INFOMEDIA™

Empowering the data-driven automotive ecosystem

ANNUAL REPORT 2022

ABOUT INFOMEDIA LTD

Infomedia is a leading global provider of SaaS and DaaS solutions that empower the data-driven automotive ecosystem. Infomedia's solutions help OEMs, NSCs, dealerships and 3rd party partners manage the vehicle and customer lifecycle. They are used by over 250,000 industry professionals, across 50 OEM brands and in 186 countries to create a convenient customer journey, drive dealer efficiencies and grow sales.

The company was founded in 1987 and is headquartered in Sydney, Australia. As a team and a business, we are governed by our core values:

- Accelerating performance – we are action orientated and always accountable to our customers
- Driving innovation & service – our technology leadership and data analytics insights empower our customers to meet their key objectives
- Navigating global & steering local – our customers benefit from a unified approach with local execution
- Having fun in the fast lane – we aim to balance hard work with a fun and vibrant workplace, both virtually and in the office.

For more than 25 years, Infomedia has led data-driven innovation in aftersales technology. Our goal from the beginning has been to support the key objectives of global OEMs and dealers to increase profits in parts and service aftersales, while enhancing customer engagement and brand retention.

The powerful combination of our innovative SaaS and DaaS solutions, strong global relationships with OEMs and dealers, along with decades-long experience in aftersales, is difficult to replicate.

GOVERNANCE REPORTING AND POLICY DISCLOSURE

Infomedia's Financial Report for the 2021 financial year and previous years, including half-year reports, can be accessed and viewed on our website at *https://www.infomedia.com.au/investors/annual-and-half-year-reports*. Additional reporting, including Infomedia's Corporate Governance Statement, Code of Conduct and key governance policies can be a viewed on Infomedia's website at: *https://www.infomedia.com.au/investors/governance*

ELECTRONIC & DIGITAL COMMUNICATIONS

Infomedia is a technology solutions provider with a commitment to sustainability and the environment. We encourage all stakeholders to download an electronic version of our publications instead of requesting printed copies.

Reports are available at *https://www.infomedia.com.au/investors/annual-and-half-year-reports/*. If you have received a printed hard copy of Infomedia's 2022 Annual Report, please contact Link Market Services at *www.linkmarketservices.com.au* and elect to receive all future communications in electronic form. Thank you!

ABOUT THIS REPORT: Terms including 'the Company', 'your Company', 'the Group', and 'Infomedia' refer to Infomedia Ltd ABN: 63 003 326 243 throughout this 2022 Annual Report. Terms referring 'the year', 'the financial year' and 'FY22' all refer to the 12 months to 30 June 2022. All references to dollars are in Australian dollars (AUD) unless stated otherwise. Infomedia's 2022 Directors' Report and Financial Statements were authorised for issue by the Board of Directors on 26 August 2022. This 2022 Annual Report may contain forward looking statements. Please refer to page 86 for an explanation of forward-looking statements and the risks, uncertainties and assumptions to which they are subject.

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Dear fellow shareholder,

In a year of high market volatility and leadership transition, Infomedia continued to perform well and finished the period with a solid result delivering revenue growth, higher operating earnings and cashflows. Achieving this in challenging operating conditions is a testament to the hard work and commitment of our global team.

Key achievements in FY22

The 12 months to 30 June 2022 were characterised by the following major achievements:

The first achievement was the solid financial result in which Infomedia delivered strong revenue growth, in-line with the guidance provided to the market a year ago. A return to a more normal operating environment in the second half of FY22 saw an uptick in operating costs with the filling of various open employment positions and a return to travel. Nevertheless, Infomedia achieved Underlying Cash EBITDA and free cash flow growth in excess of revenue growth, demonstrating the Company's operating leverage and cost management measurements.

Infomedia continues to have a strong balance sheet with capacity to support organic and inorganic growth opportunities.

As a result of the financial performance for the year, the company increased its dividend to shareholders to 5.6 cents per share for FY22, up 26% from 4.45 cents per share for FY21.

The second achievement during FY22 was the growth achieved by our Infodrive data insights solutions and our SimplePart e-commerce solutions. Infodrive and SimplePart are two of our four product "pillars" and both were added to our product portfolio through recent acquisitions. The Board is encouraged by Infomedia's ability to continue expanding and enhancing the products and services offered to our global customers, and expects the positive growth trajectory to continue in 2023.

Thirdly, during FY22, Infomedia welcomed a new Chief Executive Officer and Managing Director, Jens Monsees, and Chief Financial Officer, Gareth Turner. The Board is confident in their ability to drive the business forward with fresh energy and ideas. Jens brings more than 20 years of experience to the CEO role, and Infomedia will benefit greatly from his senior leadership and automotive experience with both BMW and Google, and his exciting vision for the future of the business. Gareth is an experienced CFO with a background in both technology and ASX-listed companies. He has swiftly contributed with enhanced financial reporting, data-driven financial analysis and increased internal and external reporting transparency.

Strategic focus

The automotive sector is rapidly evolving, and our OEM partners are increasingly looking to trusted solution providers like Infomedia to help them improve productivity, profitability and customer retention.

Infomedia is recognised as an innovator in developing solutions with a SaaS and DaaS ecosystem that empower OEMs and their dealer networks to manage the vehicle and customer lifecycle.

With a presence across the Americas, EMEA and APAC, Infomedia remains well placed to support our OEM partners with market-leading products and services. We believe this is a compelling competitive advantage in a globally fragmented market.

FY22 financial performance

Revenue in FY22 increased by 23% to $120.1 million, reflecting organic growth in all our products in all regions we operate in and 12-months of contribution from SimplePart which we acquired in May 2021.

Underlying Cash EBITDA increased by 29% to $24.8 million. Underlying Cash EBITDA is a key internal metric focused on the operating performance of the business, independent of the accounting impact of expensing acquisition earnout payments and the capitalisation of development costs.

On an organic basis (excluding the SimplePart acquisition that was included in the FY22 results for 12 months and the FY21 results for 1 month), total revenue in FY22 was $103.5 million, an increase of 8%, and Underlying Cash EBITDA in FY22 was $21.3 million, an increase of 13%.

Reported net profit after tax in FY22 was $8.2 million, a 49% decrease compared to FY21. NPAT was impacted by $14 million of non-cash depreciation and amortisation and other non-operating items including the expensing of earnouts during the period relating to the successful Nidasu and SimplePart acquisitions.

Capital management

Infomedia continues to generate strong cash flow from operations. In FY22, free cash flow, being cash generated from operating activities after capital expenditure and capitalised development costs, increased by 79% to $22.1 million.

> Infomedia's Connected Car solution empowers our dealer network with valuable insights and predictive marketing capability.
>
> We can reach customers with automated, personalised and timely offers that grow sales and drive customer retention with digital-first experiences.

Dr Reiner Meierbeck
Aftersales Director
BMW Australia

Infomedia's strong balance sheet, with $69 million cash on hand at 30 June 2022 and no debt, provides the Company with flexibility to pursue opportunities to expand our product portfolio organically and through M&A. Infomedia continues to assess acquisition opportunities with a focus on assets that enhance our integrated SaaS and DaaS platform offerings, extend our capabilities, open sales channels to new customers and increase our reach in key geographic markets.

The Board was pleased to declare a final dividend of 3.0 cents per share (franked to 14%).

Outlook

In FY22, Infomedia demonstrated strong growth and momentum in Annual Recurring Revenue (ARR) with an exit ARR of $119.3 million at 30 June 2022. The increase in Annual Recurring Revenue (ARR) provides a strong foundation and positive momentum heading into FY23.

The Board believes that Infomedia is well placed to deliver revenue in the range of $131 million to $139 million in FY23.

Infodrive and SimplePart solutions are again expected to contribute with double digit growth in FY23.

An additional focus of the new leadership team will be on various identified operational excellence initiatives which are expected to support further operating leverage in FY23 and beyond.

We will continue to invest in our products, to improve functionality and data efficiency, and meet changing customer needs and market opportunities.

We enter FY23 well positioned to continue our growth trajectory with a strong balance sheet and positive momentum in the business. With multiple attractive growth paths ahead, I look forward to reporting back to you as Infomedia makes progress with those opportunities.

Unsolicited offers

In May 2022, Infomedia received an unsolicited indicative, conditional and non-binding offer ("Indicative Proposal") to take the Company private via a Scheme of Arrangement. As disclosed in our various ASX announcements, Infomedia subsequently received Indicative Proposals from other interested parties. As at the date of this letter, no binding offers had been received. There is no certainty that any Indicative Proposal will result in a binding offer or that any binding offer will be recommended by the Board. Infomedia shareholders do not need to take any action at this time.

Acknowledgements

The Infomedia Board recognises the difficult conditions our customers and employees have endured over this past year.

To our customers, I would like to thank you for your ongoing business and you can be assured that the Board is committed to ensuring that Infomedia continues to provide you with outstanding products and services.

I would specifically like to acknowledge all our employees around the world for their persistence, dedication and hard work without which the results outlined in this Annual Report would not have been possible.

The Board also expresses its appreciation to our shareholders for support over the 12 months.

Following the appointment of Jens Monsees as the Chief Executive Officer and Managing Director in May 2022, the Board announced the reappointment of Jim Hassell as Non-Executive Director following completion of his role as Interim CEO for the prior seven months. We thank Jim for his unwavering focus, diligence and commitment while serving as interim CEO.

Bart Vogel
Chairman

> Microcat CRM analyses what we do, what works best for us and lets us identify opportunities for potential business.

Mark Lunn
Group Parts Manager
Stoneacre Motor Group

Infomedia's global leading ecosystem of Software-as-a-Service and Data-as-a-Service solutions empowers OEMs and their dealer networks to manage the vehicle and customer lifecycle.

Our data-driven solutions are used by over 250,000 industry professionals across 50 OEM brands and in 186 countries to create a convenient customer journey, drive dealer efficiencies and grow sales of original parts and service.

For more than 28 years, Infomedia has been a proud leader in innovation in the retail automotive technology, and we continue to expand our global business within the three regions in which we operate, namely APAC, EMEA and the Americas.

In May 2022, I was appointed as Chief Executive Officer and Managing Director of Infomedia. It is an honour and a privilege to have been selected by the Board to lead a truly global automotive-focused technology company with strong, long-standing customer relationships. I am delighted to be back in the automotive software industry where I have spent most of my executive career, including at the BMW headquarters in Germany and as global lead at Google's automotive practice.

FY22 highlights

During the 12 months to 30 June 2022 (FY22), Infomedia continued its growth momentum and delivered a solid financial performance resulting in strong cash flows and the highest full year dividend per share declared for many years. I congratulate the team for this result which was achieved under challenging conditions.

It was pleasing to see that growth was achieved across all regions and products, and I would like to acknowledge in particular the strong contribution from our Infodrive and SimplePart solutions.

We have maintained a clean and strong balance sheet with no debt and $69 million of cash on hand at 30 June 2022. We are focused on finding opportunities to deploy this capital towards value-accretive investments.

During the year, we further deepened our long-term relationships with our key OEM partners and strengthened our leadership team with several important executive appointments.

With an exit ARR of $119.3 million at the year end, the business has positive momentum and we are well positioned to capitalise on further growth opportunities in FY23.

Key trends

This is a very exciting time to be in the automotive sector that is transitioning to a future of increased mobility. The industry is rapidly evolving, enabled by advanced vehicle technologies and digital lifestyle convergence. Industry participants are jostling to secure their positions and to gain their share of this growing market. We have identified five key trends which we believe are currently shaping the industry and supporting our future growth strategy.

- Electric Vehicles (EV): EV model adoption is growing in key markets. Dealers need to invest in technology to remain relevant to customers who expect a seamless and convenient experience.
- Connected Car: As connected driving increases, data volumes from vehicles are growing exponentially. However OEMs face challenges analysing and leveraging this information to improve customer communication during the service lifecycle.
- Dealer Agency Model: Global OEMs aim to increase their control of the entire customer journey as dealerships transition to being brand experience hubs.
- Data-Driven Marketing: With more customer interactions being digital during the customer lifecycle, OEMs and dealers are increasingly looking for data-driven approaches to marketing that enables one-to-one, personalised, relevant communication with vehicle owners.
- Fragmented Market: The market consists of many vendors of "point-to-point" technology solutions across the retail automotive ecosystem. OEMs and dealers generally lack consistent customer insights to drive dealer efficiency and customer retention programs.

As an established, reputable and trusted global partner to both OEMs and dealers, Infomedia is well positioned to capitalise on these trends in the years to come.

We are already seeing encouraging early signs of success with Infodrive's growth in Americas and EMEA, and SimplePart's expansion into Asia Pacific and EMEA. We see attractive potential for additional M&A opportunities that can add new capabilities, strengthen our solutions and expand our presence in key growth markets.

> “Superservice is an innovative tool needed in today’s dealerships to help make sure our customers are happy and the dealership employees are motivated, which contributes to the positive image of the brand and dealer.

Christian Moller
Managing Director
Autohaus Moller

A new vision

My first 90 days as CEO were incredibly busy and fulfilling. When meeting with customers, it was most valuable to discuss their future strategic roadmaps and to identify areas where Infomedia can support them with their goals.

With the return of local and international travel, I took the opportunity to visit all of Infomedia's offices in order to personally meet our global team members. I am encouraged by the team's experience, talent and enthusiasm.

During our three-day internal summit, the global Infomedia leadership team established a new strategic roadmap for the Company and identified a range of growth opportunities and "operational excellence" initiatives, many of which are already being implemented.

We also developed a new vision and positioning for the Company, being "Empowering the data-driven automotive ecosystem", significantly expanding our prior vision which focused solely on parts and service software. The pivot ensures Infomedia is ready to harness, enrich and leverage the abundance of new connected data in the mobility era.

I believe that structural shifts in the automotive industry provide growth opportunities for Infomedia to capture, beyond our traditional parts and service segments. We intend to expand our global Dealership Management System integrations and enhance our SaaS and DaaS solutions to enable consistent, measurable and profitable solutions across the full vehicle and customer lifecycle.

Accelerate growth and embed operational excellence

Our focus on profitable growth includes a range of initiatives targeting both our top-line and cost structure, including:

- Enhancing our solution portfolio with data-driven features to power digital customer experience across the vehicle and customer lifecycle
- Driving cross-selling and upselling opportunities based on our long-term customer partnerships
- Accelerating global market development to new OEMs and National Sales Companies, focusing primarily on the US and EMEA
- Leveraging our existing Microcat and Superservice data assets to accelerate DaaS opportunities with third party industry participants
- Expanding our global footprint for Infodrive and SimplePart with focused business development
- Further investing in acquisitions to strengthen and enhance our solution ecosystem

At the cost level, our key operational excellence initiatives include:

- Exploring global offshoring opportunities
- Implementing IT and cloud infrastructure efficiencies
- Increasing the automation of our data ingestion and augmentation processes
- Improving our internal processes and systems for enhanced operating efficiency
- Seeking improvements in our R&D and customisation costs
- Fostering an enhanced performance culture to drive accountability, 360-degree feedback and learning

Thank you

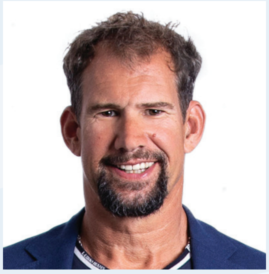
I would like to express my appreciation to all of our employees and our valued customers for your warm welcome and continuing support. Infomedia has a great team of people around the world who are passionate about our success. I am looking forward to working together with you all in the year ahead as we drive the business forward.

I also want to thank Infomedia's Board for placing their trust in me to drive the next chapter of growth for the Company, and Jim Hassell for his leadership as Interim CEO and the comprehensive handover and transition.

Jens Monsees
CEO and Managing Director

> I would highly recommend Microcat over other EPCs for its reliability, ease of use and efficiency. It's by far my favourite EPC as it is just so intuitive.

Steve Bird
Centre Manager
Ford PartsPlus


BART VOGEL BCom (Hons), FCA, FAICD
Independent Non-Executive Chairman

Mr Vogel was appointed to the Infomedia Board of Directors on 31 August 2015 and was appointed Chairman on 1 October 2016. He serves on the Remuneration, People & Culture Committee and the Technology & Innovation Committee.

He has extensive commercial experience from a range of sectors including telecommunications, information technology and business services. His executive career included CEO roles with Asurion Australia, Lucent Technologies (Australia and Asia Pacific) and Computer Power Group. Mr Vogel has more than 20 years' experience in the management consulting industry as a partner with Deloitte, Kearney and Bain & Company.

Mr Vogel also serves as Chairman of InvoCare Limited (ASX:IVC) and is a Non-Executive Director of Macquarie Telecom Group Limited (ASX:MAQ), BAI Communications Group and the Children's Cancer Institute of Australia.

JENS MONSEES
Chief Executive Officer (CEO) & Managing Director

Mr Monsees commenced as CEO & Managing Director on the Board of Infomedia on 23 May 2022.

Mr Monsees has over 20 years of experience in automotive and technology sectors, having successfully led and participated in global automotive sector transformation and digitisation strategies as Chief Digital Officer with the BMW Group and Automotive Industry Leader at Google.

Mr Monsees most recent role prior to Infomedia was CEO & MD of WPP AUNZ, where he led a transformation that significantly improved profitability.

KIM ANDERSON BA, PGDip LISc., MAICD
Independent Non-Executive Director

Ms Anderson was appointed to the Infomedia Board of Directors on 15 June 2020. She currently serves as Chair of the Remuneration, People & Culture Committee, and is also a member of the Audit & Risk Committee.

Ms Anderson has more than 30 years' of experience as a CEO and senior executive in a range of media companies including Southern Star Entertainment, PBL and Ninemsn and Reading Room Inc (bookstr.com) of which she was CEO and Founder.

Ms Anderson holds a Bachelor of Arts from the University of Sydney and a Graduate Diploma in Library Information Science from UTS.

Ms Anderson is currently a Non-Executive Director of Carsales (ASX:CAR), InvoCare Limited (ASX:IVC), SiteMinder Ltd (ASX:SDR) and the Sax Institute, a national leader in promoting the use of research evidence in health policy. She is a former Fellow of the University of Sydney Senate.

JIM HASSELL
Independent Non-Executive Director

Mr Hassell was appointed to the Infomedia Board of Directors on 10 May 2021. He serves as Chair of the Technology & Innovation Committee and is a member of the Audit & Risk Committee.

Jim is highly experienced in the Information Technology and Telecoms industries, having worked in these sectors both domestically and internationally for over 30 years. Jim has held positions as Group CEO of BAI Communications, VP and Managing Director of Sun Microsystems as well as various senior executive positions with NBN Co, Broadcast Australia and IBM.

Mr Hassell served as interim CEO and Managing Director of Infomedia between 18 October 2021 and 22 May 2022.

ANNE O'DRISCOLL FCA, GAICD, ANZIIF (Fellow)
Independent Non-Executive Director

Ms O'Driscoll was appointed to the Infomedia Board of Directors on 15 December 2014. She serves as Chair of the Audit & Risk Committee and is a member of the Remuneration & Nominations Committee.

Ms O'Driscoll has over 35 years of business experience, having qualified as a Chartered Accountant in Ireland in 1984. She was CFO of Genworth Australia from 2009 to 2012 and spent over 13 years with Insurance Australia Group in a range of roles following her chartered accounting experience at PwC and Deloitte.

Ms O'Driscoll also serves as Chair of FINEOS Corporation Holdings plc (ASX:FCL), and as a Non-Executive Director for Steadfast Group Limited (ASX: SDF), Commonwealth Insurance Limited and MDA National Insurance Pty Limited.

> With Superservice Triage, we've seen a massive growth in selling urgent repair work, with an average of 86% increase in repair approvals over the period.

Keith Arnold
Mercedes-Benz Divisional
Connect Team Manager
Jardine Motors

Your directors present their report, together with the consolidated financial statements of Infomedia Ltd (the 'Company') and its subsidiaries (together referred to as 'Infomedia' or the 'Group') for the financial year ended 30 June 2022 (FY22), along with the independent auditor's report.

The Directors' Report including the Remuneration Report and the Annual Financial Report are structured to facilitate greater understanding of Infomedia's overall performance in FY22.

The flow of information in the Directors' Report is outlined in the table above. The flow of the financial report with key notes to facilitate a better understanding of significant matters is provided on page 37.

Information is only being included in the 2022 Annual Report to the extent it has been considered material and relevant to the understanding of the financial performance and financial position of the Group.

A disclosure is considered material and relevant if, for example:

- the dollar amount is significant in size (quantitative factor);
- the dollar amount is significant by nature (qualitative factor);
- the Group's results cannot be understood without the specific disclosure (qualitative factor);
- it is critical to allow a user to understand the impact of significant changes in the group's business during the period such as business acquisitions (qualitative factor);
- it relates to an aspect of the Group's operations that is important to its future performance.

All references to dollars are in Australian dollars (AUD) unless stated otherwise.

Company overview

Infomedia's global leading ecosystem of Software as a Service (SaaS) and Data as a Service (DaaS) solutions empower automakers, NSCs, dealer networks and third parties to manage the vehicle and customer lifecycle. Infomedia's data-driven solutions are used by over 250,000 industry professionals, across 50 automaker brands and in 186 countries to create a convenient customer journey, drive dealer efficiencies and grow sales. Infomedia has led innovation in retail automotive technology for more than 28 years and continues to expand its reach within the three regions in which it operates.

The Company is headquartered in Sydney (NSW, Australia) with regional offices in Melbourne (VIC, Australia), Cambridge (ENG, United Kingdom), Cologne (Germany), Plymouth (MI, USA), and Atlanta (GA, USA) serving the Company's automotive manufacturing, dealership, and third-party partner customers globally.

Principal activities

During FY22, the principal activities of Infomedia Ltd consisted of:

- the development and supply of SaaS offerings, including electronic parts catalogues, service quoting software systems and e-commerce solutions for the parts and service sectors of the global automotive industry; and
- the information management, provision of DaaS and analytics to assist automakers and dealers optimise operations, grow sales, and improve customer retention.

Financial and operating overview

Infomedia reported revenue of $120.1 million for FY22, compared to $97.4 million pcp, representing strong growth of 23% in a challenging environment, with solid contributions from all regions and products. Growth and momentum in Annual Recurring Revenue (ARR) remains strong, with an exit ARR of $119.3 million at 30 June 2022.

Underlying Cash EBITDA was $24.8 million, up 29% from $19.3 million pcp. Underlying Cash EBITDA is a key internal metric focused on the operating performance of the business independent of the effect of items such as the accounting impact of expensing acquisition earnout payments and the capitalisation of development costs. FY22 Underlying Cash EBITDA grew faster than revenue reflecting positive operating leverage.

On an organic basis (excluding the SimplePart acquisition that was included in the FY22 results for 12 months and the FY21 results for 1 month), total revenue in FY22 was $103.5 million, up 8% from $96.1 million pcp, and Underlying Cash EBITDA was $21.3 million, up 13% from $18.9 million pcp. This demonstrates Infomedia's positive operating leverage on an organic basis.

Reported net profit after tax (NPAT) was $8.2 million, down 48% pcp. NPAT was impacted by $14 million in non-cash depreciation and amortisation and other non-operating items such as including the expensing of earnouts during the period on the successful Nidasu and SimplePart acquisitions.

Free cash flow (cash generated from operating activities after capital expenditure and capitalised development costs) increased by 79% in FY22 to $22.1 million in FY22.

During the year, Infodrive delivered solid growth capitalising on the increasing demand for data and insights solutions from our customers. The SimplePart acquisition is on track and delivered a pleasing first full year contribution with new e-commerce contracts signed across each of our three regions.

Infomedia's strong balance sheet, with $69 million cash on hand and no debt, enables the Company to continue to pursue its successful acquisition strategy in our identified key growth regions.

FY22 Highlights	FY22 $'000	FY21 $'000	Movement
Revenue (a)	**120,139**	97,446	23%
Underlying EBITDA[1]	**50,023**	46,202	8%
Capitalised development costs	**(22,286)**	(24,965)	(11%)
AASB 16 non-cash adjustments	**(2,940)**	(1,970)	49%
Underlying Cash EBITDA[1]	**24,797**	19,267	29%
NPAT	**8,233**	15,969	(48%)
Earnings per share (cents)	**2.19**	4.26	(49%)
Final dividend (cents)	**3.00**	2.30	30%
Total annual dividend per share (cents)	**5.60**	4.45	26%

Notes:
1. Infomedia uses certain non-IFRS measures that are useful in understanding the company's operating performance. These are consistent with the internal measures disclosed in note 1 *Operating Segments* of the FY22 Financial Report and are directly reconciled to the statutory reported IFRS financial information in note 1 of the FY22 Financial Report.

Revenue Details By geographical location (local currency)	FY22 $'000	FY21 $'000	Movement
Worldwide revenue (AUD)	**120,139**	97,446	23%
Asia Pacific (AUD)	**37,470**	32,740	14%
EMEA (EUR)	**25,022**	23,231	8%
Americas (USD)	**31,755**	20,472	55%

Business objectives and strategies

Infomedia pursues its financial and strategic objectives to deliver sustainable, long-term performance for Infomedia's shareholders by leveraging its intuitive SaaS applications, rich and growing data assets, automotive domain knowledge and long-term relationships with global OEMs, NSCs and their dealer network. The Company is governed by four core values aligned to its objective of becoming the leading SaaS and DaaS solution provider to the global retail automotive industry.

Infomedia is pivoting to a new enhanced vison for the business, to capitalize on key industry trends that open a larger market opportunity for solutions across the vehicle and customer lifecycle. Infomedia is well positioned to leverage its rich data assets in solving complex customer experience problems in the Mobility era. Infomedia has identified the following key industry trends:

- **ELECTRIC VEHICLES:** EV model adoption is growing in key markets. Dealers will need to invest in technology to remain relevant to customers who expect a seamless and convenient customer experience.
- **CONNECTED CAR:** As connected driving increases, data volumes from vehicles are growing exponentially, however OEMs face challenges to analyze and leverage this information to improve customer communication during the service lifecycle.
- **DEALER AGENCY MODEL:** Global OEMs aim to increase control of the entire customer journey as dealerships transition to being brand experience hubs. Infomedia is well positioned as a trusted partner to both OEMs and dealers.
- **DATA-DRIVEN MARKETING:** With more customer interactions being digital during the customer lifecycle, automakers and dealers are looking for data-driven approach to marketing that enables 1:1 person-based, relevant communication with vehicle owners.
- **FRAGMENTED MARKET:** The market consists of many vendors of 'point to point' technology solutions across the retail automotive ecosystem – OEMs and dealerships lack the consistent customer insights to drive dealer efficiency and customer retention programs.

Technology is transforming vehicle innovation, dealer efficiency, and customer expectations. OEMs, dealers, suppliers, and industry stakeholders are evolving to pursue total brand experience by capturing the abundance of information available in an increasingly connected world.

Infomedia is evolving its product strategy by focusing on development of a SaaS and DaaS solution ecosystem to add value across the vehicle and customer lifecycle. This ecosystem approach also enables Infomedia to leverage the rich data-assets to serve third party industry partners with DaaS solutions who require accurate and timely VIN-precise information. Infomedia continues to accelerate data opportunities and drive cross and up-sell opportunities based on our long-term customer partnerships globally.

Outlook

Infomedia has strong ARR momentum and is actively pursuing new and exciting growth opportunities. With a global footprint and portfolio of data rich solutions, Infomedia is well placed to deliver revenue in the range of $131 million to $139 million in FY23. Infodrive and SimplePart solutions are expected to contribute with double digit growth in FY23.

An additional focus of the new leadership team will be on well-defined operational excellence initiatives which are expected to improve Underlying Cash EBITDA in FY23 and beyond.

Risks

Infomedia is subject to risks that may have material adverse effect on operating and financial performance. The Group adopts a risk management process, which is an integral part of the Group's corporate governance structure, and applies risk mitigation strategies where feasible. Despite best efforts, some risks remain outside Infomedia's control, including (in no particular order and non-exhaustively):

Risk	Description	Risk management strategies
Loss of key licence agreements	• Continued access to Original Equipment Manufacturer ('OEM') parts information is integral to several of the Group's product lines	• Management of key account relationships • Continued investment to sustain market leading products • Customer centric design to identify and adapt solutions to meet evolving customer requirements
Loss of key customers	• The relatively concentrated automotive industry leads to a degree of revenue concentration	• Global account management strategy • Continuing focus on diversifying Infomedia's customer base to reduce concentration • Participation in industry forums and other marketing opportunities to ensure prominent industry positioning • Adding value to the customer solutions in order to remain as a technology of choice
Competitive risk	• Risk from existing and new market entrants	• Focus on client satisfaction via continuous improvements in delivery of high-speed, high uptime solutions with evolving feature sets and intrinsic value propositions • Leveraging accrued experience and capability in the sector with a global reputation as a leading solutions provider in the parts and service space • Regional leaders charged with maintaining key relationships with OEM clientele and maintaining detailed account management plans
Product obsolescence or substitution	• Products do not keep pace with developments in market needs or technological advancements • Competitors or OEMs may develop superior products	• Close monitoring of market developments and direction and OEM strategies • Continued investment in research and development to sustain market leading position • Continuous upgrading of product platforms to meet technological advancements
Product outages caused by software or hardware errors	• Customer dissatisfaction with the Company's software products which fail to facilitate their critical business operations • Customers cancel subscriptions or switch to competitive solutions	• Real time monitoring of the Company's software products and online hosting environments to identify and correct errors quickly • Robust product design and quality assurance testing
Intellectual property risk	• Protecting integrity of Infomedia's data assets	• Network and product security measures • Monitoring to identify and limit unauthorised access • Legal restraints
Cyber risk, privacy & data sovereignty	• Risk of targeted cyber-attack against Company assets • Unauthorised access to, or loss of, customer data including personallyidentifiable data • Increasingly onerous regulatory environments governing use and cross border transfer of data (e.g. European General Data Protection Regulation)	• Information security management system certification aligned to ISO27001 • Dedicated internal resources to monitor and address cyber and information risks as and when they arise • Measures and tools to detect and prevent unauthorised access to Company IT assets • Redundancy measures allowing compromised environments to be seamlessly severed and replaced • Architecture of hosting environments to support regulatory requirements relevant to customers • Internal compliance program including training for all employees on relevant data security and privacy laws

Risk	Description	Risk management strategies
Environmental Regulation / Low Carbon Economy	• Increasing pace of regulatory intervention and government incentives to curb greenhouse emissions, and specifically, banning the sale of new internal combustion engines in a number of economies. • Automakers voluntarily ceasing production of internal combustion engines in the future. • Increased consumer adoption of electric vehicles. • Reduced value proposition for Infomedia's traditional product offerings owing to the reduced mechanical complexity of electric vehicles.	• Ongoing focus on revenue opportunities from the long tail of internal combustion engines which will remain operational and will require servicing in the medium to long term. • Accelerated focus on strategic data opportunities within the automotive sector to capitalise on Connected Car technology and to diversify the Company's revenue base in the short to medium term.
People risk	• Loss of key executives • Loss of key customer relationships • Loss of key technical skills • High market demand for software development and technical personnel	• Multiple touch points with key customers as part of relationship management • Appropriate incentives and career development opportunities for key executives and senior management • Identification and management of high potential employees • Creation of a stimulating and rewarding work environment for employees
Disputes and Litigation	• Litigation and disputes arising in the ordinary course of business resulting in economic and internal resource allocation cost and damage to key relationships with customers, suppliers or other stakeholders	• Engagement of appropriately skilled executives to identify and mitigate legal and commercial risk • Maintenance of an appropriate insurance program
Foreign exchange risk	• A significant proportion of Infomedia's revenue is derived in foreign currencies (primarily Euros and USD). Adverse exchange rate movements may have an adverse impact on Infomedia's future reported financial performance. • Use of hedging instruments to limit downside risk may also limit upside risk where a favourable exchange rate movement occurs. This may dampen economic performance which might otherwise be anticipated	• Managing net holdings of, and exposure to, currencies other than the main operating currency (the Australian dollar). This involves monitoring both revenues and expenses being transacted in each currency. • Use of instruments to hedge or limit extreme movement in exchange rates.
General market risk	• Market conditions may affect the value of Infomedia's quoted securities, regardless of its operating performance	• No Company specific mitigations are available for a general market downturn led by macro-economic circumstances.
Adverse changes to, or interpretations of, taxation laws	• Future changes in taxation laws in jurisdictions in which Infomedia operates, including changes in interpretation or application of the law by the courts or taxation authorities, may impact the future tax liabilities of Infomedia	• Utilising external advisory services to review tax risks and advise on tax related issues. • Improvements in internal capacity and capability to assess and respond to taxation matters.

Remuneration Report – Audited

The Directors present the Remuneration Report (this 'Report') of Infomedia Ltd (the 'Company') for the financial year ended 30 June 2022 ('FY22') structured as follows:

Section	Details
1	Key management personnel (KMP)
2	Remuneration governance
3	Executive KMP
4	Non-Executive Directors
5	Additional information

1. Key management personnel (KMP)

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Report outlines the Company's remuneration philosophy, framework and FY22 outcomes for all KMP, comprising Non-Executive Directors and the Executive KMP being the Chief Executive Officer and Managing Director ('CEO & MD') and the Chief Financial Officer ('CFO').

Table 1: KMP during FY22

Name	Role	Appointed	Departed	Note
Current				
Bart Vogel	Non-Executive Director	31 Aug 2015		
Anne O'Driscoll	Non-Executive Director	15 Dec 2014		
Kim Anderson	Non-Executive Director	15 June 2020		
Jim Hassell	Non-Executive Director / Interim Chief Executive Officer & Managing Director	10 May 2021		1
Jens Monsees	Chief Executive Officer & Managing Director	23 May 2022		
Gareth Turner	Chief Financial Officer	16 Aug 2021		
Former				
Jonathan Rubinsztein	Chief Executive Officer & Managing Director	14 Mar 2016	29 Oct 2021	
Richard Leon	Chief Financial Officer	29 Mar 2016	24 Aug 2021	

Notes to Table 1

(1) Jim Hassell was appointed to the Board on 10 May 2021. On 18 October 2021 he was appointed to the executive role of CEO & MD on an interim basis following Jonathan Rubinsztein's resignation. During the interim appointment, Mr Hassell stepped down from the Audit & Risk and Nominations Committees. He also stepped down as Chairman of the Technology and Innovation Committee but retained membership of the Committee as permitted by the charter. On 22 May 2022 Mr Hassell ceased his interim executive role prior to the permanent appointment of Jens Monsees as CEO and MD. Mr Hassell was reappointed to the Audit & Risk Committee on 23 May 2022.

Remuneration Report – Audited (Continued)

2. Remuneration governance

The Report has been prepared in accordance with the requirements of the Corporations Act 2001 and Accounting Standard AASB 124 Related Party Disclosures. The term 'remuneration' as used in this Report has the same meaning as 'compensation' as defined in AASB 124.

Report preparation	The Remuneration, People & Culture Committee (the 'RPC Committee') of the Board presents this Report on behalf of the Company.
Committee members	The RPC Committee comprised the following three Non-Executive Directors during the period: Kim Anderson (Committee Chair), Anne O'Driscoll and Bart Vogel.
Committee responsibilities	The RPC Committee is responsible for reviewing and determining remuneration arrangements for the Non-Executive Directors and the Executive KMP. The Committee is also charged with responsibility to assist and advise the Board to fulfil its duties on matters relating to: • the composition and quantum of remuneration, bonuses, incentives and remuneration issues relating to Executive KMP and other senior management personnel; • policies relating to remuneration, incentives and superannuation for all employees; • remuneration of Non-Executive Directors; and • other matters as required. The Committee operates in accordance with its charter, a copy of which is available on the Company's website at: *https://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/*

a. External remuneration advisory services

The RPC Committee, subject to Board approval, directly engages with and considers market remuneration data from external remuneration consultants as required.

The Committee engaged with EY during FY21 to review and refine the Company's long-term incentive structure for Executive KMP and senior management personnel. The Committee implemented these refinements in conjunction with the issue of long-term incentives in FY22. No remuneration recommendations as defined by the Corporations Act 2001 were provided by EY.

b. Prior year Remuneration Report – AGM outcome

The Company's FY21 Remuneration Report was approved at the 2021 Annual General Meeting ('AGM') with 78.83% of votes cast in favour of the resolution. No comments were made on the Remuneration Report at the meeting.

Remuneration Report – Audited (Continued)

3. Executive KMP

a. Remuneration philosophy and structure

The Company's remuneration framework aligns executive reward with the achievement of strategic objectives and shareholder returns. The performance of the Company relies upon the quality of its Directors and executives to lead the organisation. The Company must attract, motivate and retain skilled Directors and executives to deliver on key strategic goals. Compensation must be competitive, appropriate for the results delivered, and aligned with shareholder outcomes.

The Company's core values, key strategies and purpose are key considerations when designing and implementing the executive remuneration framework.

During the reporting period the Company applied the following philosophy when setting its remuneration framework.

Table 2: Executive KMP remuneration structure

Remuneration Type	Note 1	Remuneration Description, Philosophy, Strategy and Performance Measures
Fixed Remuneration	40%	Fixed remuneration comprises base salary and superannuation paid in cash at regular intervals. Fixed remuneration is set at market levels to attract and retain executive KMP with the necessary skills, experience, and talent to pursue the organisation's strategic goals.
At-risk Remuneration: Short Term Incentives (STIs)	25%	STIs reward financial year performance and achievement of goals linked to the short and medium-term strategic objectives of the Company. The Board sets appropriate short-term goals and objectives for the Executive KMP at the commencement of each financial year. The goals and objectives are both financial and non-financial in nature and are aligned to the organisational strategy and creation of shareholder value. STIs are calculated based on financial year outcomes and paid in cash in the following financial year.
At-risk Remuneration: Long Term Incentives (LTIs)	35%	LTIs reward executive KMP performance over an extended period of time. The objective of LTIs is to link executive remuneration with the delivery of sustained revenue and earnings per share returns for shareholders over a three-year period. LTIs are granted in the form of Performance Rights (PRs) and Share Appreciation Rights (SARs) which are convertible to shares, subject to achievement of performance goals. The intrinsic value of SARs and PRs changes dependent on the Company's share price thereby aligning executive and shareholder interests. LTIs are granted subject to three-year performance periods and vest subject to performance measured by compound annual growth rates on prior year earnings per share.

Notes to Table 2

(1) The remuneration mix is indicative of the overall philosophy and varies slightly between remuneration elements for the Executive KMP. The remuneration mix applies in respect of maximum potential remuneration or the 'total remuneration package'.

See Table 3: Executive KMP employment terms below.

Remuneration Report – Audited (Continued)

b. Employment terms

Table 3: Executive KMP employment terms

Terms	Note	Current CEO & MD Jens Monsees		Current CFO Gareth Turner		Former CEO & MD Jonathan Rubinsztein		Former CFO Richard Leon	
Commencement Date		23-May-22		16-Aug-21		14-Mar-16		29-Mar-16	
Termination Date	1					29-Oct-21		24-Aug-21	
		$	%	$	%	$	%	$	%
One-off sign-on bonus	2	450,000							
Fixed remuneration									
Base salary		576,432		350,000		530,000		308,700	
Superannuation contribution	3	23,568		25,000		25,000		23,568	
Total Fixed remuneration		**600,000**	**31%**	**375,000**	**43%**	**555,000**	**37%**	**332,268**	**39%**
At-risk potential remuneration									
Short Term Incentive (STI) Opportunity	4	648,000	34%	200,000	23%	395,000	26%	205,800	25%
Long Term Incentive (LTI) Opportunity	5	660,000	35%	300,000	34%	570,000	37%	300,000	36%
Total at-risk potential remuneration		**1,308,000**	**69%**	**500,000**	**57%**	**965,000**	**63%**	**505,800**	**61%**
Total Remuneration (excluding sign-on bonus)		**1,908,000**	**100%**	**875,000**	**100%**	**1,520,000**	**100%**	**838,068**	**100%**
Other Benefits (up to a maximum of)									
Personal health & life insurance		20,000							
Telephone		Reasonable							
Professional memberships and development		5,000							
Termination by Executive (number of months written notice)									
Under normal circumstances		6		3		6		3	
Under diminished status/duties	6	3		N/A		1		N/A	
Termination by Company (for cause)	7	Immediate		Immediate		Immediate		Immediate	
Termination by Company (other) (number of months written notice)	8	6		3		6		3	
Redundancy entitlements (number of months)	9	12		12		12		12	
Post-employment restraints (number of months non-compete & non-solicitation)		12		12		12		12	
Consent for external directorships from		Board		CEO		Board		CEO	

Notes to Table 3

(1) Executive contracts are ongoing with no specified end dates.

(2) The CEO & MD was provided with a sign-on bonus to attract and retain a candidate of his calibre. The bonus is structured in the form of Equity Bonus Plan Rights divided into 3 tranches of equal value vesting on the first 3 anniversaries of the commencement date and expiring on 31 December 2025. The bonus structure achieves the purpose of attraction whilst the deferred equity component ensures greater alignment with shareholder interests. See Table 9: Executive KMP Retention Incentives below.

Remuneration Report – Audited (Continued)

(3) Superannuation contributions are paid in line with legislative requirements and contractual arrangements.

(4) These amounts represent the maximum potential STIs which could range from zero to the amounts shown above for each KMP.

The former CEO and MD and CFO did not qualify for STIs in FY22 due to their resignations.

(5) These amounts represent the maximum potential LTIs which could range from zero to the amounts shown above for each KMP.

LTIs are conferred in the form of Share Appreciation Rights (SARs) and/or Performance Rights (PRs).

(6) The number of months written notice required to be provided if the Company materially diminishes the executive's duties without consent or directs the executive not to perform work for a period greater than six months. In this circumstance the executive is entitled to redundancy entitlements as outlined below.

(7) The Company may immediately terminate the service agreement without notice, or any payment in lieu of notice in certain circumstances including material breach, conduct having a material adverse effect on the Company's reputation, or if the executive commits an act justifying termination at common law, becomes bankrupt or is absent from work for more than three months in any 12-month period without approval. Entitlements will be paid until the date of termination only.

(8) The number of months written notice or payment in lieu of notice (or a combination of notice and payment in lieu of notice).

(9) The number of months redundancy entitlement of fixed annual remuneration inclusive of any statutory redundancy payments.

Termination payments are capped at the maximum amount permitted under the Corporations Act.

The former CEO & MD was entitled to accrued STI and LTI had he remained employed to the end of the relevant notice period.

Term	Conditions
Name	Jim Hassell
Commencement date	18 October 2021
Contract duration	Month-to-month casual engagement with no fixed term until appointment of a permanent CEO and MD.
Remuneration package	$71,250 per month inclusive of superannuation, in addition to ordinary non-executive director fees. No STIs or LTIs are awarded given the interim nature of the role.
Independence and ongoing role as Director	During this interim appointment, Mr Hassell was deemed to be a non-independent director in line with the applicable governance standards. Accordingly, during the interim appointment, Mr Hassell stepped down from the Audit and Risk Committee and Nominations Committee. He also stepped down as Chairman of the Technology and Innovation Committee but remained a member of that Committee as permitted by the charter. Despite being technically exempt from election as acting MD, Mr Hassell continued to stand for election at the Company's 2021 AGM. As a further commitment to corporate governance and shareholder rights, the Board intends that Mr Hassell will resubmit himself for election at the 2022 AGM. Despite Mr Hassell's technical classification as a non-independent director during the interim appointment, the Board continue to regard Mr Hassell as an independent non-executive director after completion of the interim CEO role. Further information about Mr Hassell's status as an independent non-executive director is set out in the Company's 2022 Governance Report which is available at: *https://www.infomedia.com.au/investors/corporate-governance/*

Remuneration Report – Audited (Continued)

c. Company 5-year performance

Table 5: Key financial performance indicators

	Note	2022	2021	2020	2019	2018
Revenue ($'000)		120,139	97,446	94,618	84,598	72,935
NPAT ($'000)	1	8,233	15,969	18,556	16,122	12,897
Underlying Cash EBITDA ($'000)	2	**24,797**	**19,267**	**22,425**	**20,230**	**9,777**
Earnings per share (cents)		2.19	4.26	5.69	5.19	4.16
Dividends per share (cents)	3	5.60	4.45	4.30	3.90	3.10
Share price as at 30 June ($)		1.67	1.54	1.72	1.70	0.96

Notes to Table 5

(1) Net Profit After Tax (NPAT)

(2) Underlying Cash Earnings before Interest, Taxation, Depreciation and Amortisation (Underlying Cash EBITDA)

The Company has adopted Underlying Cash EBITDA in FY22 as a key performance measure and the STI gateway for Executive KMP as it is representative of the underlying business performance.

Underlying Cash EBITDA recognises the cash impact of capitalised development costs as well as the uniqueness of non-trading items.

Underlying Cash EBITDA is reconciled to the company's statutory reported IFRS NPAT below.

(3) Total financial year dividend inclusive of a final dividend declared in the August following the June year-end.

Table 6: Reconciliation of Underlying Cash EBITDA to NPAT

	2022 $'000	2021 $'000	2020 $'000	2019 $'000	2018 $'000
Underlying Cash EBITDA	**24,797**	**19,267**	**22,425**	**20,230**	**9,777**
AASB16 non-cash adjustments	2,940	1,970	2,069	-	-
Capitalised development costs	22,286	24,965	21,910	18,969	18,464
Underlying EBITDA	**50,023**	**46,202**	**46,404**	**39,199**	**28,241**
Depreciation of property, plant and equipment	(965)	(616)	(580)	(524)	(562)
Amortisation of capitalised development costs	(22,164)	(18,123)	(15,924)	(14,798)	(11,332)
Amortisation of acquired and other intangibles	(5,725)	(2,193)	(2,443)	(1,460)	(931)
Depreciation of right-of-use assets	(2,804)	(2,014)	(1,911)	-	-
Underlying EBIT	**18,365**	**23,256**	**25,546**	**22,417**	**15,416**
Net finance expenses	(133)	306	(733)	(1,098)	(564)
Underlying PBT	**18,232**	**23,562**	**24,813**	**21,319**	**14,852**
Operating income tax expense	(1,461)	(4,414)	(6,380)	(4,995)	(2,623)
Underlying NPAT	**16,771**	**19,148**	**18,433**	**16,324**	**12,229**
M&A and acquisition expenses	(910)	(698)	(129)	(67)	(5)
Unrealised foreign currency translation gains/(losses)	674	282	818	(38)	112
Earnout - Nidasu & SimplePart	(9,016)	(2,745)	-	-	-
Loss on closure of subsidiary	11	-	-	-	-
Share-based payment (expenses)/income	(1,229)	1,072	(1,044)	(1,058)	(13)
Non-operating other income	-	3,208	521	4,268	717
Non-recurring amortisation and impairment	(87)	(4,245)	-	(3,367)	-
Non-operating income tax expense	2,019	(53)	(43)	60	(143)
Reported NPAT	**8,233**	**15,969**	**18,556**	**16,122**	**12,897**

Remuneration Report – Audited (Continued)

d. Short term incentives (STIs)

Table 7: Executive KMP STIs and performance measures

Performance metrics	Note	FY22				FY21			
KPIs		Weighting	Sliding scale payment between	CEO & MD Jens Monsees	CFO Gareth Turner	Weighting	Sliding scale payment between	CEO & MD Jonathan Rubinsztein	CFO Richard Leon
Financial	1	**90%**		**N/A**		**70%**			
Cash EBITDA		-	-	-	-	30%	75%-125%	97%	97%
Revenue growth	2	35%	80%-120%	-	89%	40%	80%-120%	83%	83%
Underlying Cash EBITDA	3	35%	80%-120%	-	80%	-	-	-	-
Operating leverage		10%	80%-120%	-	98%	-	-	-	-
SaaS metric readiness		10%	80%-120%	-	100%	-	-	-	-
Non-financial		**10%**		**N/A**		**30%**			
Strategic growth projects	4	-	-	-	-	30%	60%-120%	60%	40%
Organisational culture goals		10%	80%-120%	-	90%	-	-	-	-
Total		**100%**		**N/A**	**89%**	**100%**		**80%**	**74%**
STIs									
Maximum Potential STI ($)	5			648,000	174,795			395,000	205,800
Actual STI Awarded ($)	6			N/A	154,730			316,944	152,784
Achievement Ratio (%)				-	89%			80%	74%
STI forfeited Ratio (%)				-	11%			20%	26%

Notes to Table 7

(1) Stretch targets apply to financial objectives only. Despite the stretch targets, the total maximum potential STI achievement is capped at 100% of the CEO & MD and the CFOs' STI opportunities.

(2) Revenue growth targets were achieved at 98% (FY21: 95%).

(3) Underlying cash EBITDA targets were achieved at 90% (FY21 Cash EBITDA: 99%).

(4) The outcome shown in the table represents the blended score achieved across several non-financial goals. Payment is made based on achievements against individual goals. The figure recorded in the table represents a blended average across all assigned goals and is not indicative of a payout below targeted performance.

(5) The current CFO's maximum potential STI of $200,000 has been prorated for his commencement date of 16 August 2021 being later than the start of the financial year.

(6) The current CEO & MD did not qualify for STIs in FY22 due to his commencement date of 23 May 2022. The former Executive KMP did not qualify for STIs in FY22 due to their resignations.

(7) The scope of disclosure made regarding Executive KMP performance targets is limited as the Board has formed the view that disclosure of further detail would result in unreasonable prejudice to the entity by signalling key strategies to competitors, suppliers and/or customers, thereby strengthening those parties' position relative to the Company.

Remuneration Report – Audited (Continued)

e. Long term incentives (LTIs)

Key purpose	The purpose of the LTI program is to link Executive KMP performance with long term shareholder wealth creation whilst aligning it with the company strategy.
Participants	Executive KMP participate in the LTI scheme described in the Report. Other senior management personnel are also eligible to participate in the LTI scheme.
Program design	The Executive KMP LTI program was devised in consultation with external remuneration consultants in 2019 to replace the Company's former LTI framework. The Company continually reassesses the relevance and effectiveness of its remuneration programs and the Company implemented several refinements in FY22 to enhance the link between remuneration and achievement of the Company's strategic long-term objectives and delivery of shareholder returns. These amendments are reflected in the LTI terms below.
Performance hurdles	The Company uses a combination of Revenue and Earnings Per Share ('EPS') targets to directly link incentive outcomes with shareholder value creation. The dual goals encourage management to grow top line revenue whilst maintaining adequate cost controls to deliver strong net profit after tax results. The compounding nature of these metrics year on year provides a rigorous metric and a sound growth proposition for shareholders.
Governance mechanisms	**Share Trading Policy:** The Company maintains a formal Share Trading Policy. The policy prohibits trading based on insider information and limits the ability of Restricted Persons to trade in the Company's shares to several short trading windows following the release of half year and full year financial results and following the Annual General Meeting. The policy also prohibits short term or speculative trading. **Prohibition against hedging:** Additionally, the Company's Performance Rights & Option Plan Rules prohibit Plan participants from entering into hedging arrangements to limit the risk of their variable LTI component.
Minimum shareholding requirement	Senior management are encouraged to hold shares in the Company, however there is no requirement on Executive KMP to hold a minimum quantity of the Company's shares at any time. For further detail see *Table 12: KMP shareholding interest movements in accordance with section 205G of the Corporations Act 2001.*

Remuneration Report – Audited (Continued)

FY22 Long Term Incentives		
General terms of issue	LTIs are issued subject to the terms of the Company's ongoing Equity Plan Rules (as amended from time to time). LTIs are granted to Executive KMP as 50% Performance Rights (PRs) and 50% Share Appreciation Rights (SARs). LTIs are granted to Executive KMP for nil consideration and no strike price is payable upon exercise. LTI vesting is subject to the performance measures described below and continued employment of the Executive KMP until the vesting date subject to the Company's 'good leaver' provisions in the Equity Plan Rules. Unvested LTIs will lapse and be forfeited if the performance measures are not met. The Plan provides for Board discretion to adjust the performance measures for non-trading items as well as other items affecting underlying earnings. Executive KMP may exercise vested LTIs up to 4 years after the date of grant. After that time, unexercised LTIs will lapse and be forfeited. The Board retains a broad discretion as to how vested and exercised LTI entitlements may be settled, including by the payment of cash instead of issuing shares. Shares realised from the LTI scheme are not subject to specific post exercise disposal restrictions other than those set out in the Company's Securities Trading Policy. The LTI scheme is subject to appropriate malus provisions entitling the Board, at its discretion, to pursue remedies where the participant has engaged in (among other things) fraud, dishonesty or gross misconduct. Remedies include the ability to suspend, reduce or extinguish outstanding entitlements in appropriate circumstances. No dividends or voting rights are attached to the LTIs. LTIs are subject to tax which is outside the scope of PAYE deductions made by the Company. **Reference Price** means the 20-day Volume Weighted Average Price (VWAP) calculation on the Company's share price up to and including 30 June 2021. *See Table 8: Executive KMP LTIs and performance measures* below.	
	Performance rights ('PRs')	**Share appreciation rights ('SARs')**
Calculation methodology	The number of PRs allocated will be calculated by dividing 50% of the total 'LTI Award Opportunity' by the Reference Price.	The number of SARs to be allocated will be determined using a Cox-Ross Rubinstein lattice valuation model, applying the estimated value of the SARs at 30 June 2021, as determined by an independent qualified valuer. The number of SARs allocated will be calculated by dividing 50% of the total 'LTI Award Opportunity' by their estimated fair value.
Rights on vesting and exercise	Each vested PR entitles the Executive KMP upon exercise to receive one fully paid ordinary Company share.	Each vested SAR entitles the Executive KMP to receive the benefit of share price growth over the period between grant and exercise. Upon exercise Executive KMP receive such number of shares as determined by the following calculation: $\frac{((\text{SAR End Price} - \text{Reference Price}) \times \text{Number of SARs})}{\text{SAR End Price}} = \text{Number of Shares Vested} + \text{Outperformance Award}$ Where: • **SAR End Price** means the 5-day Volume Weighted Average Price of the Company's shares up to the day of exercise; and • **Outperformance Award:** See *Table 8: Executive KMP LTIs and performance measures* below.
Exercise period	Subject to the Plan Rules and the Company's policies, Vested PR's may be exercised at any time after vesting, up to expiry of the PRs which occurs automatically 4 years after the date of grant. After that time, unexercised Rights and SARs will lapse and be forfeited.	Subject to the Plan Rules and the Company's Securities Trading Policy; Vested SARs may only be exercised during the defined periods. Un-exercised SARs cannot be exercised after the last exercise period and will subsequently lapse on the Expiry Date.

Remuneration Report – Audited (Continued)

Table 8: Executive KMP STIs and performance measures

Long Term Incentives (LTIs)	Note	FY22					FY21		
Performance period		1 July 2021 to 30 June 2024					1 July 2020 to 30 June 2023		
Testing event		FY24 audited accounts release					FY23 audited accounts release		
Performance measures									
CAGR on PY Adjusted EPS of	1	4.90 cents per share					5.63 cents per share		
% LTI vesting									
Below 10% CAGR		0%					0%		
At 10% CAGR		25%					50%		
Between 10% & 15% CAGR straight line pro-rata between		25% & 100%					50% & 100%		
At or above 15% CAGR		100%					100%		
At or above 20% CAGR	2	100% + Outperformance Award					100%		
Allocation year		2021					2020		
Grant date		21-Dec-21					29-Mar-21		
Vesting date		30-Jun-24					30-Jun-23		
Estimated fair value / SAR ($)	3	0.375					0.520		
Fair value / SAR ($)	3	0.320					0.400		
Fair value / PR ($)		1.325					N/A		
Reference Price ($)		1.465					1.676		
		Jens Monsees	Gareth Turner	Jonathan Rubinsztein	Richard Leon	Total	Jonathan Rubinsztein	Richard Leon	Total
Share Appreciation Rights (SARs) (#)									
Held at 1 July (PY Total SARs)		-	-	1,922,239	1,011,705	2,933,944	826,086	434,782	1,260,868
Granted during the year	4	-	400,000	-	-	400,000	1,096,153	576,923	1,673,076
Vested and exercised during the year	5	-	-	-	-	-	-	-	-
Lapsed during the year	6	-	-	(1,922,239)	(1,011,705)	(2,933,944)	-	-	-
Held at 30 June		**-**	**400,000**	**-**	**-**	**400,000**	**1,922,239**	**1,011,705**	**2,933,944**
Max value recognised from grant date ($)		**-**	**128,000**	**-**	**-**	**128,000**	**438,461**	**230,769**	**669,230**
Performance Rights (PRs) (#)									
Held at 1 July (PY Total PRs)		-	-	-	-	-	-	-	-
Granted during the year on	4	-	102,389	-	-	102,389	-	-	-
Vested and exercised during the year	5	-	-	-	-	-	-	-	-
Lapsed during the year	6	-	-	-	-	-	-	-	-
Held at 30 June		**-**	**102,389**	**-**	**-**	**102,389**	**-**	**-**	**-**
Max value recognised from grant date ($)		**-**	**135,665**	**-**	**-**	**135,665**	**-**	**-**	**-**

Notes to Table 8

(1) Compound Annual Growth Rate (CAGR) on Prior Year (PY) adjusted Earnings Per Share (EPS).

(2) Outperformance Award: Additional shares granted at vesting equivalent to 50% of the shares awarded on exercise of SARs.

(3) The Fair Value of the LTIs granted during the period is determined as at the grant date in accordance with the applicable accounting standard (AASB 2 Share Based Payments).

The Fair Value above differs from the 'Estimated Fair Value' used by the Company to determine the award allocation numbers prior to the grant date due to the time difference between the award calculation and grant date.

(4) SARS and PRs granted and issued as unquoted equity securities.

(5) No LTIs vested during FY21 or FY22.

(6) On cessation of employment.

Remuneration Report – Audited (Continued)

f. Retention incentives - Equity Bonus Plan Rights (EBPRs)

FY22 Retention Incentives	
General terms of issue	A new "Equity Bonus Plan" unquoted security class was registered with the Australian Stock Exchange (ASX code: IFMAL) during the year. EBPRs are issued subject to the terms of the Company's ongoing Equity Bonus Plan Scheme Rules 2020 Edition. The number of entitlements is determined by dividing the Quantum of Award by a Volume Weighted Average Price (VWAP) calculation on the Company's share price as specified in each offer. EBPRs are granted to Executive KMP for nil consideration and no strike price is payable upon exercise. EBPRs vest at specified dates for each issue of EBPRs. Vested EBPRs may be exercised subject to the recipients' continuing employment at the time of exercise. No other exercise conditions apply to the EBPRs. EBPRs expire at specified dates. Unexercised EBPRs will lapse and be forfeited after the specified expiry dates. Exercised EBPRs entitle the recipient to 1 fully paid ordinary share in the Company per EPBR. The Board retains a discretion to cash settle any vested EBPRs instead of issuing shares. Shares realised from EBPRs are not subject to any disposal restrictions but are governed by the Company's Securities Trading Policy and the law.

Table 9: Executive KMP Retention Incentives

Retention Incentives	Note	FY22					FY21		
		Vesting Date	Fair Value per EBPR ($)	Jens Monsees	Gareth Turner	Total	Jonathan Rubinsztein	Richard Leon	Total
Equity Bonus Plan Rights (EBPRs) (#)	1								
Held at 1 July (PY Total EBPRs)				-	-	-	-	-	-
Granted on 14-Oct-21		1-Jul-22	1.62	-	34,130	34,130	-	-	-
		1-Jul-23	1.56	-	34,130	34,130	-	-	-
Granted on 23-May-22	2	23-May-23	1.31	104,822	-	104,822	-	-	-
		23-May-24	1.27	104,822	-	104,822	-	-	-
		23-May-25	1.24	104,822	-	104,822	-	-	-
Vested and exercised during the year				-	-	-	-	-	-
Lapsed during the year				-	-	-	-	-	-
Held at 30 June				**314,466**	**68,260**	**382,726**	-	-	-
Max value recognised from grant date ($)				**400,163**	**108,555**	**508,718**	-	-	-

Notes to Table 9

(1) Granted and issued as unquoted equity securities.

(2) These EBPRs represent the new CEO and MD's one-time sign-on bonus. The date of service commencement is deemed to be the 'grant date' under the relevant accounting standard (AASB 2: Share-based Payments). These EBPRs will be formally granted and issued subject to Shareholder approval at the Company's 2022 Annual General Meeting, or otherwise in accordance with the ASX Listing Rules.

Remuneration Report – Audited (Continued)

g. Remuneration outcomes – statutory basis

This basis is calculated and presented in accordance with statutory and accounting standard requirements.

Table 10: Total Executive KMP remuneration – Statutory basis

	Note	FY22 ($)					FY21 ($)	
		Jens Monsees CEO & MD	**Gareth Turner** CFO	**Jim Hassell** Interim CEO & MD	**Jonathan Rubinsztein** Former CEO & MD	**Richard Leon** Former CFO	**Jonathan Rubinsztein** CEO & MD	**Richard Leon** CFO
Short term employment benefits								
Cash salary	1	63,555	307,821	497,839	176,667	51,450	510,000	308,700
Annual leave accruals	2	5,441	3,833	-	-	-	1,962	2,375
Cash salary and leave accruals		**68,996**	**311,654**	**497,839**	**176,667**	**51,450**	**511,962**	**311,075**
Short term incentives	3	-	154,730	-	-	-	316,944	152,784
Non-monetary benefits		-	-	-	-	-	-	-
Post-employment benefits								
Superannuation	4	5,892	22,708	14,762	9,167	5,145	25,000	21,694
Termination payments	5	-	-	-	56,623	29,784	-	-
Long term employment benefits								
Long service leave accruals	6	-	-	-	-	-	14,522	8,732
Total cash remuneration		**74,888**	**489,092**	**512,601**	**242,457**	**86,379**	**868,428**	**494,285**
Share-based payments (SBPs)	7							
Share appreciation rights (SARs)	8	-	42,667	-	-	-	-	-
Performance rights (PRs)	9	-	45,222	-	-	-	-	-
Equity bonus plan rights (EBPRs)	10	-	77,346	-	-	-	-	-
Total SBP remuneration		-	165,235	-	-	-	-	-
Total remuneration		**74,888**	**654,327**	**512,601**	**242,457**	**86,379**	**868,428**	**494,285**
Comprising:								
Fixed Remuneration $		74,888	334,362	512,601	242,457	86,379	551,484	341,501
At-risk Remuneration $		-	319,965	-	-	-	316,944	152,784
Fixed Remuneration %		100%	51%	100%	100%	100%	64%	69%
At-risk Remuneration %		-	49%	-	-	-	36%	31%

Notes to Table 10

(1) Cash salary includes amounts paid in cash plus any salary sacrifice items.

(2) Annual leave accruals are determined in accordance with Accounting Standard, AASB 119 Employee Benefits.

(3) The FY22 short term incentive has been approved by the Board and will be paid in September 2022.

(4) Superannuation contributions are paid in line with legislative requirements and contractual arrangements.

(5) Termination payments comprise annual leave paid out on cessation of employment.

(6) Long service leave accruals are determined in accordance with Accounting Standard, AASB 119 Employee Benefits.

(7) SBPs represents the accrued value of LTIs in accordance with Accounting Standard, AASB 2 Share-based Payments.

(8) SARs were granted to Executive KMP as reflected in *Table 8: Executive KMP LTIs and performance measures* above.

SARs to the value of $9,167 have been accrued for Jens Monsees based on his service commencement date in accordance with AASB 2 Share-based Payments despite no SARs being formally granted or issued at the time of reporting.

SARs granted to Executive KMP in FY21 were valued at nil in the FY21 accounts based on the probability of vesting in future periods.

(9) PRs were granted to Executive KMP as reflected in Table 8: Executive KMP LTIs and performance measures above.

PRs to the value of $9,167 have been accrued for Jens Monsees based on his service commencement date in accordance with AASB 2 Share-based Payments despite no PRs being formally granted or issued at the time of reporting.

(10) EBPRs were granted to Executive KMP as reflected in *Table 9: Executive KMP Retention Incentives* above.

EBPRs to the value of $20,304 have been accrued for Jens Monsees in accordance with AASB 2 Share-based Payments representing a partial accounting for his one-time sign-on bonus in FY22. The remainder of the sign-on bonus is expected to accrue over the 3-year vesting period in line with the terms of the service agreement. The EBPRs have not been approved or issued at the time of reporting.

Remuneration Report – Audited (Continued)

h. Remuneration outcomes – actual received basis

This basis replaces the value of accrued share-based payment entitlements with the value of share-based payments actually received and does not include leave accruals during the year. Whilst this view is referred to as "actual received", all amounts are stated before applicable income tax.

Table 11: Total Executive KMP remuneration - Actual pre-tax remuneration received

	Note	FY22 ($)					FY21 ($)	
		Jens Monsees CEO & MD	**Gareth Turner** CFO	**Jim Hassell** Interim CEO & MD	**Jonathan Rubinsztein** Former CEO & MD	**Richard Leon** Former CFO	**Jonathan Rubinsztein** CEO & MD	**Richard Leon** CFO
Short term employment benefits								
Cash salary		63,555	307,821	497,839	176,667	51,450	510,000	308,700
Annual leave accruals		-	-	-	-	-	-	-
Cash salary and leave accruals		**63,555**	**307,821**	**497,839**	**176,667**	**51,450**	**510,000**	**308,700**
Short term incentives	1	-	-	-	316,944	152,784	335,750	163,611
Non-monetary benefits		-	-	-	-	-	-	-
Post-employment benefits								
Superannuation		5,892	22,708	14,762	9,167	5,145	25,000	21,694
Termination payments	2	-	-	-	56,623	29,784	-	-
Long term employment benefits								
Long service leave accruals		-	-	-	-	-	-	-
Total cash remuneration	3	**69,447**	**330,529**	**512,601**	**559,401**	**239,163**	**870,750**	**494,005**
Share-based payments (SBPs)	4							
Share appreciation rights (SARs)		-	-	-	-	-	-	-
Performance rights (PRs)		-	-	-	-	-	-	-
Equity bonus plan rights (EBPRs)		-	-	-	-	-	-	-
Total SBP remuneration		-	-	-	-	-	-	-
Total remuneration		**69,447**	**330,529**	**512,601**	**559,401**	**239,163**	**870,750**	**494,005**
Comprising:								
Fixed Remuneration $		69,447	330,529	512,601	242,457	86,379	535,000	330,394
At-risk Remuneration $		-	-	-	316,944	152,784	335,750	163,611
Fixed Remuneration %		100%	100%	100%	43%	36%	61%	67%
At-risk Remuneration %		-	-	-	57%	64%	39%	33%

Notes to Table 11

(1) Short term incentives paid relate to the prior financial year result.

(2) Termination payments comprise accrued annual leave at departure dates.

(3) Amounts are subject to the payment of income and other relevant taxes.

(4) No vesting opportunities arose for Executive KMP in FY21 or FY22

See *Table 8: Executive KMP LTIs and performance measures* above.

Remuneration Report – Audited (Continued)

4. Non-Executive Directors

a. Board and committee structure

As at the date of this Report, the Company's Board and Committees are structured as follows.

Directors	Board	Audit and Risk Committee	Remuneration, People and Culture Committee	Technology and innovation Committee	Nominations Committee
Non-Executive					
Bart Vogel	Chair		✓	✓	Chair
Kim Anderson	✓	✓	Chair		✓
Jim Hassell	✓	✓		Chair	✓
Anne O'Driscoll	✓	Chair	✓		✓
Executive					
Jens Monsees	✓			✓	

b. Remuneration structure and governance principles

Remuneration structure	Non-Executive Directors are remunerated in the form of Board fees, Committee chair fees and superannuation paid in line with legislative requirements. Fees are fixed in accordance with formal agreements held between the Non-Executive Directors and the Company (subject to periodic increases) and are paid from an aggregate fee pool limit of $850,000, as last approved by shareholders in 2019. Directors may also be reimbursed for travel and other expenses incurred in attending to the affairs of the Company.
Minimum shareholding requirement	The Company does not impose any requirement on Non-Executive Directors to hold a minimum quantity of its shares. *For further detail see Table 12: KMP shareholding interest movements in accordance with section 205G of the Corporations Act 2001.*

c. Non-executive Director fees per annum (inclusive of superannuation)

			FY22($)	FY21($)
Board/Committee	**Role**	**Number of fee earning roles**	**Including superannuation at 10%**	**Including superannuation at 9.5%**
Board	Chair	1	208,000	196,000
	Non-executive Directors	3	94,000	88,500
Audit and Risk Committee	Chair	1	16,000	15,000
Remuneration, People and Culture Committee	Chair	1	16,000	15,000
Technology and Innovation Committee	Chair	1	16,000	15,000
Total Non-Executive Director Fees			**538,000**	**506,500**

Amounts in the above table may differ from those in section D below due to partial tenures during the financial year.

The Nominations Committee Chair role is non-fee earning.

Remuneration Report – Audited (Continued)

d. Non-Executive Directors remuneration

			FY22 ($)			FY21 ($)		
			Short term employment benefits	Post-employment benefits		Short term employment benefits	Post-employment benefits	
Directors	Appointed	Resigned	Director fees	Superannuation	Total	Director fees	Superannuation	Total
Current								
Bart Vogel	31-Aug-15		189,091	18,909	**208,000**	178,995	17,005	**196,000**
Kim Anderson	15-Jun-20		100,000	10,000	**110,000**	94,521	8,979	**103,500**
Jim Hassell[1]	10-May-21		91,329	5,369	**96,697**	13,219	1,256	**14,475**
Anne O'Driscoll	15-Dec-14		100,000	10,000	**110,000**	94,521	8,979	**103,500**
Former								
Paul Brandling	1-Oct-16	31-May-21	-	-	**-**	86,644	8,231	**94,875**
Clyde McConaghy	1-Nov-13	11-Nov-20	-	-	**-**	29,427	2,796	**32,223**

[1] Mr Hassell's remuneration relating to his appointment as interim CEO and Managing Director is set out in Table 11 above.

Amounts in the above table may differ from those in section C above due to partial tenures during the financial year.

5. Additional information

a. LTIs vested and exercised

No executive KMP LTIs vested or were exercised during FY22 or FY21.

b. KMP Loans

No loans were made available to KMP during FY22 and there were no outstanding loans to KMP at the beginning or end of FY22.

c. KMP Shareholdings

Table 12: KMP shareholding interest movements in accordance with section 205G of the Corporations Act 2001

Name	Note	Balance at 30 June 2021	Granted as compensation	Exercise of LTIs	Net other changes	Balance at 30 June 2022	Balance at cessation
Non-Executive Directors	1						
Bart Vogel		520,000	-	-	-	520,000	N/A
Anne O'Driscoll		120,000	-	-	-	120,000	N/A
Kim Anderson		50,000	-	-	-	50,000	N/A
Jim Hassell	2	-	-	-	64,996	64,996	N/A
Executive KMP	1						
Jens Monsees		-	-	-	-	-	N/A
Gareth Turner		-	-	-	-	-	N/A
Jonathan Rubinsztein	3	3,313,067	-	-	-	N/A	3,313,067
Richard Leon	3	2,895,302	-	-	-	N/A	2,895,302

Notes to Table 12

(1) Balances and movements include shares held directly and indirectly by the KMP or the KMP's related parties including domestic partner, dependents and entities controlled, jointly controlled or significantly influenced by the KMP.

(2) Fully paid ordinary shares acquired through an on-market trade at $1.46 per share on 26 November 2021.

(3) Shares held at cessation of employment.

This concludes the Remuneration Report, which has been audited.

Other Statutory Matters

Directors

The following persons were Directors of Infomedia Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated.

Name	Role
Bart Vogel	Chairman & Independent Non-Executive Director
Jens Monsees	Chief Executive Officer & Managing Director (commenced 23 May 2022)
Kim Anderson	Independent Non-Executive Director
Anne O'Driscoll	Independent Non-Executive Director
Jim Hassell	Independent Non-Executive Director Interim CEO and Managing Director (18 October 2021 – 22 May 2021)
Jonathan Rubinsztein	Chief Executive Officer & Managing Director (ceased 29 October 2021)

Directorships of other listed companies

Directorships of other listed companies held by the Directors in the three years preceding the end of the financial year are as follows.

Name	Company	Period of directorship
Current Directors		
Kim Anderson	carsales.com Limited	Since 2010
	Marley Spoon	Since 2018 to August 2022
	WPP AUNZ Limited	From 2010 to 2021
	InvoCare Limited	Since 2021
	SiteMinder Limited	Since April 2022
Jim Hassell	-	-
Jens Monsees	WPP AUNZ	From 2019 to 2021
Anne O'Driscoll	FINEOS Corporation plc	Since 2019
	Steadfast Group Limited	Since 2013
Bart Vogel	InvoCare Limited	Since 2017
	Macquarie Telecom Limited	Since 2014
	Salmat Limited	From 2017 to 2019
Former Directors		
Jonathan Rubinsztein	-	-

Meetings of Directors

The table below sets out the number of meetings of the Company's Board of Directors (the 'Board') and each Board committee[3] held during the year ended 30 June 2022, and the number of meetings attended by each director.

	Board		Audit & Risk Committee		Remuneration, People & Culture Committee		Technology & Innovation Committee[4]		Nominations Committee	
	E[1]	A[2]	E	A	E	A	E	A	E	A
Bart Vogel	15	15	2	2	7	7	1	1	2	2
Jens Monsees	3	3	-	-	-	-	-	-	-	-
Kim Anderson	15	15	4	4	7	7	-	-	2	2
Anne O'Driscoll	15	15	4	4	7	7	-	-	2	2
Jim Hassell	15	15	2	2	-	-	1	1	2	2
Jonathan Rubinsztein	5	5	-	-	-	-	1	1	-	-

Table Notes

(1) 'E': represents the number of meetings which the relevant Director was eligible to attend because they held office or were a member of the relevant committee at the time each meeting was held.

(2) 'A': represents the number of meetings attended by the Director.

(3) Refer to Table 4a in the Remuneration Report for the composition of the committees.

(4) The Technology & Innovations Committee (TIC) met once during the period which stands outside the express terms of its charter. During the period, the TIC Chair, Mr Jim Hassell, stepped in as interim CEO & Managing Director of the Company between 18 October 2021 and 22 May 2022. In the circumstances, the TIC elected to suspend its meetings for the balance of FY22 to allow greater focus on other key priorities.

Company secretaries

Daniel Wall BBA, LLB, GAICD

Mr Wall acts as General Counsel & Company Secretary of Infomedia. He is a lawyer admitted to practice in the Supreme Court of New South Wales and the High Court of Australia. Prior to joining Infomedia he gained experience across a range of areas including commercial litigation, finance and corporate insolvency and restructuring. He also holds a certificate in Governance Practice from the Governance Institute of Australia and is a Graduate of the Australian Institute of Company Directors.

Mark Grodzicky BSc, LLB

Mr Grodzicky joined Infomedia Ltd in 2017 as General Counsel and joint Company Secretary. He holds degrees in Law and Science. Mr Grodzicky ceased as Company Secretary on 6 May 2022.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial year.

Dividends

Details of dividends paid or declared by the Company during the financial year ended 30 June 2022 are set out in note 3 to the financial statements.

Matters subsequent to the end of the financial year

On 26 August 2022 the Board declared a final dividend of 3.0 cents per share, franked to 14%. The record date for determining dividend entitlements is Monday 5 September 2022 and the dividend will be paid on Thursday 22 September 2022.

No other matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Indemnity and insurance of officers

To the extent permitted by law, the Company has indemnified the Directors and executives of the Company for liability, damages and expenses incurred, in their capacity as a Director or an executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Corporate governance

Infomedia strives to achieve compliance with the governance recommendations set out in the Fourth Edition of the Corporate Governance Principles and Recommendations, published by the ASX Corporate Governance Council (the ASX Principles). The Company addresses the ASX Principles in a manner consistent with its relative size and resourcing capabilities. Infomedia's latest Corporate Governance Statement was lodged with the ASX on the same date as this report and is available on the Company's website, *http://www.infomedia.com.au/governance*

Movements in equity incentives and shares issued on exercise of equity incentives during the period

The following instrument movements were recorded during the FY22 financial period.

Instrument	Instruments Vested	Instruments Exercised	New Shares Issued on Exercise
Performance Rights	Nil	Nil	Nil
Share Appreciation Rights	Nil	Nil	Nil
Equity Bonus Plan Performance Rights	190,529	Nil	Nil

Movements in equity incentives and shares issued on exercise of equity incentives after 30 June 2022

The following instrument movements have been recorded between 30 June 2022 and the date of this report.

Instrument	Instruments Vested	Instruments Exercised	New Shares Issued on Exercise
Performance Rights	Nil	Nil	Nil
Share Appreciation Rights	Nil	Nil	Nil
Equity Bonus Plan Performance Rights	34,130	224,659	24,659 new FPO shares issued[1]

Notes

(1) The balance of 200,000 Performance Rights were satisfied by the transfer of existing fully paid ordinary shares from the Company's Employee Share Scheme Trust to participants.

Equity Incentives on issue

At the date of this report the following equity incentives remain on issue. Further information about equity incentives on issue is set out in note 19 to the financial statements.

Instrument	Instruments on Issue
Performance Rights	787,688
Share Appreciation Rights	4,558,540
Equity Bonus Plan Performance Rights	813,483

Auditor

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the Corporations Act 2001.

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 23 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 23 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' Report.

Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors

Bart Vogel
Chairman
26 August 2022

Deloitte.

Deloitte Touche Tohmatsu
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The Board of Directors
Infomedia Ltd
3 Minna Close
Belrose, Sydney NSW 2085

26 August 2022

Dear Board Members

Auditor's Independence Declaration to Infomedia Ltd

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the Directors of Infomedia Ltd.

As lead audit partner for the audit of the financial report of Infomedia Ltd for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Pooja Patel

Pooja Patel
Partner
Chartered Accountants

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Infomedia Ltd
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2022

	Note	Consolidated 2022 $'000	2021 $'000
Revenue	4	120,139	97,446
Other income		310	800
Expenses			
Employee benefits expenses	4	(54,491)	(27,454)
IT operating expenses		(10,544)	(8,276)
Integration, installation and training expenses		(5,820)	(5,601)
Royalty expenses		(5,319)	(4,514)
Facilities expenses		(774)	(1,208)
Compliance and insurance expenses		(1,641)	(1,710)
Marketing and other expenses		(3,038)	(2,036)
Depreciation and amortisation expenses	1	(31,658)	(22,946)
Impairment expense and derecognition of goodwill		(87)	(4,245)
Net finance (expense)/income	4	(133)	306
Net foreign currency translation gains/(losses)		731	(126)
Profit before income tax benefit/(expense)		7,675	20,436
Income tax benefit/(expense)	5	558	(4,467)
Profit after income tax benefit/(expense) for the year attributable to the owners of Infomedia Ltd		8,233	15,969
Other comprehensive income/(loss)			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		2,632	(724)
Other comprehensive income/(loss) for the year, net of tax		2,632	(724)
Total comprehensive income for the year attributable to the owners of Infomedia Ltd		10,865	15,245
		Cents	**Cents**
Basic earnings per share	2	2.19	4.26
Diluted earnings per share	2	2.18	4.26

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Infomedia Ltd
Consolidated statement of financial position
As at 30 June 2022

	Note	Consolidated 2022 $'000	Consolidated 2021 $'000
Assets			
Current assets			
Cash and cash equivalents		69,045	66,795
Trade and other receivables	7	11,948	11,658
Contract assets	9	503	197
Income tax receivable	5	1,609	2,188
Other assets	8	3,295	6,706
Total current assets		86,400	87,544
Non-current assets			
Contract assets	9	907	705
Property, plant and equipment		2,026	2,535
Right-of-use assets	10(a)	6,382	8,796
Intangibles	6	86,768	90,605
Deferred tax	5	2,524	351
Other assets	8	5,899	5,320
Total non-current assets		104,506	108,312
Total assets		190,906	195,856
Liabilities			
Current liabilities			
Trade and other payables		5,557	5,133
Contract liabilities	11	2,615	2,698
Lease liabilities	10(b)	2,148	2,670
Provision for income tax	5	362	355
Provisions		678	-
Employee benefits	12	15,074	9,657
Total current liabilities		26,434	20,513
Non-current liabilities			
Contract liabilities	11	36	713
Lease liabilities	10(b)	4,106	5,905
Deferred tax	5	11,905	13,704
Provisions		842	1,431
Employee benefits	12	1,024	437
Total non-current liabilities		17,913	22,190
Total liabilities		44,347	42,703
Net assets		146,559	153,153
Equity			
Issued share capital	13	105,196	105,196
Treasury shares held in trust	13	(249)	-
Foreign currency reserve		3,273	641
Share-based payments reserve		1,203	-
Retained profits		37,136	47,316
Total equity		146,559	153,153

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Infomedia Ltd
Consolidated statement of changes in equity
For the year ended 30 June 2022

Consolidated	Share capital $'000	Treasury shares held in trust $'000	Foreign currency reserve $'000	Share-based payments reserve $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2020	103,192	-	1,365	2,280	47,465	154,302
Profit after income tax expense for the year	-	-	-	-	15,969	15,969
Other comprehensive loss for the year, net of tax	-	-	(724)	-	-	(724)
Total comprehensive income/(loss) for the year	-	-	(724)	-	15,969	15,245
Transactions with owners in their capacity as owners:						
Share-based payments	-	-	-	(1,072)	-	(1,072)
Shares issued to employees upon vesting of options and/or performance rights and earnout settlement (note 13)	2,004	-	-	(1,208)	-	796
Dividends paid (note 3)	-	-	-	-	(16,118)	(16,118)
Balance at 30 June 2021	105,196	-	641	-	47,316	153,153

Consolidated	Share capital $'000	Treasury shares held in trust $'000	Foreign currency reserve $'000	Share-based payments reserve $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2021	105,196	-	641	-	47,316	153,153
Profit after income tax benefit for the year	-	-	-	-	8,233	8,233
Other comprehensive income for the year, net of tax	-	-	2,632	-	-	2,632
Total comprehensive income for the year	-	-	2,632	-	8,233	10,865
Transactions with owners in their capacity as owners:						
Share-based payments	-	-	-	1,185	-	1,185
Tax effect related to share-based payments (note 5)	-	-	-	18	-	18
Purchase of treasury shares (note 13)	-	(249)	-	-	-	(249)
Dividends paid (note 3)	-	-	-	-	(18,413)	(18,413)
Balance at 30 June 2022	105,196	(249)	3,273	1,203	37,136	146,559

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Infomedia Ltd
Consolidated statement of cash flows
For the year ended 30 June 2022

	Note	Consolidated 2022 $'000	2021 $'000
Cash flows from operating activities			
Receipts from customers		122,443	101,088
Payments to suppliers and employees		(75,165)	(56,518)
		47,278	44,570
Interest received		183	460
Interest and other finance costs paid		(267)	(154)
Income taxes paid		(2,356)	(7,528)
Net cash from operating activities	20	44,838	37,348
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired	17(a)	-	(22,313)
Payments for business acquisition in escrow	17(a)	-	(7,767)
Payments for property, plant and equipment		(404)	(1,856)
Payments for development costs capitalised	4	(22,286)	(24,965)
Net cash used in investing activities		(22,690)	(56,901)
Cash flows from financing activities			
Payments for purchase of treasury shares	13	(249)	-
Dividends paid	3	(18,413)	(16,118)
Repayment of lease liabilities, excluding the financing component	10(b)	(2,691)	(1,816)
Net cash used in financing activities		(21,353)	(17,934)
Net increase/(decrease) in cash and cash equivalents		795	(37,487)
Cash and cash equivalents at the beginning of the financial year		66,795	103,919
Effects of exchange rate changes on balances of cash held in foreign currencies		1,455	363
Cash and cash equivalents at the end of the financial year		69,045	66,795

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 1. Operating segments

Identification of reportable segments

The Group is organised into three reportable segments:
- Asia Pacific;
- Europe, Middle East and Africa ('EMEA'); and
- Americas, representing the combined North, Central and South America.

These reportable segments are based on the internal reports that are reviewed and used by the Chief Executive Officer & Managing Director (who is identified as the Chief Operating Decision Maker ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of reportable segments.

The reportable segments are identified by management based on the region in which products are sold. Discrete financial information about each of these operating segments is reported to the Board of Directors regularly.

The CODM reviews underlying cash earnings before interest, tax, depreciation and amortisation ('Underlying Cash EBITDA'). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Major customers

There is no significant reliance on any single customer contract.

Presentation of reportable segment information

The Group has changed its internal reporting measures monitored by the CODM to assess performance and determine allocation of resources. In addition, the Group has changed its presentation of expenses in the consolidated statement of profit or loss (note 24). Accordingly, the presentation of reportable segment information has changed to reflect this. Prior period comparatives have been re-presented to align to these changes. There is no impact on net profit after tax reported for the Group as a result of these changes.

The key internal measure of each operating segment’s profit or loss reported regularly to the CODM is underlying cash EBITDA. This measure reflects the ongoing or underlying activities of each segment of the Group and excludes income and expenditure that may arise on an infrequent basis or due to activities that are not core to that of the Group. Only costs that are controlled by each segment in relation to its operating activities and generation of revenue for the Group are included in its underlying cash EBITDA.

Reported net profit after tax (‘reported NPAT’) is adjusted for the following non-underlying items to determine underlying cash EBITDA:

- Earnout expenses (adjusted from employee benefits expenses)
- Unrealised foreign exchange gains/losses
- Share-based payment expenses (adjusted from employee benefits expenses)
- PPP loan forgiveness
- Income tax benefit/expense
- Depreciation and amortisation expenses
- Net finance expenses/income
- Capitalised development costs (adjusted from employee benefits expenses)
- AASB 16 non-cash adjustments (adjusted from facilities expenses)
- Closure of subsidiary (adjusted from marketing and other expenses)
- M&A and sale transaction expenses (adjusted from marketing and other expenses)

A reconciliation of underlying cash EBITDA to reported NPAT is disclosed in the operating segment information presented below.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 1. Operating segments (continued)

Reportable segment information

Consolidated - 2022	Asia Pacific $'000	EMEA $'000	Americas $'000	Corporate $'000	Total $'000
Revenue	37,470	38,941	43,728	-	120,139
Other operating income	-	-	310	-	310
Sales, marketing and support	(5,668)	(4,728)	(9,067)	(1,493)	(20,956)
Product development and management	-	-	-	(30,759)	(30,759)
Data management	-	-	-	(3,473)	(3,473)
Administration	-	-	-	(11,344)	(11,344)
Underlying employee benefit expenses (note 4)	(5,668)	(4,728)	(9,067)	(47,069)	(66,532)
IT operating expenses	(57)	(136)	(318)	(10,033)	(10,544)
Integration, installation and training expenses	(3,239)	(145)	(2,436)	-	(5,820)
Royalty expenses	(277)	(1,046)	(3,996)	-	(5,319)
Facilities expenses	(236)	(290)	(397)	(2,791)	(3,714)
Compliance and insurance expenses	(138)	(147)	(181)	(1,175)	(1,641)
Marketing and other operating expenses	(179)	(196)	(498)	(1,266)	(2,139)
Realised foreign exchange gains	-	1	-	56	57
Underlying operating expenses excluding non-cash items	(9,794)	(6,687)	(16,893)	(62,278)	(95,652)
Underlying Cash EBITDA	27,676	32,254	27,145	(62,278)	24,797
Capitalised development costs					22,286
AASB16 non-cash adjustments					2,940
Underlying EBITDA					50,023
Depreciation of property, plant and equipment					(965)
Amortisation of capitalised development costs					(22,164)
Amortisation of acquired and other intangibles					(5,725)
Depreciation of right-of-use assets					(2,804)
Net finance expenses					(133)
Underlying profit before tax					18,232
Underlying income tax expense					(1,461)
Underlying NPAT					16,771
Earnout - Nidasu					(2,006)
Earnout - SimplePart					(7,010)
Closure of subsidiary					11
Impairment expense					(87)
Unrealised foreign currency translation gains					674
M&A and sale transaction expenses					(910)
Share-based payment expenses					(1,229)
Related income tax credit					2,019
Reported NPAT					8,233

Australia and the United States of America are the only individual countries from which the Group derives material revenues. In the current year, the Group derived revenue of $28.288 million from Australia (2021: $24.509 million) and $33.039 million from the United States of America (2021: $16.562 million). Of the Group's non-current assets, $69.328 million (2021: $74.740 million) are located in Australia and $31.899 million (2021: $32.188 million) are located in the United States of America.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 1. Operating segments (continued)

Consolidated - 2021	Asia Pacific $'000	EMEA $'000	Americas $'000	Corporate $'000	Total $'000
Revenue	32,740	37,199	27,507	-	97,446
Other operating income	-	-	17	-	17
Sales, marketing and support	(4,765)	(4,266)	(5,362)	(936)	(15,329)
Product development and management	-	-	-	(25,689)	(25,689)
Data management	-	-	-	(3,076)	(3,076)
Administration	-	-	-	(9,077)	(9,077)
Underlying employee benefit expenses (note 4)	(4,765)	(4,266)	(5,362)	(38,778)	(53,171)
IT operating expenses	(65)	(154)	(179)	(7,878)	(8,276)
Integration, installation and training expenses	(2,917)	(184)	(2,500)	-	(5,601)
Royalty expenses	(269)	(993)	(3,252)	-	(4,514)
Facilities expenses	(99)	(266)	(357)	(2,456)	(3,178)
Compliance and insurance expenses	(115)	(180)	(151)	(1,264)	(1,710)
Marketing and other operating expenses	(85)	(33)	(304)	(916)	(1,338)
Realised foreign exchange losses	(1)	(2)	-	(405)	(408)
Underlying operating expenses excluding non-cash items	(8,316)	(6,078)	(12,105)	(51,697)	(78,196)
Underlying Cash EBITDA	24,424	31,121	15,419	(51,697)	19,267
Capitalised development costs					24,965
AASB16 non-cash adjustments					1,970
Underlying EBITDA					46,202
Depreciation of property, plant and equipment					(616)
Amortisation of capitalised development costs					(18,123)
Amortisation of acquired and other intangibles					(2,193)
Depreciation of right-of-use assets					(2,014)
Net finance expenses					306
Underlying profit before tax					23,562
Underlying income tax expense					(4,414)
Underlying NPAT					19,148
Earnout - Nidasu					(2,164)
Earnout - SimplePart					(581)
Impairment expense and derecognition of goodwill					(4,245)
Unrealised foreign currency translation gains					282
Acquisition expenses					(698)
Share-based payment expenses					1,072
Derecognition of Nidasu contingent consideration (including finance costs)					2,425
PPP loan forgiveness					783
Related income tax expense					(53)
Reported NPAT					15,969

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 2. Earnings per share

	Consolidated 2022 $'000	2021 $'000
Profit after income tax attributable to the owners of Infomedia Ltd	8,233	15,969
	Cents	**Cents**
Basic earnings per share	2.19	4.26
Diluted earnings per share	2.18	4.26
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share:		
Weighted average number of ordinary shares issued	375,762,341	375,149,029
Weighted average number of treasury shares held in trust	(32,103)	-
	375,730,238	375,149,029
	Number	**Number**
Weighted average number of ordinary shares used in calculating diluted earnings per shares:		
Weighted average number of ordinary shares used in calculating basic earnings per share	375,730,238	375,149,029
Adjustments for calculation of diluted earnings per share:		
Equity based incentives (a)	1,264,310	-
	376,994,548	375,149,029

The weighted average number of ordinary shares or dilutive potential ordinary shares is calculated by taking into account the period from the issue date of the shares to the reporting date unless otherwise stated as below.

(a) Infomedia operates equity based incentive plans which are conditional upon continuous employment at Infomedia. Additional details about the equity based incentives are set out in note 19.
(b) As at 30 June 2022, the earnout liability recognised on the statement of financial position had no dilutive impact.

Accounting policy for earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Infomedia by the weighted average number of ordinary shares outstanding during the financial year, adjusted for any bonus elements in ordinary shares issued during the financial year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued at no consideration received in relation to dilutive potential ordinary shares.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 3. Equity - dividends

Dividends paid during the financial year were as follows:

	Consolidated	
	2022 $'000	2021 $'000
Interim dividend for the year ended 30 June 2022 of 2.60 cents 70% franked (2021: 2.15 cents fully franked) per ordinary share	9,770	8,067
Final dividend for the year ended 30 June 2021 of 2.30 cents 70% franked (2020: 2.15 cents 70% franked) per ordinary share	8,643	8,051
	18,413	16,118

On 26 August 2022, the directors declared a final dividend of 3.00 cents per share to be paid on 22 September 2022, franked to 14%. As this occurred after the reporting date, the dividends declared have not been recognised in these financial statements and will be recognised in future financial statements.

The Company's Dividend Reinvestment Plan ('DRP') was suspended on 31 October 2019.

Franking credits

	Consolidated	
	2022 $'000	2021 $'000
Franking credits available for subsequent financial years based on a tax rate of 30%	699	3,704

The franking credit balance includes:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date;
- any franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

Accounting policy for dividends

Dividends are recognised when declared during the financial year.

Note 4. Income and expenses

Profit before income tax includes the following specific income and expenses:

	Consolidated	
	2022 $'000	2021 $'000
Revenue disaggregated by nature		
Subscription revenue	115,221	95,038
Development and other ancillary service revenue	4,918	2,408
	120,139	97,446
Disaggregation of subscription revenue		
Microcat	53,094	51,659
Superservice	25,272	25,041
InfoDrive	21,426	17,168
SimplePart	15,429	1,170
	115,221	95,038

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 4. Income and expenses (continued)

	Consolidated	
	2022 $'000	2021 $'000
Employee benefits expenses		
Sales, marketing and support	(20,956)	(15,329)
Product development and management	(30,759)	(25,689)
Data management	(3,473)	(3,076)
Administration	(11,344)	(9,077)
Underlying employee benefits expenses	(66,532)	(53,171)
Share-based payment expenses	(1,229)	1,072
Derecognition of Nidasu contingent consideration (including finance costs) (note 17(b))	-	2,425
Earnout - Nidasu	(2,006)	(2,164)
Earnout - SimplePart	(7,010)	(581)
Capitalised development costs	22,286	24,965
Total employee benefits expenses	(54,491)	(27,454)
Net finance (costs)/income		
Finance income	183	460
Interest expense and lease liabilities finance charges	(316)	(154)
	(133)	306

Accounting policies

Revenue recognition

The Group derives the majority of its revenue from recurring ‘software as a service’ subscriptions, where customers are licensed to access and use software and associated support services.

The Group generates revenue through the following streams of revenue:

- subscriptions to the Group’s software products, comprising over 95% of total revenue;
- software development services to tailor off-the-shelf software solutions for specific use or functionality requirements or integration with customers’ systems;
- ancillary services in the form of software installation and training; and
- agency services for advertising support provided to customers.

Each of the above services delivered to customers are considered separate performance obligations even though, in practice, they may be governed by a single legal contract with the customer.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 4. Income and expenses (continued)

Revenue recognition for each of the above revenue streams are as follows:

- Subscription revenue:
  - > Customers are typically invoiced monthly, quarterly or yearly based on the terms in the contract with customers, and consideration is payable when invoiced. The consideration received for quarterly or yearly invoices is recognised as contract liabilities.
  - > Revenue is then recognised ratably over the life of the subscription agreement beginning when the customer first has access to the software.
  - > Revenue is calculated based on the number of subscriptions used and fee per subscription, or as a negotiated package for large customers.
- Software development services:
  - > The software development services are typically invoiced as defined in the contract with the customers. Revenue is recognised over time as services are delivered.
  - > Revenue is calculated based on time and/or external supplier costs.
- Ancillary services:
  - > The ancillary services are software installation and training and are invoiced as defined in the contract with the customers.
  - > Revenue is recognised either at a point in time or over time depending on how the terms of the service arrangements are satisfied.
- Agency services:
  - > Revenue is generated when Infomedia acts as an agent and arranges search engine marketing provided by suppliers to customers, and in return obtains a fee based on a set percentage.
  - > The revenue is variable and is not subject to material constraints hence it is recognised at the time the expense is incurred with the supplier as this is when the service is provided to the customer and the performance obligation is satisfied.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Infomedia's functional and presentation currency.

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenue and expenses of foreign operations are translated into Australian dollars using monthly average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 5. Income tax

	Consolidated 2022 $'000	Consolidated 2021 $'000
Income tax (benefit)/expense		
Current tax	4,031	3,334
Deferred tax - current year	(3,954)	2,088
Prior year (overs)/unders - current and deferred tax	(635)	(955)
Aggregate income tax (benefit)/expense	(558)	4,467
Deferred tax included in income tax (benefit)/expense comprises:		
Increase in deferred tax assets	(3,210)	(683)
(Decrease)/increase in deferred tax liabilities	(744)	2,771
Deferred tax - current year	(3,954)	2,088
Numerical reconciliation of income tax (benefit)/expense and tax at the statutory rate		
Profit before income tax benefit/(expense)	7,675	20,436
Tax at the statutory tax rate of 30%	2,303	6,131
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:		
Additional research and development deduction	(2,588)	(1,543)
Effects of foreign tax rates difference	234	(127)
Changes in contingent consideration	-	(849)
Promissory note forgiven	-	(208)
Earnout expense	516	649
Derecognition of goodwill on Nidasu earnout	-	1,168
(Non-assessable income)/non-deductible expenses	(388)	201
	77	5,422
Prior year (overs)/unders	(635)	(955)
Income tax (benefit)/expense	(558)	4,467

	Consolidated 2022 $'000	Consolidated 2021 $'000
Amounts charged directly to equity		
Deferred tax assets	18	-

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 5. Income tax (continued)

	Consolidated 2022 $'000	Consolidated 2021 $'000
Deferred tax asset		
Deferred tax asset comprises temporary differences attributable to:		
Provisions	2,770	3,474
Capital raising transaction costs	-	225
Share-based payments	185	-
Foreign currency exchange	479	-
Property, plant and equipment	4	4
Accruals and earnout	2,879	-
Intangible assets	608	54
Offset against deferred tax liabilities	(4,401)	(3,406)
Deferred tax asset	2,524	351
Movements:		
Opening balance	351	-
Credited to profit or loss	3,210	683
Foreign currency translation differences	-	(47)
Credited to equity	18	-
Prior year overs/(unders)	-	(25)
Reversal of offset against deferred tax liabilities	3,346	3,146
Offset against deferred tax liabilities	(4,401)	(3,406)
Closing balance	2,524	351

	Consolidated 2022 $'000	Consolidated 2021 $'000
Deferred tax liability		
Deferred tax liability comprises temporary differences attributable to:		
Capitalised development costs	15,273	15,315
Property, plant and equipment	505	358
Prepayments	79	162
Foreign exchange	(2)	123
Intangible assets	443	1,152
Other	8	-
Offset against deferred tax assets	(4,401)	(3,406)
Deferred tax liability	11,905	13,704
Movements:		
Opening balance	13,704	10,820
(Credited)/charged to profit or loss	(744)	2,771
Foreign currency translation differences	-	(10)
Derecognition of goodwill on Nidasu earnout	-	408
Prior year overs/(unders)	-	(25)
Reversal of offset against deferred tax assets	3,346	3,146
Offset against deferred tax assets	(4,401)	(3,406)
Closing balance	11,905	13,704

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 5. Income tax (continued)

	Consolidated	
	2022 $'000	2021 $'000
Income tax refund due		
Income tax refund due	1,609	2,188

	Consolidated	
	2022 $'000	2021 $'000
Provision for income tax		
Provision for income tax	362	355

Critical accounting judgements, estimates and assumptions

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain, for example, research and development claims. The Group recognises liabilities for anticipated tax based on the Group's current understanding of the relevant tax regulations. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Company has made claims under the research and development tax incentive provided by the Australian Government (R&D incentive). The R&D incentive is claimed by way of self-assessment by the Company.

Accounting policy for income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 6. Non-current assets - intangibles

	Consolidated 2022 $'000	Consolidated 2021 $'000
Goodwill	20,700	20,138
Capitalised development costs	150,513	128,129
Less: Accumulated amortisation and impairment	(99,315)	(77,054)
	51,198	51,075
Software systems	23,091	21,854
Less: Accumulated amortisation	(11,741)	(6,349)
	11,350	15,505
Customer relationships	5,380	5,246
Less: Accumulated amortisation	(2,639)	(2,214)
	2,741	3,032
Brand names	868	855
Less: Accumulated amortisation	(89)	-
	779	855
	86,768	90,605

Reconciliation

Reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Goodwill $'000	Capitalised development costs $'000	Software systems $'000	Customer relationships $'000	Brand names $'000	Total $'000
Balance at 1 July 2020	17,461	44,582	3,952	1,189	714	67,898
Additions	5,997	24,965	13,183	1,995	137	46,277
Derecognition of goodwill on Nidasu earnout (note 17(b))	(3,893)	-	-	-	-	(3,893)
Tax impact from derecognition of Nidasu goodwill (note 5)	408	-	-	-	-	408
Amortisation expense	-	(18,123)	(1,986)	(207)	-	(20,316)
Impairment expense	-	(352)	-	-	-	(352)
Exchange differences	165	3	356	55	4	583
Balance at 30 June 2021	20,138	51,075	15,505	3,032	855	90,605
Additions	-	22,286	-	-	-	22,286
Amortisation expense	-	(22,164)	(5,177)	(459)	(89)	(27,889)
Impairment expense	-	(87)	-	-	-	(87)
Exchange differences	562	88	1,022	168	13	1,853
Balance at 30 June 2022	20,700	51,198	11,350	2,741	779	86,768

Impairment testing

The Group performs impairment testing for:

- Goodwill and indefinite life intangible assets on an annual basis regardless of whether there are any indicators of impairment; and
- Other intangibles where there are indicators of impairment.

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Note 6. Non-current assets - intangibles (continued)

The Group considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment.

Goodwill and indefinite life intangible assets

Goodwill and indefinite life intangible assets acquired through business combinations have been allocated to a cash-generating unit (CGU) for annual impairment testing as follows:

2022	APAC $'000	Americas $'000	EMEA $'000	Total $'000
Goodwill	4,517	10,346	5,837	20,700
Indefinite life intangibles	-	154	-	154
2021				
Goodwill	4,517	9,784	5,837	20,138
Indefinite life intangibles	-	141	-	141

Impairment Assessment

To conduct impairment testing, the Group compares the carrying value with the recoverable amount of each CGU. The recoverable amount is the higher of value in use or fair value less costs of disposal. An income approach (discounted cash flow methodology) is used to determine the recoverable amount of each CGU based on a four-year approved plan (2021: one-year approved plan) and an average growth rate applied to the final year of cash-flow projections.

The key assumptions[1] used in the impairment assessment were as follows:

- APAC: revenue growth rates in the projection period are 8% - 16% (2021: 6% - 15%); terminal growth rate of 2.5% (2021: 1.5%) and post-tax weighted average cost of capital of 10.1% (2021: 11.0%).
- Americas: revenue growth rates in the projection period are 8% - 17% (2021: 3% - 65%[2]); terminal growth rate of 2.5% (2021: 2.0%) and post-tax weighted average cost of capital of 10.6% (2021: 10.7%).
- EMEA: revenue growth rates in the projection period are 5% - 11% (2021: 3% - 10%); terminal growth rate of 2.5% (2021: 1.5%) and post-tax weighted average cost of capital of 10.6% (2021: 10.5%).

As at 30 June 2022, the fair value less costs of disposal (2021: value in use) of the net assets was greater than the carrying value and therefore goodwill was not considered to be impaired for any CGU.

No reasonable change in assumptions would result in the recoverable amount being materially less than the carrying amount for any CGU.

[1] Key assumptions are those to which the recoverable amount is most sensitive. The approach taken in determining the values assigned to each key assumption was to consider past experience, external sources of information and external advice where relevant.

[2] Note that the high revenue growth rate in 2021 was attributable to 12 months contribution of SimplePart (only one month in FY21).

Other intangible assets

An impairment charge of $0.087 million has been applied to the carrying amount of capitalised development costs as a result of the relevant project being discontinued.

As at 30 June 2021, an impairment charge of $0.352 million was as a result of:

- a write-off of the carrying value of any software that was replaced by Next Gen SaaS platform during the period ended 30 June 2021; and
- an impairment assessment of future revenue against the carrying amount of development capitalised for customers who are not expected to renew their contracts.

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Note 6. Non-current assets - intangibles (continued)

Critical accounting judgements, estimates and assumptions – research and development

Research and development expenses incurred relate to works provided by third parties and internal salaries and on-costs of employees. Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility, and the costs can be measured reliably.

The key judgements relate to:

- determining the portion of the internal salary and on-costs that are directly attributable to development of the Group's product suite and software; and
- identifying and assessing the technical feasibility of completing the intangible asset and generating future economic benefits.

An impairment loss is recognised if the carrying amount of the development asset exceeds its recoverable amount.

The Group determines the estimated useful lives for the capitalised development costs. The useful lives could change significantly as a result of technical innovations or some other event. The amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or items no longer in use will be written off or written down.

Accounting policy for intangible assets

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed if the related asset subsequently increases in value.

Capitalised development costs

Research costs are expensed in the period in which they are incurred. Capitalised development costs represent the up-front costs of developing new products or enhancing existing products to meet customer needs. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. The Group considers the impact of the April 2021 IFRIC agenda decision 'Configuration or Customisation Costs in Cloud Computing Arrangement' when determining if costs relating to cloud computing arrangements are capitalisable.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of four to five years.

Software systems

Software systems acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of four to five years.

Customer relationships

Customer relationships acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of three to nine years.

Brand names

Brand names acquired in a business combination are capitalised as an asset. The brand is recognised as having a useful life of four years to infinite when there is no foreseeable limit to the period over which the brand is expected to generate cash flows. Brand names are carried at cost less accumulated impairment amortisation and accumulated impairment losses.

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Note 6. Non-current assets - intangibles (continued)

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of (a) an asset's fair value less costs of disposal; and (b) value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Note 7. Current assets - trade and other receivables

	Consolidated	
	2022 $'000	2021 $'000
Trade receivables	12,202	11,699
Less: Allowance for expected credit losses	(394)	(423)
	11,808	11,276
Other receivables	140	382
	11,948	11,658

Allowance for expected credit losses

Consolidated	Carrying amount 2022 $'000	Carrying amount 2021 $'000	Allowance for expected credit losses 2022 $'000	Allowance for expected credit losses 2021 $'000
Not overdue	10,630	9,575	66	9
0 to 30 days overdue	558	873	10	128
30 to 60 days overdue	262	330	12	33
Over 60 days overdue	752	921	306	253
	12,202	11,699	394	423

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Note 7. Current assets - trade and other receivables (continued)

	Consolidated	
	2022 $'000	2021 $'000
Movements in the allowance for expected credit losses		
Opening balance	423	498
Additional provisions recognised	107	201
Amounts written off as uncollectable	(136)	(276)
Closing balance	394	423

Critical accounting judgements, estimates and assumptions - allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience, historical collection rates and forward looking information that is available. The allowance for expected credit losses is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

Accounting policy for trade and other receivables

Trade receivables are recognised at fair value and are generally due for settlement within 30 to 60 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Note 8. Other assets

	Consolidated	
	2022 $'000	2021 $'000
Current		
Earnout in escrow	-	2,660
Prepayments	3,295	4,046
	3,295	6,706
Non-current		
Earnout in escrow	5,806	5,320
Prepayments	93	-
	5,899	5,320

Accounting policy for prepayments

Prepayments represent goods or services that have been paid for but are yet to be delivered.

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Note 9. Contract assets

	Consolidated 2022 $'000	Consolidated 2021 $'000
Current	503	197
Non-current	907	705
	1,410	902

Reconciliation

A reconciliation of the contract asset values at the beginning and end of the current and previous financial year is set out below:

	2022 $'000	2021 $'000
Opening balance	902	-
Accrued revenue recognised	1,083	1,434
Subsequently invoiced and transferred to trade receivables	(546)	(543)
Foreign currency translation differences	(29)	11
Closing balance	1,410	902

Accounting policy for contract assets

Contract assets are recognised over the period in which performance obligations are completed and represent the Group's right to consideration for the services provided to date but not yet invoiced.

Note 10. Leases

10(a). Right-of-use assets

	Consolidated 2022 $'000	Consolidated 2021 $'000
Right-of-use assets	12,250	12,513
Less: Accumulated depreciation	(5,868)	(3,717)
	6,382	8,796

The Group leases buildings for its offices under agreements of between 1 to 7 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

Reconciliation

A reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:

	Consolidated 2022 $'000	Consolidated 2021 $'000
Opening balance	8,796	4,494
Additions	6	6,465
Termination	-	(214)
Depreciation	(2,804)	(2,014)
Foreign currency translation differences	384	65
Closing balance	6,382	8,796

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Note 10. Leases (continued)

10(b). Lease liabilities

	Consolidated	
	2022 $'000	2021 $'000
Current	2,148	2,670
Non-current	4,106	5,905
	6,254	8,575

Reconciliation

A reconciliation of lease liabilities at the beginning and end of the current financial year is set out below:

	Consolidated	
	2022 $'000	2021 $'000
Opening balance	8,575	5,025
Additions	6	5,527
Terminations	-	(218)
Lease payments (AASB 16 non cash adjustments)	(2,940)	(1,970)
Interest charges	249	154
Foreign currency translation differences	364	57
Closing balance	6,254	8,575

Future lease payments in relation to lease liabilities as at 30 June 2022 are disclosed in note 14. Interest and finance charges paid/payable on lease liabilities are disclosed in note 4.

Accounting policy for right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

Accounting policy for lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

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Note 10. Leases (continued)

Critical accounting judgements, estimates and assumptions - Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Critical accounting judgements, estimates and assumptions - Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Accounting policy for provisions

Provisions are recorded for estimated make-good expenses for the Group’s leased properties. The provision is an estimate of costs for property remediation that is expected to be required in the future.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Note 11. Contract liabilities

	Consolidated 2022 $'000	2021 $'000
Current	2,615	2,698
Non-current	36	713
	2,651	3,411

Reconciliation

A reconciliation of the contract liabilities values at the beginning and end of the current and previous financial year is set out below:

	Consolidated 2022 $'000	2021 $'000
Opening balance	3,411	1,827
Billings in advance	9,784	8,915
Material right liability	-	127
Transfer to revenue - included in the opening balance	(2,698)	(1,779)
Transfer to revenue - performance obligations satisfied in the current financial period	(7,839)	(5,674)
Foreign currency translation differences	(7)	(5)
Closing balance	2,651	3,411

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Note 11. Contract liabilities (continued)

Unsatisfied performance obligations

The aggregate amount of the contract liabilities allocated to the performance obligations that are unsatisfied at 30 June 2022 was $2.651 million (2021: $3.411 million) and is expected to be recognised as revenue in future periods as follows:

	Consolidated	
	2022 $'000	2021 $'000
Within 6 months	1,574	1,516
6 to 12 months	1,041	1,182
Greater than 12 months	36	713
	2,651	3,411

Accounting policy for contract liabilities

Contract liabilities represent the Group's obligation to transfer services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the services to the customer.

Note 12. Employee benefits

	Consolidated	
	2022 $'000	2021 $'000
Current		
Employee benefits payable	3,377	3,576
Nidasu earnout accrual	2,845	838
SimplePart earnout accrual	4,555	593
Annual leave and long service leave provision	4,297	4,650
	15,074	9,657
Non-current		
SimplePart earnout accrual	585	-
Long service leave provision	439	437
	1,024	437

Accounting policy for employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for long service leave not expected to be settled within 12 months of the reporting date is measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Earnout accrual

Accounting policy for earnout accrual is disclosed within note 17(a).

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Note 13. Equity - issued share capital

	2022 Shares	2021 Shares	Consolidated 2022 $'000	2021 $'000
Ordinary shares - fully paid	375,762,341	375,762,341	105,196	105,196
Treasury shares held in trust - fully paid	(200,000)	-	(249)	-
	375,562,341	375,762,341	104,947	105,196

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	1 July 2020	374,457,626		103,192
Shares issued to executives upon vesting of options and/or performance rights	2 October 2020	759,758	$1.59	1,208
Shares issued as part of an earnout consideration relating to the acquisition of a subsidiary	7 April 2021	544,957	$1.46	796
Balance	30 June 2021	375,762,341		105,196
Balance	30 June 2022	375,762,341		105,196

Movements in treasury shares held in trust

Details	Date	Shares	Acquisition price	$'000
Balance	1 July 2020	-		-
Balance	30 June 2021	-		-
Purchase of treasury shares		200,000	$1.25	249
Balance	30 June 2022	200,000		249

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of shares held, taking into account amounts paid on those shares. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital. Each member represented at a general meeting, whether in person or by proxy, shall have one vote on a show of hands. Each share carries one vote upon a poll.

Treasury shares held in trust

Treasury shares are ordinary shares of the Company purchased on market by the trustee of the Infomedia Employee Share Scheme Trust. The treasury shares are held on trust for the purpose of meeting future obligations in connection with the Company's long term employee incentive scheme. Trust shares are allocated or transferred to recipients upon vesting and exercise of long-term incentives. Further details about the Company's long term incentives are set out in note 19 to these financial statements.

Capital risk management

The Group’s objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue its listing on the Australian Securities Exchange, provide returns for shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares and take on borrowings.

The capital risk management policy remains unchanged from the 2021 Annual Report.

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Note 13. Equity - issued share capital (continued)

Accounting policy for issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 14. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include the identification and analysis of both the risk exposure of the Group as well as the appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks where appropriate. Finance reports to the Board on a regular basis.

The Group uses various methods to measure different risk types, including sensitivity analysis for foreign currency risk and aging analysis for credit risk.

Market risk

Foreign currency risk

The Group operates and trades in three major economic currency regions (Asia Pacific; Europe, Middle East and Africa; and Americas, including North America and Latin and South Americas); and as a result, exposures to exchange rate fluctuations arise. These exposures mainly arise from the subscriptions for the Group's products and to a lesser extent the associated costs relating to these products. As the Group's product offerings are typically made on a recurring monthly subscription basis, there is a relatively high degree of reliability in estimating a proportion of future net cash flow exposures.

In addition to the transactional sale of products, the Group's investment in both its European and United States subsidiaries, the Group's statement of financial position can be affected by movements in both the Euro ('EUR') and United States dollar ('USD') against the Australian dollar ('AUD'), with a corresponding impact to the foreign currency reserve in equity.

The carrying value of foreign currency denominated cash and cash equivalents are as follows:

	Consolidated	
	2022 $'000	2021 $'000
United States Dollars (USD)	18,473	10,574
European Union Euros (EUR)	9,652	12,530
British Pounds (GBP)	1,390	1,099
	29,515	24,203

The Group had cash denominated in foreign currencies of $29.515 million as at 30 June 2022 (2021: $24.203 million). Based on this exposure, had the Australian dollar weakened or strengthened by 10% against these foreign currencies with all other variables held constant, the impact to the Group's profit after tax for the year would have been as follows:

	Consolidated	
	2022 $'000	2021 $'000
Australian dollar weakened by 10%	665	306
Australian dollar strengthened by 10%	(665)	(306)

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Note 14. Financial instruments (continued)

The percentage change is the expected overall volatility of the significant currencies, based on management's assessment of reasonable possible fluctuations. The actual foreign exchange gain for the year ended 30 June 2022 was $0.731 million (30 June 2021: loss of $0.126 million).

Interest rate risk

The Group is not exposed to any significant interest rate risk. As at the reporting date, the Group had the following variable rate cash and cash equivalents:

Consolidated	2022 Weighted average interest rate %	2022 Balance $'000	2021 Weighted average interest rate %	2021 Balance $'000
Cash at bank	-	38,366	-	29,030
Cash on deposit	1.13%	30,679	0.49%	37,765
		69,045		66,795

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk of the Group mainly arises from cash and cash equivalents and trade and other receivables.

The cash and cash equivalents are placed with major banks in those countries where the Group operates and therefore the credit risk is minimal.

The Group’s trade receivables credit risk is spread broadly across automotive manufacturers, distributors and dealerships. Receivable balances are continually monitored with the result that the Group's exposure to bad debts is not significant. As the products typically have a monthly life cycle with relatively low subscription prices, the concentration of credit risk is relatively low with the exception of automotive manufacturers.

Since the Group trades only with recognised third parties, collateral is not requested nor is it the Group’s policy to securitise its trade and other receivables. The aging analysis as disclosed in note 7 shows that majority of the Group’s trade receivables are within the normal credit term and the receivables impairment loss is immaterial.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of the provisions matrix for credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan and a failure to make contractual payments for a period greater than 1 year even with active debt collection activities.

Liquidity risk

Liquidity risk is the risk of not being able to meet payment obligations as and when they are due and payable. The Group’s exposure to liquidity risk is minimal given the relative strength of the statement of financial position and cash flows from operations. Given the nature of the Group’s operations and no borrowings, the Group does not have fixed or contractual payments at the reporting date other than leases and earnout consideration.

The contractual maturity of the Group’s financial liabilities are as stated in the statement of financial position and are less than 60 days.

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Note 14. Financial instruments (continued)

The Group's financial instruments exposed to interest rate and liquidity risk are:

- cash and cash equivalents, minimal exposure to interest rate risk;
- lease liabilities are interest bearing, there is no exposure to interest rate risk on the basis that the interest rate is fixed and the remaining contractual maturities of leases including principal and interest payments are:

	Consolidated 2022 $'000	Consolidated 2021 $'000
Not later than one year	2,148	2,670
Later than one year, but not later than 5 years	3,880	4,900
Later than 5 years	226	1,005
	6,254	8,575

- trade and other receivables and trade and other payables are non-interest bearing and with credit terms of 30 to 60 days; and
- as at 30 June 2022, the Group has a total of cash and cash equivalents and trade and other receivables of $80.993 million (2021: $78.453 million) to meet its future cash outflows of trade and other payables of $5.557 million (2021: $5.133 million) when due for payment.

Note 15. Contingencies and commitments

The Group has given guarantees in respect of the performance of contracts entered into in the ordinary course of business. The amount of these guarantees provided by the Group, for which no amounts are recognised in the consolidated financial statements as at 30 June 2022 was $1.219 million (2021: $1.208 million).

Note 16. Events after the reporting period

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Note 17. Business combinations

17(a). Acquisition of SimplePart - For the year ended 30 June 2021

On 31 May 2021, the Group acquired 100% of the equity in SimplePart, LLC ("SimplePart"). SimplePart is a market leader in digital aftersales providing online parts, accessories and service e-commerce solutions that enable automakers and dealers to sell directly to consumers. The addition of SimplePart complements Infomedia's aftersales SaaS platform; enabling Infomedia to offer aftersales e-commerce solutions to its global customers.

As at 30 June 2022, the acquisition of SimplePart has been finalised and there were no changes to the provisional purchase price accounting disclosed as at 30 June 2021. All of the goodwill is deductible for tax purposes in the USA over 15 years. The acquired goodwill is attributable mainly to the skills and technical talent of the workforce, the synergies expected to be achieved from integrating SimplePart into the Group, and intangible assets that do not qualify for separate recognition.

Pursuant to the Members Interest Purchase Agreement, escrow of $7.980 million (USD $6.000 million) and a maximum earnout of $27.267 million (USD $20.500 million) may be settled based on future years' actual financial performance of the acquired business determined on contractual terms. A key condition of the earnout is that the seller remains employed by Infomedia over the three year earnout period, and therefore both the escrow and earnout has been recognised as employee remuneration by the Group.

For the period from 1 June 2021 to 30 June 2021, SimplePart contributed revenue of $1.306 million and profit before tax ('PBT') of $0.154 million to the Group.

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Note 17. Business combinations (continued)

The final purchase price accounting is as follows:

	Fair value $'000
Cash and cash equivalents	1,376
Trade and other receivables	2,812
Other current assets	282
Property, plant and equipment	409
Identifiable intangible assets – software systems	12,885
Identifiable intangible assets – customer relationships	1,995
Identifiable intangible assets – royalty-free license	298
Identifiable intangible assets – brand names	137
Trade and other payables	(716)
Deferred revenue	(1,717)
Other current liabilities	(69)
Net assets acquired	17,692
Goodwill	5,997
Acquisition-date fair value of the total consideration transferred	23,689
Representing:	
Cash paid to vendor	23,689
Acquisition-date value of the total consideration transferred	23,689
Acquisition costs expensed to profit or loss	902

Accounting policy for business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Arrangements for contingent payments to selling shareholders are recognised as remuneration for post-combination services where the employment of the selling shareholder is a condition precedent for the earn-out to be earned. A liability is raised on a monthly basis for the expected contingent payments that will occur at the end of an earnout period. They are accrued equally over the term, if the payments are forfeited on termination of employment of the selling shareholders, the liability is released to the profit and loss.

Liabilities for remuneration benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for remuneration benefits not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

Arrangements for contingent payments to selling shareholders where there are no conditions precedent related to the employment of selling shareholders are recognised as contingent consideration at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as a liability are recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

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Note 17. Business combinations (continued)

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

17(b). Re-assessment of Nidasu contingent consideration - For the year ended 30 June 2021

During the financial year ended 30 June 2021, the Group undertook a re-assessment of its accounting treatment of Nidasu, a business combination the Group made in 2019, specifically in relation to the accounting treatment of the earnout payable to the selling shareholders who remained employed in the Group. Management concluded that, in accordance with AASB 3 Business Combinations paragraph B55(a), the earnout under the accounting standards is considered to be a post-employment benefit that should be accounted for as employee benefit expense rather than as contingent consideration payable for the acquired business.

This re-assessment was not considered to have a material impact on key metrics including net assets and profit before income tax expense in the prior period, and consequently the correction of this error has been accounted for in the financial year ended 30 June 2021 and no restatement has been made in respect of prior periods in accordance with the requirements of AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors.

Accordingly, the contingent consideration liability and the related impact on goodwill and associated deferred tax benefit that were recognised at 30 June 2020 were derecognised net of the employee benefits expense that should have been recognised previously.

The cumulative impact of correcting this error in the prior year is to de-recognise in the statement of financial position:

- the acquired goodwill by $3.893 million; and
- the contingent consideration liability of $3.749 million, which was offset by the recognition of the employee remuneration accrual of $1.324 million, a net reversal of $2.425 million.

The net impact of the correction relating to the year ended 30 June 2020 in the statement of profit or loss and other comprehensive income for the year ended 30 June 2021 is reflected in employee benefits expenses and impairment expense and derecognition of goodwill expense.

This adjustment has also impacted the classification of payments made relating to these earnouts in the statement of cash flows which has been disclosed as operating activities rather than investing activities.

Note 18. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described at the end of each relevant notes:

		Ownership interest	
	Principal place of business /	2022	2021
Name	Country of incorporation	%	%
IFM Europe Limited	United Kingdom	100%	100%
IFM Americas Inc.	USA	100%	100%
IFM China (WOFE)	China	-	100%
Nidasu Pty Limited	Australia	100%	100%
SimplePart, LLC	USA	100%	100%
IFM Deutschland GmbH	Germany	100%	-

Infomedia Ltd is the ultimate parent entity of the Group.

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Note 18. Interests in subsidiaries (continued)

Transactions with related parties

There were no transactions with related parties during the current or previous financial year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Note 19. Share-based remuneration

The ultimate objective of share-based remuneration is to incentivise and align executives with delivery of long-term shareholder value. Long term incentives (LTIs), with appropriate performance hurdles, align participants to the longer-term strategies, goals and objectives of the Group, and provide greater incentive for senior employees to have broader involvement and participation in the Group beyond their immediate role. Equity participation also assists the Group to attract and retain skilled and experienced senior employees.

The obligations under share-based payment arrangements are settled by either issuing new ordinary shares in the Company or acquiring ordinary shares of the Company on market. Alternatively, the Board retains a discretion to settle the arrangements by cash in appropriate circumstances. The arrangements are governed by the terms of the Company's Equity Plan Rules.

Trading in the Company's ordinary shares awarded under the share-based remuneration arrangements is governed by the Company's Securities Trading Policy. The policy restricts employees from trading in the Company's shares when they are in a position to be aware, or are aware, of price sensitive information. Certain employees designated by the Company are restricted from trading shares outside a defined set of three trading windows per annum which coincide with the Company's half and full year reporting, and the Annual General Meeting. Trading outside these specified windows is prohibited unless Board express approval is obtained.

Executive incentive plan

The Executive Incentive Plan ('the Plan') forms an integral part of the Group's remuneration policy.

The Group provides eligible employees (including key management personnel but excluding non-executive directors) with the opportunity to receive short-term incentives in the form of annual cash bonuses and the following long-term and retention incentives in the form of the following share based payments:

		Note
1.	Performance Rights (PRs)	19a.
2.	Share Appreciation Rights (SARs)	19b.
3.	Equity Bonus Plan Rights (EBPRs)	19c.

The Board, based on recommendations from the Remuneration, People and Culture Committee, approves the participation of each individual ('participant') in the Plan. All LTIs are issued by the Company.

Infomedia Ltd
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Note 19. Share-based remuneration (continued)

19a. Performance Rights (PRs)

General terms of PRs currently issued:

The Board approves the issue of PRs to eligible employees. The following general terms relate to PRs currently on issue:

- PRs are granted for nil consideration;
- PR vesting conditions are not market related and are conditional on meeting performance hurdles described below;
- Eligible employees must remain employed at any relevant vesting and/or exercise date, subject to limited exceptions contained in the Plan rules;
- For PRs issued prior to 2019, participants do not receive dividends until the PRs are exercised and converted into shares. PRs issued from 2019 onward do not receive dividends, however they carry a right to receive additional shares upon vesting, equivalent to the value of dividends paid between the grant date and vesting date;
- No voting rights are attached to PRs until they are exercised and converted into fully paid ordinary shares;
- The Board determines the number of PRs to vest based on the outcome of the performance hurdles;
- Upon vesting, each PR converts into one Infomedia ordinary share for nil consideration upon exercise by participants; and
- If the vesting conditions are not met, the the Rights automatically lapse.

The following performance hurdles and vesting scales apply to the outstanding Rights on issue during the financial year:

Rights granted during the financial year ended 30 June 2018

- Testing date: 1 October 2020;
- Rights will be tested for vesting on the testing date. Any unvested Rights will lapse;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY17 EPS;
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%; and
- The Board has elected to apply discretion in determining the vesting outcome to exclude non-trade income & expenses and the shares issues in connection with the Placement and Share Purchase Plan in calculating the three-year EPS CAGR.
- All Rights issued in connection with this tranche vested and were exercised on 2 October 2020.

Rights granted during the financial year ended 30 June 2019

- Testing date: following release of the Company's audited FY21 results;
- Rights will be tested for vesting and any unvested Rights will lapse;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY18 EPS; and
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%.

Rights granted during the financial year ended 30 June 2020

- Testing date: Upon release of the Company's audited FY22 results;
- Rights tested on testing date: 100% - if unvested, Rights lapse. Vested Rights may be exercised up to six years after the grant date;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY19 EPS; and
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%.

Rights granted during the financial year ended 30 June 2021

- Testing date: Upon release of the Company's audited FY23 results;
- Rights tested on testing date: 100% - if unvested, Rights lapse. Vested Rights may be exercised up to six years after the grant date;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY20 EPS; and
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 50%; Between 10% and 15% CAGR: straight line pro-rata vesting between 50%-100%; At or above 15% CAGR: 100%.

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Note 19. Share-based remuneration (continued)

Rights granted during the financial year ended 30 June 2022

- Testing date: upon release of the Company's audited FY24 results;
- Rights tested on testing date: 100% - if unvested, Rights lapse. Vested Rights may be exercised up to four years after the grant date;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY21 EPS, adjusted for non-trading items; and
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%.

Movement in number of issued PRs

The fair value of the Rights is estimated as at the grant date by reference to the share price in accordance with the applicable accounting standard (*AASB 2 Share-Based Payments*).

The following information relates to the Rights issued under the Plan:

2022

Grant date	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed	Balance at the end of the year
26-Nov-18	1-Oct-21	$1.00	876,072	-	-	(876,072)	-
15-Nov-19	14-Nov-25	$2.09	61,997	-	-	(7,004)	54,993
29-Mar-21	28-Mar-27	$1.51	192,634	-	-	-	192,634
21-Dec-21	20-Dec-25	$1.33	-	540,061	-	-	540,061
			1,130,703	540,061	-	(883,076)	787,688

2021

Grant date	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed	Balance at the end of the year
4-Oct-17	1-Oct-20	$0.67	882,578	-	(759,758)	(122,820)	-
26-Nov-18	1-Oct-21	$1.00	876,072	-	-	-	876,072
15-Nov-19	14-Nov-25	$2.09	61,997	-	-	-	61,997
29-Mar-21	28-Mar-27	$1.51	-	192,634	-	-	192,634
			1,820,647	192,634	(759,758)	(122,820)	1,130,703

During the year ended 30 June 2022, nil PRs vested and were exercised (2021: 759,758). The value attributable to these PRs at vesting was $1.59 per PR during the year ended 30 June 2021. The value represents the blended variable weighted average price of Infomedia shares in the four weeks from the vesting dates.

Infomedia Ltd
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Note 19. Share-based remuneration (continued)

19b. Share Appreciation Rights (SARs)

The Board approves the issue of SARs to eligible employees. The following general terms relate to SARs currently on issue:

- SARs reward eligible employees for the growth in the Company's share price between the date of grant and the date of exercise;
- SARs are granted for nil issue consideration;
- SARs are tested over a three-year performance period and vest proportionally based on the relevant vesting and performance criteria for each grant;
- Vested SARs may be exercised up to a specified number of years after the grant date;
- SARs which do not vest on the relevant testing date automatically lapse;
- Upon exercise, the recipient is entitled to receive, for nil consideration, fully paid ordinary shares in Infomedia which are equivalent to the growth in Infomedia's share price over the 'Reference Price' calculated for that particular grant, multiplied by the number of vested SARs. The share price must exceed the Reference Price at the time of exercise;
- The 'Reference Price' is determined by calculating the variable weighted average share price of Infomedia shares over a Board specified period, following the release of the Company's Annual Results (as applicable in the relevant year the SARs are issued); and
- Eligible employees must remain employed at any relevant vesting date, subject to limited exceptions contained in the Plan rules.

SARs granted during the financial year ended 30 June 2020

- Grant date: 15 November 2019;
- Testing date: Upon release of the Company's audited FY22 results;
- Vested SARs may be exercised up to six years after the grant date;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY19 EPS;
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%; and
- Each vested SAR entitles the Executive KMP to receive the benefit of share price growth over the period between grant and exercise. Upon exercise Executive KMP receive such number of Shares as determined by the following calculation:

$$\frac{(\text{(SAR End Price - Reference Price)} \times \text{Number of SARs})}{\text{SAR End Price}} = \text{Number of Shares Vested}$$

Where:
- **SAR End Price** means the 5-day Volume Weighted Average Price of the Company's shares up to the day of exercise; and
- **Reference Price** means the 10-day VWAP calculation on the Company's share price following release of the FY19 results. The Reference Price in relation to SARs issued in 2019 was $2.1415.

SARs granted during the financial year ended 30 June 2021

- Grant date: 29 March 2021;
- Testing date: Upon release of the Company's audited FY23 results;
- Vested SARs may be exercised up to six years after the grant date;
- Performance hurdle: CAGR target: Compound EPS Growth percentage above FY20 EPS;
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 50%; Between 10% and 15% CAGR: straight line pro-rata vesting between 50%-100%; At or above 15% CAGR: 100%; and
- Each vested SAR entitles the Executive KMP to receive the benefit of share price growth over the period between grant and exercise. Upon exercise Executive KMP receive such number of Shares as determined by the following calculation:

$$\frac{(\text{(SAR End Price - Reference Price)} \times \text{Number of SARs})}{\text{SAR End Price}} = \text{Number of Shares Vested}$$

Where:
- **SAR End Price** means the 5-day Volume Weighted Average Price of the Company's shares up to the day of exercise; and;
- **Reference Price** means the 10-day VWAP calculation on the Company's share price following release of the FY20 results. The Reference Price in relation to SARs issued in 2020 was $1.6758.

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Note 19. Share-based remuneration (continued)

SARs granted during the financial year ended 30 June 2022

- Grant date: 21 December 2021;
- Testing date: upon release of the Company's audited FY24 results;
- Vested SARs may be exercised up to four years after the grant date;
- Vesting scale: Below 10% CAGR: Nil; At 10% CAGR: 25%; Between 10% and 15% CAGR: straight line pro-rata vesting between 25%-100%; At or above 15% CAGR: 100%;
- If revenue growth at the end of the performance period meets or exceeds 20% CAGR, an additional award of Shares will be allocated at vesting, equivalent to 50% of the shares awarded on conversion of the SARs; and
- Each vested SAR entitles the Executive KMP to receive the benefit of share price growth over the period between grant and exercise. Upon exercise Executive KMP receive such number of Shares as determined by the following calculation:

$$\frac{(\text{(SAR End Price - Reference Price)} \text{ X Number of SARs })}{\text{SAR End Price}} = \text{Number of Shares Vested + Outperformance Award}$$

Where:
- SAR End Price means the 5-day Volume Weighted Average Price (VWAP) of the Company's Shares up to the day of exercise; and
- Reference Price means the 20 day VWAP calculation on the Company's Share price up to and including 30 June 2021. The Reference Price for the FY22 allocation is $1.465.

The fair value estimate of the SARs granted under the Plan at the grant date is based on the Cox-Ross-Rubinstein binomial lattice valuation methodology taking into account the term and conditions upon which the SARs were granted.

The estimated value inputs and assumptions used are listed in the table below:

Assumptions	2022	2021
Reference price	$1.4650	$1.6758
Share price	$1.45	$1.51
Grant date	21 December 2021	29 March 2021
Vesting date	30 June 2024	30 June 2023
Term	3.4 years	5.45 years
Risk-free rate of interest	1.05%	0.82%
Dividend yield	3.4%	2.85%
Volatility	38%	39.61%

The risk-free rate of interest represents the 3.4-year (2021: 5.45-year) zero-coupon interest rate yield at the grant date. Expected volatility was determined by calculating the annualised standard deviation of the log change in the daily close price of Infomedia's shares over 6 years.

The following information relates to the SARs issued under the Plan.

2022

Grant date	Expiry date	Fair value per SAR at grant date	Balance at the start of the year	Granted	Exercised	Lapsed	Balance at the end of the year
15-Nov-19	14-Nov-25	$0.65	2,418,182	-	-	(1,282,607)	1,135,575
29-Mar-21	28-Mar-27	$0.40	2,986,198	-	-	(1,673,076)	1,313,122
21-Dec-21	20-Dec-25	$0.32	-	2,109,843	-	-	2,109,843
			5,404,380	2,109,843	-	(2,955,683)	4,558,540

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Note 19. Share-based remuneration (continued)

2021

Grant date	Expiry date	Fair value per SAR at grant date	Balance at the start of the year	Granted	Exercised	Lapsed	Balance at the end of the year
15-Nov-19	14-Nov-25	$0.65	2,418,182	-	-	-	2,418,182
29-Mar-21	28-Mar-27	$0.40	-	2,986,198	-	-	2,986,198
			2,418,182	2,986,198	-	-	5,404,380

19c. Equity Bonus Plan Rights (EBPRs)

General terms of EBPRs currently issued:

The Board approves the issue of EBPRs to eligible employees. The following general terms relate to EBPRs currently on issue:

- EBPRs are granted and exercised for nil consideration;
- EBPRs expire by a specified date. All unexercised EBPRs automatically lapse and are forfeited after the specified date;
- Upon vesting and exercise each EBPR converts into one full paid ordinary share per EBPR; and
- Eligible employees must remain employed by the Company at any exercise date. No other performance hurdles apply.

EBPRs issued under the Plan

2022

Grant date	Vesting date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed	Balance at the end of the year
20-Dec-21	1-Dec-23	$1.37	-	459,130	-	-	459,130
21-Dec-21	31-Mar-22	$1.63	-	204,181	-	-	204,181
21-Dec-21	1-Jul-22	$1.62	-	34,130	-	-	34,130
21-Dec-21	31-Dec-22	$1.59	-	204,181	-	-	204,181
21-Dec-21	1-Jul-23	$1.56	-	34,130	-	-	34,130
23-Mar-22	30-Jun-23	$1.40	-	51,195	-	-	51,195
23-Mar-22	31-Dec-23	$1.38	-	51,195	-	-	51,195
			-	1,038,142	-	-	1,038,142

Accounting policy for share-based payments

Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, options over shares or rights that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using a pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No other vesting conditions have been taken into account.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The total impact for the period arising from equity settled share-based payment transactions is included in note 4.

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Note 20. Cash flow information

Reconciliation of profit after income tax to net cash from operating activities

	Consolidated 2022 $'000	Consolidated 2021 $'000
Profit after income tax benefit/(expense) for the year	8,233	15,969
Adjustments for:		
Depreciation, amortisation and impairment	31,745	27,191
Share-based payments	1,229	(1,072)
Foreign exchange differences	(674)	(282)
Revaluation of earnout	-	(2,425)
Disposal of subsidiary	(11)	-
Share-based earnout payment	-	398
Promissory note forgiven	-	(780)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(290)	397
Decrease/(increase) in other assets	2,832	(1,709)
Increase in contract assets	(508)	(902)
Decrease/(increase) in income tax receivable	579	(2,188)
Increase in deferred tax assets	(2,173)	(351)
Increase in trade and other payables	424	1,379
(Decrease)/increase in contract liabilities	(760)	1,504
Increase/(decrease) in provision for income tax	7	(3,149)
(Decrease)/increase in deferred tax liabilities	(1,799)	2,476
Increase in employee benefits	6,004	2,216
Decrease in contingent consideration	-	(1,324)
Net cash from operating activities	44,838	37,348

Non-cash investing and financing activities

None during the year ended 30 June 2022 (None during the year ended 30 June 2021).

Changes in liabilities arising from financing activities

Consolidated	Lease liabilities $'000	Promissory Note $'000	Total $'000
Balance at 1 July 2020	5,025	847	5,872
Net cash used in financing activities	(1,816)	-	(1,816)
Forgiveness of promissory note	-	(780)	(780)
Acquisition of leases	5,527	-	5,527
Termination of leases	(218)	-	(218)
Exchange rate impact	57	(67)	(10)
Balance at 30 June 2021	8,575	-	8,575
Net cash from financing activities	(2,691)	-	(2,691)
Acquisition of leases	6	-	6
Exchange rate impact	364	-	364
Balance at 30 June 2022	6,254	-	6,254

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Note 21. Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	Consolidated	
	2022 $	2021 $
Short-term employee benefits	1,828,163	1,790,092
Post-employment benefits	101,952	93,939
Long-term benefits	-	23,254
Share-based payments	203,873	-
	2,133,988	1,907,285

Note 22. Parent entity information

Statement of profit or loss and other comprehensive income

	Parent	
	2022 $'000	2021 $'000
Profit after income tax	8,282	12,182
Total comprehensive income	8,282	12,182

Statement of financial position

	Parent	
	2022 $'000	2021 $'000
Total current assets	66,612	71,895
Total assets	166,840	180,690
Total current liabilities	18,959	16,828
Total liabilities	31,179	36,100
Equity		
Issued share capital	105,196	105,196
Share-based payments reserve	1,203	-
Retained profits	29,262	39,394
Total equity	135,661	144,590

Contingent liabilities

Other than the guarantees below and future earnout payments in line with the Members Interest Purchase Agreement in relation to the acquisition of SimplePart, there were no unrecognised contingent liabilities as at 30 June 2022 and 30 June 2021.

The parent entity has given guarantees in respect of the performance of contracts entered into in the ordinary course of business. The amount of these guarantees provided by the parent, for which no amounts are recognised in the consolidated financial statements as at 30 June 2022 was $1.060 million (2021: $1.060 million) relating to the lease commitments on its corporate headquarters and other premises.

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Note 22. Parent entity information (continued)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity guarantees IFM Americas Inc's obligations under the Members Interest Agreement in relation to the acquisition of SimplePart.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2022 and 30 June 2021.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 24, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 23. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte, the auditor of the Company, and unrelated firms:

	Consolidated 2022 $	Consolidated 2021 $
Deloitte and related network firms		
Audit or review of financial reports:		
- Group base fee	300,000	255,000
- Group other fees	-	82,250
	300,000	337,250
Other services:		
- Tax consulting services	-	23,375
- IT consulting services	40,000	-
- M&A due diligence services for SimplePart LLC acquisition	-	244,814
	40,000	268,189
	340,000	605,439
Other auditors and their related network firms		
Audit or review of financial reports:		
- Subsidiaries	24,550	25,718
Other services:		
- Tax consulting services	4,402	4,356
	28,952	30,074

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Note 24. Basis of preparation and other accounting policies

Infomedia Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

3 Minna Close
Belrose, Sydney NSW 2085

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 26 August 2022. The directors have the power to amend and reissue the financial statements.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The accounting policies adopted in the preparation of the financial statements have been consistently applied to all the years presented, unless otherwise stated.

The financial statements are presented in Australian dollars, which is Infomedia Ltd's functional and presentation currency.

Effective 1 July 2021, the Group changed its accounting policy with respect to how it presents its consolidated statement of profit or loss and other comprehensive income, specifically the classification of operating expenses has changed from being presented by function to nature. This was done on the basis that the new classification allows the Group to provide more useful information to the users of the Group's financial statements.

Presentation of reportable segment information in note 1 has changed in line with this.

Impact of the initial application of other new and amended Australian Accounting Standards that are effective and applicable for the current year

In the current year, the Group has applied all amendments to Australian Accounting Standards and Interpretations issued by the Board that are effective for an annual period that begins on or after 1 July 2021. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, financial assets and liabilities at fair value through profit or loss.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Infomedia as at 30 June 2022 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Reclassification of comparatives

Certain comparatives have been reclassified to align with current year presentation. These reclassifications have not impacted the net profit after tax, basic earnings per share, diluted earnings per share, net assets or net cash flows of the Group.

Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 24. Basis of preparation and other accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Reserves

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees as part of their remuneration.

Infomedia Ltd
Notes to the consolidated financial statements
30 June 2022

Note 24. Basis of preparation and other accounting policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted

At the date of authorisation of these financial statements, the Group has not applied the following new and revised Australian Accounting Standards and Interpretations that have been issued but are not yet effective and may have an impact on the Group:

AASB 10 and AASB 128 (amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to AASB 101	Classification of Liabilities as Current or Non-current
Amendments to AASB 3	Reference to the Conceptual Framework
Amendments to AASB 137	Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to IFRS Standards 2018-2020 Cycle	Amendments to AASB 1 First-time Adoption of International Financial Reporting Standards, AASB 9 Financial Instruments, and AASB 16 Leases
Amendments to AASB 101 and AASB Practice Statement 2	Disclosure of Accounting Policies
Amendments to AASB 108	Definition of Accounting Estimates
Amendments to AASB 112	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The directors are assessing the impact of the adoption of the Standards listed above and the potential impact on the financial statements of the Group in future periods.

Infomedia Ltd
Directors' declaration
30 June 2022

In the directors' opinion:

a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

b) in the directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 24 to the financial statements;

c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

d) the directors have been given the declarations required by s.295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the directors

Bart Vogel
Chairman

26 August 2022

Deloitte.

Deloitte Touche Tohmatsu
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Independent Auditor's Report to the members of Infomedia Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Infomedia Ltd (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001.*

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Deloitte.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Capitalised labour development costs As at 30 June 2022, the Group's carrying value of product and software development costs capitalised as intangibles totalled \$51.2m of which \$22.3m is attributable to capitalisation in the current financial year as disclosed in Note 6. Judgement is involved in determining the quantum of labour costs directly attributable to develop the Group's product suite and software.	Our procedures included, but were not limited to: • Enquired with Project Managers involved in product development to understand and assess the basis and rationale for capitalising labour costs associated with key projects; • Tested on a sample basis, capitalised labour costs through reviewing timesheets and held discussions with staff members outside the finance department; • Assessed whether all eligible employees are included, and ineligible employees are excluded in the calculations, where appropriate; • Challenged management's key assumptions in the labour capitalisation calculation through sensitivity analysis; and • Tested the mathematical accuracy of management's labour capitalisation schedule. We also assessed the appropriateness of the disclosure in Note 6 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022. but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Deloitte.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Group financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 22 the Directors' Report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Infomedia Ltd, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001.*

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001.* Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Pooja Patel

Pooja Patel
Partner
Chartered Accountants
Sydney, 26 August 2022

Shareholder information as of 23 September 2022

The following additional information is presented in compliance with ASX Listing Rules 4.10 (as relevant). The information is current as of 23 September 2022.

1. Number of shareholders, distribution of quoted equity securities and unmarketable parcels

Range	Securities	%	No. of holders	%
100,001 and Over	324,687,088	86.40	101	1.58
10,001 to 100,000	36,064,527	9.60	1,287	20.15
5,001 to 10,000	7,660,694	2.04	984	15.41
1,001 to 5,000	6,533,963	1.74	2,471	38.69
1 to 1,000	840,728	0.22	1,544	24.17
Total	**375,787,000**	**100.00**	**6,387**	**100.00**
Unmarketable Parcels	101,350	0.03	537	8.41

2. Top 20 Registered Shareholders

Rank	Name	23 Sep 2022	%IC	
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	108,282,811	28.81	
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	60,458,062	16.09	
3	CITICORP NOMINEES PTY LIMITED	48,838,415	13.00	
4	BELL POTTER NOMINEES LTD	16,978,884	4.52	
5	NATIONAL NOMINEES LIMITED	12,174,770	3.24	
6	BNP PARIBAS NOMS PTY LTD	11,337,334	3.02	
7	BNP PARIBAS NOMINEES PTY LTD	11,294,688	3.01	
8	MIRRABOOKA INVESTMENTS LIMITED	5,808,818	1.55	
9	UBS NOMINEES PTY LTD	5,239,562	1.39	
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,055,066	1.08	
11	INVIA CUSTODIAN PTY LIMITED	3,649,841	0.97	
12	CITICORP NOMINEES PTY LIMITED	2,986,208	0.79	
13	NEWECONOMY COM AU NOMINEES PTY LIMITED	2,895,465	0.77	
14	MR RICHARD LEON	2,756,302	0.73	
15	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD	2,260,749	0.60	
16	POWERWRAP LIMITED	2,078,396	0.55	
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,771,347	0.47	
18	GOTTERDAMERUNG PTY LIMITED	1,501,681	0.40	
19	MR PETER ALEXANDER BROWN	1,350,000	0.36	
20	JONATHAN LEONARD SCHARRER	1,011,886	0.27	
		Total	**306,730,285**	**81.62**
		Balance of register	69,056,715	18.38
		Grand total	**375,787,000**	**100.00**

3. Substantial shareholders

The share balances in this table are extracted from substantial shareholder notices received by the Company.

Rank	Shareholder	Number of shares	Voting Power	Date of last notice
1	TA Associates Cayman, Ltd. and its controlled and/or related entities including TA Associates Management, L.P., TA Universal Investment Holdings Ltd, BetaShares Financial Group Pty Ltd and Russell Investments Group, Ltd and Viburnum Funds Pty Ltd ACN 126 348 990 and its respective associates	72,913,041	19.4%	17 May 2022
2	Selector Funds Management Limited ACN 102 756 347	38,341,873	10.2%	10 December 2021
	Total		**29.6%**	

4. Unquoted Equity Securities

Unquoted Share Appreciation Rights	Number on issue	Number of holders
Employees	3,089,890	15
Directors	-	-
Unquoted Performance Rights		
Employees	664,888	15
Directors	-	-
Unquoted Performance Rights / Restricted Stock Units (Equity Bonus Plan)		
Employees	725,185	43
Directors	-	-

5. Escrowed Securities

Nil.

6. Voting rights

Fully Paid Ordinary Shares: On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll shall have one vote for each share represented.

Unquoted Share Appreciation Rights and Performance Rights: No voting rights apply unless and until the unquoted securities are converted to Fully Paid Ordinary Shares.

7. Share buy-back

Infomedia Ltd does not have a current on-market buy-back in operation.

8. Shares purchased on-market

During the reporting period no shares were purchased on-market to satisfy vested share options or performance rights granted in connection with employee incentive schemes. Shares.

9. Corporate Governance Statement

Infomedia's 2022 Corporate Governance Statement may be found by visiting *http://www.infomedia.com.au/governance*

Corporate Directory

INFOMEDIA LTD (ASX:IFM)
ABN 63 003 326 243

DIRECTORS
Bart Vogel - Non-Executive Chairman
Jens Monsees - CEO & Managing Director
Kim Anderson
Jim Hassell
Anne O'Driscoll

COMPANY SECRETARY
Daniel Wall

CHIEF FINANCIAL OFFICER
Gareth Turner

REGISTERED OFFICE
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Telephone
+61 1300 554 474

Email
registrars@linkmarketservices.com.au

Website
http://www.linkmarketservices.com.au

AUDITORS
Deloitte Touche Tohmatsu
Grosvenor Place
225 George Street
Sydney NSW 2000

Annual General Meeting 2022

The 2022 Annual General Meeting will be held at Infomedia's global headquarters at 3 Minna Close Belrose NSW 2085.

Glossary

APAC	Sales region covering the area of Asia Pacific
Cash EBITDA	Cash earnings; identifies the cash impact of investing in development costs that are capitalised: a key internal reporting metric
cps	Cents per share
CRM	Customer Relationship Management
DaaS	Data as a Service
DMS	Dealer Management System
EBITDA	Earnings before interest, tax, depreciation and amortisation
EMEA	Sales region covering the area of Europe, Middle East and Africa
EV	Electric Vehicles
FY22	The financial year from 1 July 2021 to 30 June 2022
MPI	Multipoint inspection
NPAT	Net profit after tax
NSC	National Sales Company being a country or regional distributor for an OEM
OE/OEM	Original Equipment Manufacturer
pcp	Prior corresponding period
ROI	Return on investment
SaaS	Software as a Service

All statements other than statements of historical fact included within this report, including statements regarding future goals and objectives of Infomedia, are forward-looking statements. Forward-looking statements can be identified by such words as 'looking forward', 'anticipate', 'believe', 'could', 'estimate', 'expect', 'future', 'intend', 'may', 'opportunity', 'plan', 'potential', 'project', 'seek', 'will' and other similar words. Future looking statements involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and based on assumptions and estimations regarding future conditions, events and actions. Such statements do not guarantee future performance, involve risk, and uncertainty. Factors such as these are beyond the control of the company, its directors and management and could cause Infomedia's actual results to differ materially from the results expressed in these statements. The Company does not give any assurance that the results, performance or achievements expresses or implied by the forward-looking statements contained in this report will actually occur. Investors are cautioned not to place reliance on these forward-looking statements. Infomedia will where required by applicable law and stock exchange listing requirements, revise forward-looking statements or publish prospective financial information in the future. Whilst all care has been exercised in the preparation of these materials they are not warranted as free from error. Investors should rely on the Company's published statutory accounts when forming any investment decisions.

INFOMEDIA™