

The logo for iSelect, featuring the word "iSelect" in white lowercase letters on a black rounded rectangular background.

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

18 November 2016

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 Friday, 18 November 2016 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 2016 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 2016 as set out in the 2016 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 Mrs Melanie Wilson as a Director

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

"That Mrs Melanie Wilson, 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 Ms Bridget Fair as a Director

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

"That Ms Bridget Fair, 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 insertion of the proportional takeover provisions in the Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of sections 648G and 136(2) of the Corporations Act and for all other purposes, the Company modify its Constitution by inserting the proportional takeover approval provisions set out in the Explanatory Memorandum for a period of 3 years from the date of this Resolution".

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



David Christie
Company Secretary

Dated: 14 October 2016

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 the 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 the Explanatory Memorandum.

- To be effective, proxies must be lodged by 2.00 p.m. (Melbourne time) on Wednesday, 16 November 2016. 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 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 Wednesday, 16 November 2016. 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 pm (Melbourne time) on Wednesday, 16 November 2016.

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 2016, 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 2016 Annual Report be adopted. The Remuneration Report is set out in the Company's 2016 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 MRS MELANIE WILSON 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. Mrs Melanie Wilson was appointed as a Director effective 31 March 2016.

Clause 6.1(e) of the Constitution provides that a Director appointed under clause 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.

Mrs Melanie Wilson retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and submits herself for election in accordance with clause 6.1(i) of the Constitution.

A summary of Melanie's relevant experience is shown below:

- Melanie was appointed to the Board in March 2016 and is currently a member of the Audit & Risk Management Committee;
- Melanie has extensive experience in online business and digital marketing in her former role as Head of Online for BIG W;
- Melanie has more than 12 years' retail experience in senior management roles across Australian and global retail brands including Limited Brands, Starwood Hotels and Woolworths. Other relevant experience includes corporate finance and strategy roles with leading investment banks and management consulting firms including Goldman Sachs and Bain & Company;
- Melanie's qualifications include a Master in Business Administration (MBA) degree from the Harvard Business School and Bachelor of Commerce (Honours) degree from University of Queensland; and
- Melanie is currently a Non-Executive Director of Baby Bunting Pty Ltd (ASX: BBN) and Shaver Shop Pty Ltd.

Directors' Recommendation

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

RESOLUTION 3 – RE-ELECTION OF MS BRIDGET FAIR AS A DIRECTOR

Pursuant to Clause 6.1(f) of the Company's Constitution, Ms Bridget Fair, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

A summary of Bridget's relevant experience is shown below:

- Bridget was appointed to the Board in September 2013 and is currently a member of the Audit & Risk Management Committee, Remuneration Committee and Nominations Committee;
- Bridget is a senior media executive with over 20 years' experience in government relations, business strategy, corporate affairs and commercial negotiations. Bridget is currently Group Chief of Corporate and Regulatory Affairs at Seven West Media, following 13 years as Head of Regulatory and Business Affairs at the Seven Network;
- Between 1995 and 2000, Bridget held the position of General Counsel for SBS. Prior to this, Bridget was legal counsel for the ABC and practiced as a solicitor at law firm Phillips Fox, now DLA Piper; and
- Bridget currently holds Board positions at Freeview Australia Limited and Free TV Australia Limited.

Directors' Recommendation

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

RESOLUTION 4 – APPROVE THE INSERTION OF THE PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

Resolution 4 seeks member approval for the Company to insert the proportional takeover provisions set out in full in the Schedule of this Explanatory Memorandum (**Approval Provisions**) in the Company's Constitution.

(a) Approval Provisions

Under the Corporations Act, a company may include in its constitution a provision to enable the company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by the members in a general meeting approving the bid. A proportional takeover bid is an off-market takeover offer sent to all members but only in respect of a specified portion of each member's shares in the company (i.e. less than 100%).

The Corporations Act provides that proportional takeover approval provisions in a company's constitution must be renewed every 3 years in a general meeting. Proportional takeover approval provisions (in the same form as the Approval Provisions) were included when the Company's current Constitution was adopted on 31 May 2013 (**Previous Approval Provisions**). In accordance with the Corporations Act and the Company's Constitution, the Previous Approval Provisions ceased to apply on 31 May 2016, 3 years after adoption.

By passing this Resolution, shareholders will insert the Approval Provisions in the Constitution for a 3 year period, commencing on the date of this Resolution.

The Board considers that it is in the best interests of members of the Company to insert the Approval Provisions in its Constitution.

(b) Reasons for proposing the Resolution and the effect of the Approval Provisions

A proportional takeover bid may result in effective control of the Company changing hands without Shareholders having the opportunity of disposing of all their Shares. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for all Shares.

If a proportional takeover bid is made, the Board must ensure that a meeting of Shareholders is held more than 14 days before the last day of the bid period, at which members will consider a resolution to approve the proportional takeover bid. For the resolution to be approved, it must be passed by a simple majority of votes at the meeting, excluding votes of the bidder and its associates. The Approval Provisions will therefore allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

If the resolution is not voted on within the required timeframe, the resolution is taken to have been approved. If the resolution is approved, or taken to have been approved, all valid transfers of Shares under the proportional takeover bid must be registered.

(c) Potential advantages and disadvantages

The Board considers that the Approval Provisions have no potential advantages or disadvantages for the Directors. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted or not.

The advantages for Shareholders of the Approval Provisions include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the Approval Provisions may help Shareholders to avoid being locked in as a minority;
- the Approval Provisions increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The disadvantages for members of the Approval Provisions include:

- proportional takeover bids for Shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell some of their Shares at a premium; and
- the likelihood of a proportional takeover succeeding may be reduced.

(d) Presently proposed acquisitions

As at the date of preparation of this Explanatory Memorandum, no Director is aware of any proposal by any person to acquire or increase the extent of a substantial interest in the Company.

The Board does not believe that the potential disadvantages outweigh the potential advantages of inserting the Approval Provisions for 3 years.

Directors' Recommendation

The Directors unanimously support the approval of insertion of the Approval Provisions and recommend that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

GLOSSARY

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

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 2016.

Approval Provisions means the proposed proportional takeover provisions set out in the Schedule to this Explanatory Memorandum.

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.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel 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.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Previous Approval Provisions means the proportional takeover provisions included in the Constitution on its adoption in 2013.

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 2016.

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 - Approval Provisions

Approval of Proportional Takeover Bids

14.1. Definitions

In this rule 14:

- (a) **Approving Resolution**, in relation to a Proportional Takeover Bid, means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 14.3 (**Resolution**);
- (b) **Proportional Takeover Bid** means an off-market bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of a specified proportion of shares included in a class of shares in the Company; and
- (c) **Approving Resolution Deadline**, in relation to a Proportional Takeover Bid, means the day that is 14 days before the last day of the bid period in respect of the Proportional Takeover Bid.

14.2. Transfers not to be registered

Despite rules 4.1(g) and 4.2 (**Power to decline registration of transfers**), a transfer giving effect to a takeover contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless and until an Approving Resolution to approve the Proportional Takeover Bid has been passed or is taken to have been passed in accordance with rule 14.3 (**Resolution**).

14.3. Resolution

- (a) Where offers have been made under a Proportional Takeover Bid, the directors must:
 - (i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing an Approving Resolution to approve the Proportional Takeover Bid; and
 - (ii) ensure that such a resolution is voted on in accordance with this rule 14.3, before the Approving Resolution Deadline in relation to that Proportional Takeover Bid.
- (b) The provisions of this constitution that apply to a general meeting of the Company apply:
 - (i) with any changes that the circumstances require, to a meeting convened under rule 14.3(a); and
 - (ii) as if the meeting convened under rule 14.3(a) were a general meeting of the Company.
- (c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution relating to that Proportional Takeover Bid and, if they do vote, their votes must not be counted.
- (d) Subject to rule 14.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held bid class shares is entitled to vote on the Approving Resolution relating to the Proportional Takeover Bid.
- (e) An Approving Resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is to be taken to have been rejected.
- (f) If an Approving Resolution to approve a Proportional Takeover Bid has not been voted on in accordance with this rule 14.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution to approve the Proportional Takeover Bid will be taken to have been passed in accordance with this rule 14.3.

14.4. Sunset

Rules 14.1 (**Definitions**), 14.2 (**Transfers not to be registered**) and 14.3 (**Resolution**) cease to have effect at the end of three years beginning:

- (a) on the date this constitution is adopted by the Company; or
- (b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.



iSelect Limited
ABN 48 124 302 932



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

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

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: 999999

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 2.00 p.m. Wednesday 16 November 2016

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 Friday, 18 November 2016 at 2.00 p.m. 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Resolution 1 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.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mrs Melanie Wilson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Bridget Fair as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approve the insertion of the proportional takeover provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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 / /

ISU

215774A

Computershare +