Listing Rules.

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<p>6. Principle 6 – Respect the rights of security holders <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i></p>		
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	Complies	Isentia’s website contains information about the company and its products and services. It also contains an Investor Centre where information about the company’s ASX listing including share price, market announcements, financial reports and corporate governance practices can be located. See www.isentia.com/investor-centre
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Complies	Isentia’s shareholder communications policy is published on the Corporate Governance page of its website. This policy is designed to promote effective communication with shareholders.
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	Complies	Isentia’s shareholder Communications Policy is published on the Corporate Governance page of its website. This policy is designed to promote effective communication with shareholders and encourage effective participation at general meetings of the company.
<p>6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	Complies	Through the Isentia’s share registry provider, Link Market Services, shareholders can elect to send and or receive communications electronically.

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<p>7. Principle 7 – Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i></p>		
<p>7.1 The board of a listed entity should:</p> <p>a) have a committee or committees to oversee risk, each of which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose: 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>b) if it does not have a risk committee or committees that satisfy a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Complies	<p>The Board has established an Audit and Risk Committee (ARC). The members of the ARC during FY2016 were Pat O'Sullivan (chair), Fiona Pak-Poy, Geoff Raby and Doug Flynn, all of whom are independent directors.</p> <p>The chair of the Audit and Risk Committee, Pat O'Sullivan is not the chair of the Board.</p> <p>A copy of the charter of the Audit and Risk Committee is available on the Corporate Governance page of the company's website.</p> <p>The relevant qualifications and experience of the member of the Audit and Risk Committee are set out in the 'Information on directors' section of the Directors' report contained within 2016 Annual Report. The Audit and Risk Committee met four times throughout FY2016 and all members were in attendance at each meeting.</p>
<p>7.2 The board or a committee of the board should:</p> <p>a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Complies	<p>Isentia has developed a risk management framework for documenting, assessing and reporting risks and risk management practices including a risk register, risk assessment criteria and a risk profile heat map.</p> <p>All risks identified are assigned an owner within the business who is responsible for review and management of the exposure.</p> <p>The Audit and Risk Committee reviewed and updated the risk register and group risk profile twice in FY2016.</p>

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7.3	<p>A listed entity should disclose:</p> <p>a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	Complies	<p>The company does not currently have an internal audit function.</p> <p>The Audit and Risk Committee relies on the risk management framework to identify potential risk exposures and requires management to report actions, plans and projects designed to address these exposures on a priority basis.</p> <p>The internal audit function is assessed by the Audit & Risk Committee on an annual basis with regard to business needs, risk exposure and the ability of the Board to discharge its duties to oversee internal control systems and other responsibilities as set out in its Charter.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Complies	<p>The Board does not believe the company has any material exposure to economic, environmental and social sustainability risks. This has been determined through consultation with management and a review of the risk register.</p>
8.	<p>Principle 8 – Remunerate fairly and responsibly</p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</i></p>		
8.1	<p>The board of a listed entity should:</p> <p>a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or. 	Complies	<p>The Board has established a Nomination and Remuneration Committee (NRC). The members of the NRC during FY2015 were Fiona Pak-Poy (chair), Dr Geoff Raby, Pat O’Sullivan and Doug Flynn, all of whom are independent directors.</p> <p>A copy of the charter of the Nomination and Remuneration Committee is available on the Corporate Governance page of the company’s website.</p> <p>The Nomination and Remuneration Committee met three times during FY2016 and all members were in attendance at each meeting.</p>

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	b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Complies	Isentia has a Remuneration Policy which is published on the Corporate Governance page of its website. The Remuneration Policy sets out the framework for developing the structure of executive remuneration and remuneration for non-executive directors acknowledging the different role and responsibilities of non-executive directors compared with executives and senior managers.
8.3	A listed entity which has an equity-based remuneration scheme should: <ul style="list-style-type: none"> a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and b) disclose that policy or a summary of it. 	Complies	Isentia's Securities Trading Policy prohibits staff from entering into derivatives with regard to unvested securities. The policy also prohibits employees from using margin loans to acquire securities in the company. Isentia's Securities Trading Policy is published on the Corporate Governance page of its website.