

27 September 2019

ASX Market Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

## 2019 NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd will hold its Annual General Meeting (**AGM**) on Thursday 31 October 2019 at 10:00 am AEDT at the Company's head office located at 3 Minna Close, Belrose NSW.

Please see attached:

- 2019 Notice of AGM
- Sample Proxy Form
- Sample Shareholder Question Form

The Notice of AGM and individualised proxy and question forms will be dispatched to shareholders today.

Yours faithfully



Daniel Wall

Company Secretary  
T: 9454 1728



Global leaders in parts and service software

A large, light blue circular graphic composed of three concentric, broken rings. The rings are arranged in a circular pattern, with the outermost ring being the lightest blue, the middle ring being a slightly darker shade, and the innermost ring being the darkest shade. The rings are not fully closed, creating a sense of motion or a circular path.

Notice of  
**2019 ANNUAL  
GENERAL MEETING**

27 September 2019

## AGM 2019: Invitation from the Chairman

Dear Shareholder,

Thank you for your continued support of Infomedica Ltd (Infomedica).

I am pleased to invite you to Infomedica's 2019 Annual General Meeting (AGM) to be held at 10:00am on Thursday 31 October 2019 at Infomedica's global head office at 3 Minna Close, Belrose in Sydney Australia.

Infomedica's AGM is an important event in our corporate calendar and the Board and management look forward to the opportunity to meet with you, answer your questions and attend to the business of the meeting.

The following matters will be considered at Infomedica's 2019 AGM:

1. adoption of the 2019 Remuneration Report;
2. the re-election of Mr Clyde McConaghy as a Non-Executive Director;
3. the re-election of Mr Paul Brandling as a Non-Executive Director;
4. shareholder approval to issue equity incentives to the CEO & Managing Director; and
5. revision of the Directors' aggregate fee cap.

Infomedica welcomes your feedback and questions. If you would like to submit questions for consideration by the Board or the Company's Auditors prior to the meeting, please refer to page 18 of this document for further details.

On behalf of the entire Infomedica Board and leadership team, I thank you for your continued support of Infomedica Ltd. The Board looks forward to your attendance at the 2019 AGM.

Yours sincerely,



**Bart Vogel**  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the **Company**) will be held at **10:00 AM (AEDT)** on **Thursday 31 October 2019** at **3 Minna Close, Belrose NSW 2085**.

### ORDINARY BUSINESS

#### Statutory Reports

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2019.

#### Resolution 1: Remuneration Report

To consider, and if thought fit, to pass the following advisory resolution:

*'That the Company's Remuneration Report for the year ended 30 June 2019 be adopted.'*

This resolution is advisory only and does not bind the Directors or the Company. Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

The Board recommends that shareholders **vote FOR** this resolution.

#### Resolution 2: Re-Election of Non-Executive Director Mr Clyde McConaghy

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

*'That Mr Clyde McConaghy, a Non-Executive Director retiring from office by rotation in accordance with Rule 7.1 (d) of the Company's Constitution, be re-elected as a Non-Executive Director of the Company.'*

Further details about this resolution are set out within the Explanatory Notes.

The Board (Mr McConaghy abstaining) recommends that shareholders **vote FOR** this resolution.

#### Resolution 3: Re-Election of Non-Executive Director Mr Paul Brandling

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

*'That Mr Paul Brandling, a Non-Executive Director retiring from office by rotation in accordance with Rule 7.1 (d) of the Company's Constitution, be re-elected as a Non-Executive Director of the Company.'*

Further details about this resolution are set out within the Explanatory Notes.

The Board (Mr Brandling abstaining) recommends that shareholders **vote FOR** this resolution.

#### **Resolution 4: Approve issue of long-term equity incentives to the CEO and Managing Director, Mr Jonathan Rubinsztein**

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

*'That pursuant to Listing Rule 10.14, and for all other purposes, approval is given for Infomedia Ltd to issue equity securities in the form of 826,086 Share Appreciation Rights to Mr Rubinsztein in connection with the Company's Employee Equity Plan.'*

Further details about this resolution are set out within the Explanatory Notes.

The Board (Mr Rubinsztein abstaining) recommends that shareholders **vote FOR** this resolution.

Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

#### **Resolution 5: Increase of Non-Executive Director Aggregate Fee Cap**

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

*'That for the purposes of rule 7.3 (b)(i) of the Company's Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate annual Directors' fees payable to Non-Executive Directors be increased by \$300,000 from \$550,000 per annum to \$850,000 per annum.'*

Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

By Order of the Board



**Daniel Wall**  
**Company Secretary**

27 September 2019

## SHAREHOLDER VOTING INFORMATION

**Eligibility to attend and vote:** In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that entitlement to vote at the 2019 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Tuesday, 29 October 2019. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM. Shareholders can vote by either attending and voting in person or by attorney, by appointing a proxy to attend and vote on their behalf, or by direct vote.

**Voting in person:** Please arrive at least 15 minutes prior to the time designated for the meeting so that we may verify your shareholding against the Company Share Register and record attendances. A body corporate shareholder may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth) (Corporations Act). The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

**Direct voting:** Shareholders may vote directly in accordance with the instructions contained on the voting form. A direct vote enables shareholders to vote on resolutions considered at the meeting by lodging their votes with Company prior to the meeting. Please note if you have lodged a direct vote, and attend the AGM, you will not be entitled to vote, and any vote cast will be disregarded.

**Voting by proxy:** Shareholders may participate by a proxy appointed in accordance with the directions outlined in the proxy form accompanying this Notice, and the guidelines outlined below. Additional proxy forms may be obtained on request from the share registry provider.

- a) **Appointment of proxy:** You are entitled to attend and vote directly. Alternatively, you are entitled to appoint not more than two proxies, who need not be shareholders, to vote on your behalf. A validly completed proxy form must be returned as specified in paragraph g) below to be effective. If your appointed proxy does not attend (or attends but, having being directed how to vote on a resolution, does not vote), then the Chairman of the AGM will taken to have been appointed as your proxy.
- b) **Appointment of two proxies:** If two proxies are appointed, you may specify the proportion or number of votes that each proxy may exercise. If you do not specify the proportion or number of votes, each proxy may exercise half your votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.

- c) **Undirected proxies:** If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as that person thinks fit, subject to any voting exclusions outlined in this Notice.
- d) **Direction to abstain:** If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on a show of hands or on a poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.
- e) **Chairman as proxy:** The Chairman intends to vote undirected proxies in favour of the resolutions set out in this Notice to the extent permitted by law. If you appoint the Chairman of the meeting as your proxy expressly or by default and you do not direct the Chairman how to vote on a resolution, by completing and returning the voting form you authorise the Chairman of the meeting to exercise the proxy and to vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel (KMP) of the Company<sup>1</sup>.
- f) **Powers of attorney:** Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the original power of attorney itself, must be received by the Company in the above manner, time and place. If facsimile transmission is used, the power of attorney must be certified.
- g) **Return of proxy forms:** To be effective your completed proxy form must be received at the Company's corporate registry at least 48 hours prior to the appointed time of the AGM (i.e. by 10:00am AEDT on Tuesday 29 October 2019). The proxy (and any authority appointing an attorney or corporate representative) must be sent by post, fax or lodged online to one the following locations:
- |   |  |
|---|--|
| <b>By mail to:</b><br>Link Market Services<br>Locked Bag A14<br>Sydney South NSW 1235 | <b>Online</b> via the investor centre:<br><a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> |
|   | <b>By facsimile:</b> +61 2 9287 0309   |
- h) **Voting Exclusion Statement:** Voting exclusions apply to Resolution 1, Resolution 4 and Resolution 5. Refer to the Explanatory Notes below for further details.

---

<sup>1</sup> KMP of Infomedia include the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company's Annual Report identifies KMP for the financial year ending 30 June 2019.

## EXPLANATORY NOTES

Please read these Explanatory Notes carefully as they form part of, and should be read in conjunction with, the accompanying Notice of AGM.

### Statutory Reports

#### Background

The Corporations Act requires that the Directors' Report, Financial Statements and the Auditor's Report be considered at the AGM. A reasonable opportunity will be provided for shareholders to ask questions about, or make comments on, the management of the Company, and to ask the auditor questions at the meeting. Shareholders may also submit written questions in advance of the meeting. Please refer to 'Shareholder Questions' on page 18 for further details on how to submit a question in writing.

### Resolution 1: Remuneration Report

#### Background

Shareholders must consider and adopt the Remuneration Report at each AGM<sup>2</sup>. The Report forms part of the 2019 Directors' Report and contains details about:

- a) the remuneration philosophy and policies of Infomedia Ltd;
- b) the nature and amount of remuneration for the Company's Non -Executive Directors and key management personnel (**KMP**)<sup>3</sup>; and
- c) the relationship between remuneration policy and Company performance.

Infomedia's remuneration framework aligns executive reward with achievement of strategic objectives and shareholder returns. The performance of the Company relies upon the quality of its Directors and executives. The Company must attract, motivate and retain skilled Directors and executives to deliver on key strategic goals. Compensation must be competitive and appropriate for the results delivered. Further details about the Company's remuneration philosophy, framework and outcomes in FY19 can be found in the Company's 2019 Annual Report located at <https://www.infomedia.com.au/investors/annual-and-half-year-reports/>

A reasonable opportunity will be provided at the meeting for shareholders to ask questions about, or to make comments on the Remuneration Report. Under the Corporations Act, the vote in relation to Resolution 1 is advisory only and is non-binding on the Company.

---

<sup>2</sup> Refer section 250R of the Corporations Act 2001 (Cth)

<sup>3</sup> Refer footnote 1 above for a definition of KMP



## **Voting exclusion statement**

The Company will disregard any votes cast on Resolution 1:

- a) in any capacity by or on behalf of the KMP of the Company, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2019, or by any of their closely related parties; or
- b) as a proxy, by a person who is a KMP of the Company at the date of the meeting, or by any of their closely related parties.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1, and:

- a) the vote is cast in accordance with a direction on the proxy form; or
- b) the vote is cast by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote an undirected proxy as the proxy decides.

## **Recommendation**

The Board recommends that shareholders vote **FOR** this resolution.

## **Undirected proxies held by the Chairman**

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

## Resolution 2: Re-Election of Non-Executive Director Clyde McConaghy

### Background

Rule 7.1 (d) of the Infomedia Constitution provides that a Director (other than the Managing Director) must not hold office without re-election past the third annual general meeting after that Director's last appointment or re-election, or for more than three years, whichever is longer.

Having last been elected at the Company's 2016 Annual General Meeting, Mr Clyde McConaghy will retire at the AGM under Rule 7.1 (d) of the Company's Constitution.

Being eligible, Mr McConaghy offers himself for re-election as a Non-Executive Director.

Mr McConaghy has served as a Director of Infomedia since November 2013 and is the current Chairman of the Company's Remuneration Committee and Nominations Committee. He also serves on the Company's Audit and Risk Committee. A summary of Mr McConaghy's skills and experience is set out on page 11 of the Company's 2019 Annual Report.

### Recommendation

The Board (Mr McConaghy abstaining) have considered Mr McConaghy's candidacy in respect of his individual merits, his ongoing independence and in the context of overall Board composition. The Board recommends his re-election as a Non-Executive Director of the Company.

Accordingly, the Board (Mr McConaghy abstaining) recommends that you vote **FOR** this resolution.

### Undirected proxies held by the Chairman

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Mr McConaghy.

### **Resolution 3: Re-Election of Non-Executive Director Paul Brandling**

#### **Background**

Rule 7.1 (d) of the Infomedia Constitution provides that a Director (other than the Managing Director) must not hold office without re-election past the third annual general meeting after that Director's last appointment or re-election, or for more than three years, whichever is longer.

Having last been elected at the Company's 2016 Annual General Meeting, Mr Paul Brandling will retire at the AGM under Rule 7.1 (d) of the Company's Constitution.

Being eligible, Mr Brandling offers himself for re-election as a Non-Executive Director.

Mr Brandling has served as a Director of Infomedia since October 2016 and is the current Chairman of the Company's Technology and Innovation Committee and serves on the Company's Audit and Risk Committee. A summary of Mr Brandling's skills and experience is set out on page 11 of the Company's 2019 Annual Report.

#### **Recommendation**

The Board (Mr Brandling abstaining) have considered Mr Brandling's candidacy in respect of his individual merits, his independence and in the context of overall Board composition. The Board recommends his re-election as a Non-Executive Director of the Company.

Accordingly, the Board (Mr Brandling abstaining) recommends that you vote **FOR** this resolution.

#### **Undirected proxies held by the Chairman**

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Mr Brandling.

## Resolution 4: Approval of the CEO & Managing Director's FY20 Long-Term Incentive Grant

### Background

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a Director issued under an employee incentive program. Equity securities include shares and rights to acquire shares.

Long Term Incentives (**LTI**) form part of the Company's core remuneration strategy, providing executives with a variable, at-risk remuneration component, aligned with shareholder interests.

As prefaced on page 31 of the Company's 2019 Annual Report, the Board undertook a review of the Company's LTI Plan during 2019 with assistance from external remuneration advisors. Following that review, the Board restructured the Company's LTI Plan to ensure continued alignment with shareholder interests and accepted market practice. From the 2020 financial year, the Company will use two LTI vehicles in the form of 'Performance Rights' (**PRs**) and 'Share Appreciation Rights' (**SARs**). As outlined in the 2019 Annual Report, participants may elect to receive their LTI Award Opportunity in the form of PRs, SARs, or an equal combination of both PRs and SARs.

For the FY20 LTI grant, Mr Rubinsztein has elected to receive SARs, subject to shareholder approval. The terms of the SARs are summarised below in these Explanatory Notes.

The objective of the proposed grant is to link Mr Rubinsztein's incentives with long term value creation for shareholders, and to align Mr Rubinsztein's interests with those of shareholders generally by the imposition of performance measures over a three-year period.

## Revised CEO Remuneration package

As announced to the ASX on 19 August 2019, the Company agreed a revised remuneration package with the CEO & Managing Director as follows:

Element	FY19	Effective FY20
<b>Fixed base</b>	<b>\$535k pa</b> <ul style="list-style-type: none"> <li>41% of total potential Rem</li> <li>Inclusive of Super</li> </ul>	<b>\$535k pa – UNCHANGED</b> <ul style="list-style-type: none"> <li>36% of total potential Rem</li> <li>Inclusive of Super</li> </ul>
<b>Short-term Incentive (STI)</b>	<b>\$0-\$395k pa</b> <ul style="list-style-type: none"> <li>30% of total potential Rem</li> <li>Performance based</li> <li>Paid in cash</li> </ul>	<b>\$0-\$395k pa – UNCHANGED</b> <ul style="list-style-type: none"> <li>26% of total potential Rem</li> <li>Performance based</li> <li>Paid in cash</li> </ul>
<b>Long-term Incentive (LTI)</b>	<b>Annual opportunity: \$375k</b> <ul style="list-style-type: none"> <li>29% of total potential Rem</li> <li>3 years granted in 2016 – tested annually FY17-FY19</li> <li>Conferred in Options &amp; Rights</li> </ul>	<b>Annual opportunity: \$570k</b> <ul style="list-style-type: none"> <li>38% of total potential Rem</li> <li>Annual grant</li> <li>3yr performance period– vesting subject to CAGR EPS target</li> </ul>

The adjustment is the first material change to Mr Rubinsztein's remuneration package since joining the Company in 2016 and (as shown in the table) is comprised entirely of long-term, at risk, incentives. The restructure demonstrates the commitment of the Board and Mr Rubinsztein to the long-term, sustainable growth of the Company. With effect from FY20, Mr Rubinsztein is eligible to receive an annual 'LTI Award Opportunity' of \$570,000 per annum.

If shareholders approve the allocation of equity securities in the form of the SARs, the 'LTI Award Opportunity' will be allocated to the CEO & MD as per the calculations described in the table commencing on the next page.

It should also be noted that if approval is given in relation to this resolution, Listing Rule 7.2 (Exception 14) will apply. Accordingly, equity securities issued in connection with this resolution will fall outside the 15% placement capacity specified in Listing Rule 7.1.

If shareholders do not approve the allocation of the proposed equity securities, then, subject to the achievement of the performance and service conditions described in the Explanatory Notes, Mr Rubinsztein would receive either shares (purchased on-market) or a cash payment at the end of the performance period, in each case equivalent to the value to the LTI he would have received had shareholder approval been obtained.

A summary of the key terms of the LTI Plan and the offer to Mr Rubinsztein is set out from the next page.

## SUMMARY OF KEY TERMS OF THE EQUITY INCENTIVES

<b>LTI Award Opportunity</b>	Mr Rubinsztein will be provided with an annual 'LTI Award Opportunity' of \$570,000 as part of his remuneration package.
<b>Election of LTI Vehicle</b>	Participants may elect to receive their LTI Award Opportunity as either Performance Rights ( <b>PRs</b> ) or Share Appreciation Rights ( <b>SARs</b> ), or an equal combination of both. For the FY20 allocation, Mr Rubinsztein has elected to receive benefits in the form of SARs. The terms of the SARs are summarised in this table.
<b>Terms of Issue</b>	<p>The number of SARs to be allocated has been determined using a Cox-Ross Rubinstein lattice valuation model to determine the estimated value of the SARs using the 'Reference Price' as an input (the '<b>CRR Valuation</b>'). The 'Reference Price' is the volume weighted average price (<b>VWAP</b>) of the Company's share price for ten trading days commencing from the release of the Company's FY19 results.</p> <p>The CRR Valuation has been conducted by an independent qualified valuer.</p> <p>The SARs will be issued subject to the terms of the Company's employee Equity Plan Rules. Vesting of the SARs is subject to the performance measures as described below.</p>
<b>FY20 LTI Award Calculation</b>	<p>The formula to determine the number of SARs to be granted to the CEO &amp; MD is calculated as follows.</p> $\frac{(LTI\ Award\ Opportunity\ referable\ to\ SARs)}{Independent\ CRR\ Valuation} = \text{Number of SARs granted to participant}$ <p>The LTI Award referable to SARs is \$570,000 and the 'CRR Valuation' is \$0.69 per SAR. Accordingly, the number of SARs to be granted (subject to shareholder approval) is 826,086 SARs</p>
<b>Issue Date, Performance Period, Vesting &amp; Expiry Dates</b>	<p>If shareholder approval is obtained, the FY20 Long-Term Incentives will be issued to Mr Rubinsztein as soon as practicable after the 2019 AGM, but in any event, within 12 months of the 2019 AGM.</p> <p>The SARs granted for FY20 will be tested over a three-year performance period spanning 1 July 2019 to 30 June 2022. The SARs will vest, subject to the attainment of the performance measures outlined below in this table, and generally subject to the continued employment of the participant until the vesting date.</p> <p>The SARs will be tested for vesting following release of the Company's audited accounts for the year ending 30 June 2022 ('FY22'). Unvested SARs will lapse and be forfeited if the performance measures are not met.</p> <p>Participants may exercise vested SARs up to 6 years after the grant date during defined exercise periods. After that time, unexercised SARs will lapse and be forfeited.</p>

	SARs will vest subject to the achievement of compound annual growth rate ('CAGR') on earnings per share ('EPS') between FY19 and FY22.										
	<table border="1"> <thead> <tr> <th>CAGR above FY19 EPS</th> <th>% of SARs that vest</th> </tr> </thead> <tbody> <tr> <td>Below 10% CAGR</td> <td>0%</td> </tr> <tr> <td>At 10% CAGR</td> <td>25%</td> </tr> <tr> <td>Between 10% and 15% CAGR</td> <td>Straight line pro-rata vesting between 25% and 100%</td> </tr> <tr> <td>At or above 15% CAGR</td> <td>100%</td> </tr> </tbody> </table>	CAGR above FY19 EPS	% of SARs that vest	Below 10% CAGR	0%	At 10% CAGR	25%	Between 10% and 15% CAGR	Straight line pro-rata vesting between 25% and 100%	At or above 15% CAGR	100%
CAGR above FY19 EPS	% of SARs that vest										
Below 10% CAGR	0%										
At 10% CAGR	25%										
Between 10% and 15% CAGR	Straight line pro-rata vesting between 25% and 100%										
At or above 15% CAGR	100%										
<b>Performance Measures</b>	<p>The Board may take into account changes in gearing, changes in accounting standards and/or any other relevant factors or abnormal accounting items affecting underlying earnings when determining the earnings per share (EPS) outcome for EPS vesting purposes so that the Executive will not be unfairly benefited, or penalised, from such changes. In this regard, the underlying EPS figure used to determine vesting outcomes in 2019 of 5.14 cents shall form the baseline EPS from which the newly issued SARs will be measured.</p>										
<b>Entitlements on vesting and exercise</b>	<p>Each vested SAR entitles the participant to receive the benefit of share price growth over the period between grant and exercise. Upon exercise, the participant receives such number of fully paid ordinary Infomedia shares (<b>Shares</b>) as determined by the following calculation:</p> $\frac{((\text{SAR End Price} - \text{Reference Price}) \times \text{Number of SARs})}{\text{SAR End Price}} = \text{Number of Shares transferable to participant}$ <p>Where:</p> <ul style="list-style-type: none"> <li>• <b>SAR End Price</b> means the 5-day Volume Weighted Average Price of the Company's Shares up to the day of exercise; and</li> <li>• <b>Reference Price</b> means the volume weighted average price (<b>VWAP</b>) of the Company's Share price for ten trading days commencing from the release of the Company's FY19 results (the <b>Reference Price</b>)</li> </ul>										
<b>Settlement of entitlements</b>	The Board retains a discretion to settle any vested LTI entitlements by cash payment or by Shares procured on market and transferred to Mr Rubinsztein. If shareholders approve this resolution, entitlements may also be settled by the issue of new Shares.										
<b>Price payable upon grant</b>	Nil										
<b>Exercise price</b>	Nil										

<b>Post vesting disposal restrictions</b>	No disposal restrictions will apply to resultant Shares realised on exercise, other than those imposed by the Company's Securities Trading Policy. In certain circumstances, and where appropriate, the Board may impose additional disposal restrictions on Shares following exercise of SARs under the Company's Equity Plan Rules.									
<b>Malus &amp; Clawback</b>	The LTI will be subject to 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 ability to suspend, reduce or extinguish outstanding entitlements in appropriate circumstances.									
<b>Dividend &amp; Voting Rights</b>	No dividend or voting entitlements are attached to the unexercised SARs. Upon vesting and exercise, the participant receives Shares with ordinary voting right and dividend entitlements.									
<b>Hedging Prohibited</b>	The terms of the Company's Equity Plan Rules expressly prohibit executives from entering into hedging arrangements to limit the economic risk of LTI awards.									
<b>Change of Control</b>	The Equity Plan Rules confer the Board discretionary power to determine the manner in which any or all of the LTI will be dealt with taking into account all of the relevant circumstances leading to the change of control, including discretion to allow participants to benefit from the change of control event.									
<b>Cessation of employment</b>	Subject to Board discretion, the LTI will generally lapse and be forfeited if Mr Rubinsztein ceases employment with the Company prior to vesting.									
<b>Further information disclosed in accordance with ASX Listing Rule 10.14 and 10.15</b>	<ul style="list-style-type: none"> <li>No Director, other than Mr Rubinsztein, is currently eligible to participate in a grant of equity securities under the LTI Plan.</li> <li>Shareholder approval to issue up to 4,456,671 shares to Mr Rubinsztein was obtained in 2018. That approval related to potential vesting of LTI granted to Mr Rubinsztein in 2016 without shareholder approval (<b>2016 LTI</b>). The following securities were received by Mr Rubinsztein on 19 August 2019 following the attainment of vesting conditions attaching to the 2016 LTI: <table border="1" data-bbox="269 1206 953 1337"> <thead> <tr> <th>LTI Vehicle</th> <th>Number of Shares Received</th> <th>Acquisition Price</th> </tr> </thead> <tbody> <tr> <td>Performance Rights</td> <td>706,671</td> <td>Nil</td> </tr> <tr> <td>Options</td> <td>3,750,000</td> <td>92.2 cents per share</td> </tr> </tbody> </table> </li> <li>No loan will be provided by the Company in relation to the grant or exercise of the the SARs proposed to be provided to Mr Rubinsztein.</li> <li>Details of the equity incentives granted to Mr Rubinsztein will be detailed in future Remuneration Reports if shareholder approval is obtained.</li> </ul>	LTI Vehicle	Number of Shares Received	Acquisition Price	Performance Rights	706,671	Nil	Options	3,750,000	92.2 cents per share
LTI Vehicle	Number of Shares Received	Acquisition Price								
Performance Rights	706,671	Nil								
Options	3,750,000	92.2 cents per share								



## **Approval sought**

For the purposes of Listing Rule 10.14, and for all other purposes, shareholder approval is sought to grant Mr Rubinsztein, the Company's CEO & Managing Director, 826,086 Share Appreciation Rights under the Company's LTI Plan.

## **Voting exclusion statement:**

Resolution 4 is a resolution connected directly with the remuneration of a member of KMP. The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) Mr Jonathan Rubinsztein and any of his associates; and
- b) as a proxy by any person who is a member of KMP or their closely related parties.

However, the Company need not disregard a vote cast as a proxy for a person entitled to vote on Resolution 4, if it is cast:

- a) in accordance with the directions on the proxy form; or
- b) by the person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

**Recommendation:** The Board (Mr Rubinsztein abstaining) recommend that shareholders vote **FOR** this resolution.

**Undirected proxies held by the Chairman:** The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

## Resolution 5: Increase of Non-Executive Director Aggregate Fee Cap

**Background:** ASX Listing Rule 10.17 provides that a Company must not increase the total amount of Directors' fees payable in aggregate to its Non-Executive Directors without the approval of members. Shareholders last fixed an annual fee provision of \$550,000 under Rule 7.3(b) of the Company's Constitution at the 2016 AGM (the '**current fee cap**'). The Company signalled in the *Explanatory Notes to the 2016 Notice of Meeting*, that the modest increase sought and approved at the 2016 AGM would be sufficient to provision for the existing Board for a period of three years.

Accordingly, the Board has reviewed the current fee cap and considered an increase in the aggregate fee cap:

- relative to market practice, drawing comparisons with peer, ASX listed, technology companies; and
- based on the current composition of the Board, and, factoring for future requirements.

As Infomedia continues along its current growth trajectory, it is critical that the Company be able to attract and retain appropriate talent and experience at the Board level. It may also become appropriate to reconsider Board composition and size in the short to medium term to ensure the Board has an appropriate mix of skills, experience and capacity to discharge its obligations to the Company and shareholders alike.

The Directors consider that an increase in the aggregate fee cap by \$300,000, to an annual maximum aggregate of \$850,000, is appropriate to meet these objectives.

Notably the Non-Executive Directors do not intend to increase their fees during FY20, regardless of the outcome of this resolution.

For the purposes of Listing Rule 10.17, the Company confirms that no securities have been issued to any Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

**Voting exclusion statement:** The Company will disregard votes on this resolution cast by or on behalf of the following persons:

- a) by any Director of the Company and any of their associates, regardless of the capacity in which the vote is cast; or
- b) as a proxy, by a person who is a member of the KMP of the Company at the date of the meeting, or by any of their closely related parties.

However, the Company need not disregard a vote as a proxy for a person entitled to vote on Resolution 5, if it is cast:

- a) in accordance with the directions on the proxy form; or
- b) by the person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

**Recommendation:** The Board have an interest in the outcome of this resolution. Accordingly, it is not appropriate for the Board to give a voting recommendation.

**Undirected proxies held by the Chairman:** The Chairman intends to vote undirected proxies in favour of this resolution.

## CONDUCT OF THE AGM

The AGM is an important forum for interaction between the Board, Executive team and shareholders. Our AGM is intended to give shareholders the opportunity to:

- hear from the Chairman and the CEO about the performance and operations of the Company;
- consider and vote on the items of business before the AGM (subject to the voting exclusions set out earlier in this Notice of Meeting); and
- ask questions of the Board and the Auditor.

To do this, we will:

- provide shareholders a reasonable opportunity to ask questions before and during the AGM (refer to page 18 for further information);
- inform shareholders of the proxy position on each Item and the manner in which the Chairman of the AGM will vote available proxies; and
- webcast the AGM live as described on page 18 below.

To assist us to achieve this, we ask that shareholders:

- follow the instructions of those running the AGM;
- are courteous and respectful to all attending, and running, the AGM;
- keep questions to a reasonable length, and not repeat questions already asked to allow as many shareholders as possible to participate;
- confine questions to matters being considered at the AGM and which are relevant to shareholders as a whole. Questions relating to individual circumstances can be raised with the Company, or with our Share Registry (Link Market Services) representatives, who will be available before and after the AGM; and
- do not photograph, videotape or record the AGM.

## SHAREHOLDER QUESTIONS

All shareholders may attend and may ask questions at the AGM. Shareholders will have reasonable opportunity to ask questions at the meeting, including an opportunity to ask questions of the Company's external auditor.

Shareholders are encouraged to submit questions in advance via Link's Investor Centre which is accessible via the following link:

<https://investorcentre.linkmarketservices.com.au/Login/Login>

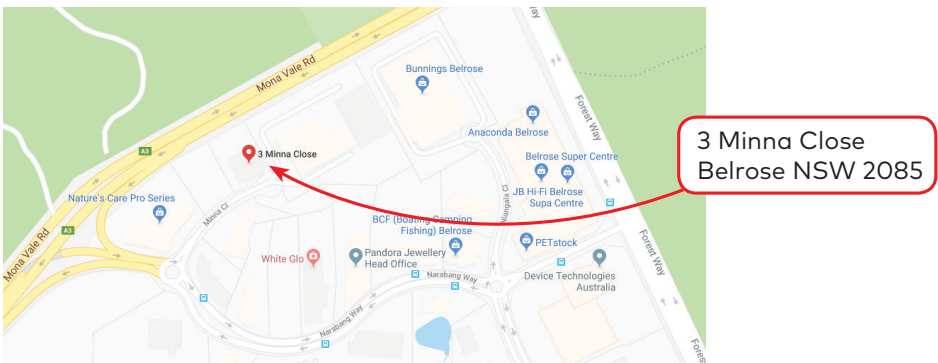
Written questions must be submitted no later than **5:00pm AEDT on Thursday 24 October 2019**.

The Chair of the AGM and the CEO will generally answer questions from shareholders; however, some questions may be referred to the Auditor or to a senior executive. If appropriate, a response may be provided as soon as possible after the AGM.

To ensure orderly conduct of the meeting, please ensure that questions are clear, concise, and relevant to the business of the meeting, the conduct of the audit or management of the Company generally.

## LOCATION OF THE ANNUAL GENERAL MEETING

The 2019 AGM will be held at Infomedia's head office located at 3 Minna Close, Belrose NSW 2085, approximately 35 minutes North of the Sydney CBD by car. Off-street parking will be available for shareholders. The main entrance is located at the rear of the building, facing Mona Vale Road. Please proceed up the driveway from Minna Close to be directed to parking areas.



## WEBCAST

Audio of the AGM will be streamed live at <http://www.openbriefing.com/OB/3504.aspx>.

Shareholders can also access an archived recording at the same link.



Global leaders in parts and service software


## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Infomedia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999


## VOTING FORM

I/We being a member(s) of Infomedia Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 31 October 2019**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

### OR B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Thursday, 31 October 2019 at 3 Minna Close, Belrose NSW (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important note for Resolutions 1, 4 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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


## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increase of Non-Executive Director Aggregate Fee Cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Non-Executive Director - Mr Clyde McConaghy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-Election of Non-Executive Director - Mr Paul Brandling	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approve issue of long-term equity incentives to the CEO and Managing Director - Mr Jonathan Rubinsztein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

## SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SECURITYHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

### VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Security Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If a member casts a valid direct vote on a resolution, any additional vote cast by the member (or by their proxy, attorney or representative) at the meeting on that resolution will be disregarded.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 29 October 2019**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Infomedia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

