

25 October 2023

Market Announcement Office
Australian Securities Exchange

NOTICE OF 2023 ANNUAL GENERAL MEETING

Infomedia Ltd will hold its Annual General Meeting (**AGM**) on Tuesday 28 November 2023 at 9:30AM AEDT.

Please find the following documents attached which provide more information about the AGM and how shareholders may participate:

- Invitation Letter from your Chairman – Bart Vogel;
- Notice Annual General Meeting; and
- Sample Proxy Form.

Meeting documents will be dispatched to shareholders today.

This release has been authorised by the Infomedia Board.

Further enquiries:

Company Secretary

Daniel Wall

O: +61 2 9454 1728

M: + 61 414 991 614

E: dwall@infomedia.com.au

Investor Relations

Frank Zhu

O: +61 2 9454 1728

M: +61 414 737 065

E: fzhu@infomedia.com.au

About Infomedia: Infomedia Ltd (ASX:IFM) is a leading global provider of DaaS and SaaS solutions that empowers the data-driven automotive ecosystem. Infomedia's solutions help OEMs, NSCs, dealerships and third 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. Please visit Infomedia's website <https://www.infomedia.com.au> and YouTube channel <https://www.youtube.com/infomedialtd> for more information.

25 October 2023

Infomedia 2023 Annual General Meeting | Invitation from the Chairman

Dear Shareholder,

I am pleased to invite you to Infomedia's 2023 Annual General Meeting (**AGM**) which will be held at 9:30am on Tuesday 28 November 2023 at Infomedia's new head office located at Level 5, 155 Clarence Street in Sydney Australia.

Infomedia'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 Infomedia's 2023 AGM:

1. receipt, consideration and discussion of the Company's Annual Financial Report, together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2023;
2. adoption of the 2023 Remuneration Report;
3. the election of Ms Edwina Gilbert as a Non-Executive Director;
4. the election of Ms Lisa Harker as a Non-Executive Director; and
5. approval to issue equity incentives to the CEO & Managing Director.

Infomedia 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 5 of the attached Notice of Meeting (**NOM**) for further details.

If you are unable to attend the Meeting you can listen to the meeting online via the following link: meetings.linkgroup.com/ifm23. Participants listening to the webcast will not be able to vote or ask questions online. Accordingly, if you cannot attend the meeting in person, we encourage you to submit your votes and any questions in advance of the meeting. Please refer to page 4 of the NOM for more information about how to vote, and page 5 of the NOM for more information about submitting questions in advance of the meeting.

On behalf of the entire Infomedia Board and leadership team, I thank you for your continued support of Infomedia and we look forward to your attendance at the 2023 AGM.

Yours sincerely,



Bart Vogel
Chairman

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the **Company**) will be held at **9:30 AM (AEDT)** on **Tuesday 28 November 2023**.

The meeting will be held at the Company's global headquarters located at Level 5, 155 Clarence Street, Sydney NSW.

How to participate in the AGM

How to join the meeting

You can join the Annual General Meeting by attending in person at Infomedia's head office, located at Level 5, 155 Clarence Street, Sydney NSW.

Alternatively, you may listen to a live audio feed of the meeting via webcast at <https://meetings.linkgroup.com/IFM23> using a desktop, mobile or tablet device with internet access. Registration will commence **from 9:00am (AEDT)**. Once registration opens, enter your name and email address to join the meeting. We recommend logging in to the online AGM webcast at least 15 minutes prior to the start of the meeting to ensure your internet connection and device are working and to attend to registration requirements.

Information required to join the meeting as a shareholder or proxyholder

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). This number is located at the top of your proxy form.

Please note the deadline for receipt of proxy forms outlined in the detailed 'Shareholder Voting Information' section on page 4 of this Notice of Meeting.

Shareholder questions

Shareholders and proxyholders may submit questions to the Company and its auditors, Deloitte Touche Tohmatsu, ahead of the meeting. A reasonable opportunity will also be provided for shareholders and proxyholders to ask questions who are physically present at the meeting. For further details about how to ask questions, including important details about pre-registration requirements or to ask questions at the meeting itself, please refer to page 5 of this Notice of Meeting.

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 2023. No vote is taken on this item of business.

Resolution 1: Remuneration Report

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

'That the Company's Remuneration Report for the year ended 30 June 2023 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: Election of Non-Executive Director Ms Edwina Gilbert

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

'That Ms Edwina Gilbert, a Director who was appointed as an addition to the Board during FY2023, and who stands for election pursuant to Rule 7.1(c) of the Company's Constitution, be elected as an independent Non-Executive Director.'

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

The Board (Ms Gilbert abstaining) recommends that shareholders **vote FOR** this resolution.

Resolution 3: Election of Non-Executive Director Ms Lisa Harker

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

'That Ms Lisa Harker, a Director who was appointed as an addition to the Board during FY2023, and who stands for election pursuant to Rule 7.1(c) of the Company's Constitution, be elected as an independent Non-Executive Director.'

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

The Board (Ms Harker abstaining) recommends that shareholders **vote FOR** this resolution.

Resolution 4: Approval to issue long-term equity incentives to the CEO & Managing Director

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 Performance Rights and Restricted Stock Units in connection with the Company's Long Term Incentive Equity Plan, as per the terms detailed in the Explanatory Notes.'

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

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

Additional information

Additional information about the resolutions, including information about applicable voting exclusions, is set out in the Explanatory Notes which form part of, and are to be read in conjunction with, this Notice of Meeting.

By Order of the Board


Daniel Wall
Company Secretary
25 October 2023

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 a shareholder's entitlement to vote at the 2023 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Sunday 26 November 2023. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM. Shareholders can vote by:

- a) physically attending the AGM (either in person or by proxy) and voting at the meeting; or
- b) by submitting a direct vote **in advance of the meeting** via the Link Market Services online investor centre which is accessible via <https://investorcentre.linkgroup.com/Login/Login>

Please note that shareholders listening to the webcast **will not** be able to vote electronically during the meeting.

Resolutions to be determined by Poll

In accordance with the Company's usual approach to AGM voting, all resolutions considered at the AGM will be decided by a poll.

Direct voting prior to the meeting

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 the Company prior to the meeting. Please note if you have lodged a direct vote or proxy vote before the meeting, and attend the AGM, you can revoke your votes and resubmit your votes at the meeting. Direct voting closes at 9:30am AEDT on Sunday 26 November 2023.

Voting by proxy: Shareholders may participate by a proxy appointed in accordance with the following guidelines:

- a) **Appointment of proxy:** You are entitled to attend and vote directly. Alternatively, you are entitled to appoint not more than two proxies to vote on your behalf. You may appoint a proxy who is not an existing shareholder of the Company. A validly completed proxy form must be returned as specified in paragraph g) below to be effective.
- 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.
- 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 the proxy thinks fit.
- d) **Direction to abstain:** If a proxy is instructed to abstain from voting on an item of business, the proxy is directed not to vote on the shareholder's behalf, 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, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel (**KMP**) of the Company¹.

¹ 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 2023.

- 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 accordance with paragraph g) below. 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 9:30am AEDT on Sunday 26 November 2023). 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:

By mail to:

Link Market Services
 Locked Bag A14
 Sydney South NSW 1235

Online via the investor centre:

www.linkmarketservices.com.au

By facsimile: +61 2 9287 0309

- h) **Voting Exclusion Statement:** Voting exclusions apply to Resolutions 1 and 4. Refer to the Explanatory Notes below for further details.

CONDUCT OF THE AGM

The AGM is an important forum for interaction between the Board 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 resolutions 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;
- inform shareholders of the proxy position on each Resolution and the manner in which the Chairman of the AGM will vote available proxies; and
- audio stream the AGM live via webcast. The webcast is accessible at <https://agmlive.link/IFM23>

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

- 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; and
- 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.

SHAREHOLDER QUESTIONS

Infomedia welcomes questions from shareholders and proxyholders both before and during the meeting. The Chairman of the AGM will generally answer questions from shareholders either directly, or as part of his address to the AGM. Some questions may be referred to the Auditor or to a senior executive who is best placed to answer. If appropriate, a response may be provided as soon as possible after the AGM.

Submitting questions before the meeting:

Shareholders are encouraged to submit questions in advance via Link's Investor Centre which is accessible at: <https://investorcentre.linkmarketservices.com.au/Login>. Shareholders may address questions to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the FY2023 audit report or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2023.

All written questions addressed to the auditor should be submitted electronically before **5:00pm AEDT on Tuesday 21 November 2023**².

² Refer section 250PA of the *Corporations Act 2001* (Cth)

All other questions directed to the Company will be accepted electronically until **9:30am AEDT on Sunday 26 November 2023**.

Questions during the meeting

Shareholders and proxyholders in attendance at the meeting will have a reasonable opportunity to ask questions, including the opportunity to ask questions of the Company's auditor, Deloitte Touche Tohmatsu. Shareholders may ask questions by attending the meeting in person or by proxy, or by submitting written questions in advance of the meeting as outlined above. Shareholders listening to the proceedings via webcast will not have an opportunity to ask questions.

EXPLANATORY NOTES

Please read this Explanatory Statement carefully as it forms 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. Shareholders will also have an opportunity to ask the Company's auditor questions at the meeting. Shareholders may also submit written questions in advance of the meeting. Please refer to 'Shareholder Questions' on page 5 of this document 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 AGM³. The Remuneration Report forms part of the 2023 Directors' Report and contains details about:

- a) the remuneration philosophy and policies of Infomedia;
- b) the nature and amount of remuneration for the Company's Directors and key management personnel (KMP)⁴; 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 and compensation must be competitive and appropriate for the results delivered. Further details about the Company's remuneration philosophy, framework and outcomes relevant to FY2023 can be found in the Company's 2023 Annual Report located at www.infomedia.com.au/FY23AR.

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

Voting exclusion statement

The Company will disregard any votes on Resolution 1 that are cast:

- 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 2023, 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

³ Refer section 250R of the *Corporations Act 2001* (Cth)

⁴ Refer footnote 1 above for a definition of KMP

- 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: Election of Non-Executive Director Edwina Gilbert

Background

ASX Listing Rule 14.4 and Rule 7.1(c) of the Company's Constitution requires that any Director appointed to fill a casual vacancy, or as an addition to the Board, must not hold office past the next annual general meeting unless elected by shareholders.

Edwina Gilbert was appointed as an addition to the Board on 1 March 2023 pursuant to Rule 7.1(c) of the Constitution. She currently serves as a member of the Company's Audit & Risk Committee, Remuneration People & Culture Committee and Nominations Committee.

Ms Gilbert also currently serves as a Non-Executive Director of Carsales Ltd (ASX:CAR), Non-Executive Director of the Australian Automotive Dealers Association (AADA), as a Non-Executive Director of the Aspen Group (ASX:APZ) and as the Chair of Gillen Motor Group trading as Phil Gilbert.

A more fulsome summary of Ms Gilbert's skills and experience is set out on page 10 of the Company's 2023 Annual Report which is available at www.infomedia.com.au/FY23AR.

Prior to her appointment, the Company undertook appropriate checks to verify Ms Gilbert's background and experience. No areas of concern were identified from those checks. The Board has not identified any matters or conflicts which could materially impact Ms Gilbert's independent judgment and considers her to be an independent Director.

Recommendation

The Board (Ms Gilbert abstaining) have considered Ms Gilbert's candidacy in respect of her skills, qualifications, and experience both individually and in the context of overall Board composition. The Board supports Ms Gilbert's election as an independent Non-Executive Director.

Accordingly, the Board (Ms Gilbert abstaining) 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 3: Election of Non-Executive Director Lisa Harker

Background

ASX Listing Rule 14.4 and Rule 7.1(c) of the Company's Constitution requires that any Director appointed to fill a casual vacancy, or as an addition to the Board, must not hold office past the next annual general meeting unless elected by shareholders.

Lisa Harker was appointed as an addition to the Board on 1 March 2023 pursuant to Rule 7.1(c) of the Constitution. She currently serves as Chair of the Company's Audit & Risk Committee and as a member of the Nominations Committee.

Ms Harker also currently serves as a Non-Executive Director of Cabrini Health. A more fulsome summary of Ms Harker's skills and experience is set out on page 11 of the Company's 2023 Annual Report which is available at www.infomedia.com.au/FY23AR.

Prior to her appointment, the Company undertook appropriate checks to verify Ms Harker's background and experience. No areas of concern were identified from those checks. The Board has not identified any matters or conflicts which could materially impact Ms Harker's independent judgment and considers her to be an independent Director.

Recommendation

The Board (Ms Harker abstaining) have considered Ms Harker's candidacy in respect of her skills, qualifications, and experience both individually and in the context of overall Board composition. The Board supports Ms Harker's election as an independent Non-Executive Director.

Accordingly, the Board (Ms Harker abstaining) 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 4: Approval of the CEO & Managing Director's FY2024 Long -Term Incentive Grant

Background

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a Director which are issued under an employee incentive program. Equity securities include shares and rights to acquire shares. Mr Monsees is an appointed Director of Infomedia, and therefore equity securities granted to him require shareholder approval, subject to the exemptions in the ASX Listing Rules.

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.

During 2023, the Company re-evaluated its LTI program to ensure that the program remains relevant to the Company's strategic direction, and that it rewards and motivates the executive team to achieve strategic goals. Following this review, the Company has elected to issue LTI to Company executives in the form of Performance Rights and Restricted Stock Units.

The objective of the proposed grant is to link Mr Monsees' incentives with longer term value creation for shareholders, and to align his interests with those of shareholders generally by the imposition of earnings per share hurdles referable to the Performance Rights, and tenure based vesting referable to the Restricted Stock Units. Further details about the LTI instruments are set out from the next page of these Explanatory Notes.

If shareholders approve the allocation of equity securities, 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, ASX 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 ASX Listing Rule 7.1.

If shareholders do not approve the allocation of proposed equity securities, then, subject to the achievement of the performance and service conditions described in the Explanatory Notes, Mr Monsees will receive either shares (purchased on-market) or a cash payment at the end of the performance period, in each case equivalent to the value of 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 Monsees is set out from the next page.

SUMMARY OF KEY TERMS OF THE LONG-TERM EQUITY INCENTIVES		
	Performance rights ('Rights')	Restricted Stock Units (RSUs)
LTI Award Opportunity	Mr Monsees annual long term incentive opportunity is AUD \$699,600.	
LTI Vehicle	The LTI Award Opportunity will be offered as 50% in Performance Rights (Rights) and 50% in Restricted Stock Units (RSUs) (the Rights and RSUs are collectively referred to as the 'LTI')	
Terms of Issue	The Rights and the RSUs will be granted subject to the terms of the Company's ongoing Equity Plan Rules (as amended from time to time) and the terms of the offer which are summarised in this table.	
Method to determine the number of Rights and RSUs to issue	<p>The number of Rights and RSUs to be granted is determined by dividing the LTI Award Opportunity referable to each of those instruments by the 'Reference Price'. The 'Reference Price' is \$1.55 and has been determined using the Company's 21-day trading VWAP to 30 June 2023.</p> <p>The number of LTI to be issued has been determined in accordance with the following formula:</p> $\frac{LTI\ Award\ Opportunity}{Reference\ Price} = Number\ of\ LTI\ to\ be\ issued$ <p>The Number of LTI to be issued will be evenly apportioned between Rights and RSUs. Accordingly, the Company proposes to issue 451,354 Long Term Incentives to Mr Monsees in the form of:</p> <ul style="list-style-type: none"> • 225,677 Performance Rights; and • 225,677 Restricted Stock Units. 	
Issue Date	The Company intends to issue the equity incentives late in calendar year 2023, and in any event, within three months of the date of the AGM.	
Performance Period, Vesting & Expiry Dates	<p>The Rights and RSUs granted in FY24 will be tested over a three-year performance period spanning 1 July 2023 to 30 June 2026 inclusive.</p> <p>The PRs and RSUs will be tested for vesting following release of the Company's audited accounts for the year ending 30 June 2026 ('FY26'). If entitlements do not meet vesting conditions, they will automatically lapse and will be forfeited.</p> <p>Vested LTI instruments may be exercised up to 5 years after the date of grant. After that time, unexercised LTI instruments lapse and will be forfeited.</p>	
Performance Conditions Required for Vesting	<p>Earnings Per Share growth: Rights will vest subject to attainment of: (i) the compound annual growth ('CAGR') on earnings per share ('EPS') metrics outlined below; and (ii) the 'Employment Conditions' outlined below.</p> <p>The Company has selected CAGR EPS given its direct link with shareholder returns.</p> <p>The plan provides for Board discretion to adjust statutory results for non-trading items. The FY2023 EPS has been adjusted to exclude various non-cash and non-recurring items for the purposes of determining LTI outcomes in FY2023.</p>	
	CAGR above FY2023 Adjusted EPS of 4.03 cents per share	% of Rights that vest
	Below 5% CAGR	0%
	Threshold: At 5% CAGR	25%
	Between 5% and 10% CAGR	Straight line vesting between 25% and 100%
	Maximum: At or above 10% CAGR	100%
<p>RSUs do not carry specific performance conditions but are subject to the attainment of the 'Employment Conditions' set out below.</p>		
<p>The Board may consider changes in gearing, changes in accounting standards and/or any other relevant factors or abnormal accounting items affecting underlying earnings when determining LTI outcomes so that the Executive will not unfairly benefit, or be unfairly penalised, from such changes. Similarly, the Board retains discretion as to the treatment of revenue streams acquired during the Performance Period for the purpose of determining LTI vesting outcomes. Acquired revenues will generally be included towards the performance goals, however the Board will take appropriate remuneration governance factors and market practice into consideration, including whether the acquired revenues were included in the Company's budget in the financial year upon which the instruments are due to be tested for vesting, when determining outcomes.</p>		

Employment Conditions Required for Vesting	Subject to the Plan Rules and Board discretion, the Participant must remain employed with the Company, or any Related Body Corporate, and must not have resigned, at the time the LTI vest. Subject to the Plan Rules, Participants who leave or resign from their employment prior to vesting shall, generally, forfeit their LTI.	
Rights on exercise of vested entitlements	Each vested Right entitles the Executive, upon exercise, to receive one fully paid ordinary Infomedia share.	Each vested RSU entitles the Executive, upon exercise, to receive one fully paid ordinary Infomedia share.
Settlement of entitlements	The Board retains a discretion to settle any vested LTI entitlements by cash payment or by shares procured on market and transferred to Mr Monsees. If shareholders approve this resolution, entitlements may also be settled by the issue of new shares.	
Price payable upon grant	Nil	
Exercise Price	Nil	
Post vesting disposal restrictions	Shares realised from the LTI scheme are not subject to specific post vesting disposal restrictions other than those set out in the Company's Securities Trading Policy. A copy of that policy is available at: https://www.infomedia.com.au/investors/corporate-governance/securities-trading/	
Malus & Clawback	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.	
Dividend and voting rights	No dividend or voting right is attached to the PRs or the RSUs. Ordinary voting and dividend rights apply to fully paid ordinary shares realised on conversion of the PRs and the RSUs.	
Hedging Prohibited	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.	
Change of Control	The Equity Plan Rules confer the Board discretionary power to determine the way any or all of the LTI will be dealt with, including discretion to allow participants to benefit from the change of control event.	
Further information disclosed in accordance with ASX Listing Rules 10.14 and 10.15	<ul style="list-style-type: none"> ▪ During FY2023 Mr Monsees was allocated the following interests under the terms of the Company's Long Term Incentive Scheme: <ul style="list-style-type: none"> ○ 1,081,967 Share Appreciation Rights (SARs) which were issued for nil consideration and approved by shareholders at the Company's 2022 Annual General Meeting. These interests remain on foot and are eligible to be tested for vesting in 2025; and ○ 295,699 Performance Rights which were issued for nil consideration and approved by shareholders at the Company's 2022 Annual General Meeting. These interests remain on foot and are eligible to be tested for vesting in 2025. ▪ During FY2023, Mr Monsees was also allocated 313,370 Restricted Stock Units (RSUs) under the terms of the Company's Equity Bonus Plan. The RSUs represented a sign-on bonus, deferred into equity over three years. The RSUs were approved by shareholders at the Company's 2022 Annual General Meeting and were issued for nil consideration to Mr Monsees. During FY2023, 104,457 RSUs vested and were exercised by Mr Monsees, converting into 104,457 fully paid ordinary shares. No consideration was payable in connection with this exercise. ▪ No loan will be provided by the Company in relation to the grant or exercise of the PR's or the RSUs proposed to be provided to Mr Monsees. ▪ Details of the equity incentives granted to Mr Monsees will be detailed in future Remuneration Reports, including a confirmatory statement that shareholder approval was obtained under ASX Listing Rule 10.14. Other than Mr Monsees, no Director or associate, will be eligible to participate in a grant of equity securities under the LTI Plan, unless shareholder approval is first obtained. ▪ Mr Monsees' total annual remuneration package is comprised of: <ul style="list-style-type: none"> ○ Fixed Remuneration of \$636,000 (inclusive of superannuation entitlements) ○ Short Term Incentive (STI) opportunity of \$572,400 at target and maximum capped opportunity of \$686,880 (representing 120% of target) if stretch goals are met. All STI payments are subject to the achievement of performance hurdles and other terms. ○ Long Term Incentive opportunity of \$699,600 (subject to the achievement of performance hurdles and other terms) ○ Reimbursement of up to \$25,000 per annum for personal health and life insurances, ongoing professional development and professional membership expenses. 	

Approval sought

For the purposes of ASX Listing Rule 10.14, and for all other purposes, shareholder approval is sought to grant Mr Monsees, the Company's CEO & Managing Director, Performance Rights and Restricted Stock Units under the Company's LTI Plan on the terms described in the Explanatory Notes.

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:

- a) By or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's 2023 Remuneration Report, or any of their closely related parties, regardless of the capacity in which the vote is cast;
- b) As a proxy by any person who is a member of KMP at the date of the AGM or their closely related parties;
- c) by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's employee equity incentive schemes, or any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a) A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) The chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Recommendation:

The Board (Mr Monsees abstaining) 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.


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **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
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150
 *subject to any COVID-19 public health orders and restrictions

 **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 **9:30am (AEDT) on Tuesday, 28 November 2023**, 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 **9:30am (AEDT) on Tuesday, 28 November 2023 at IFM Limited, Level 5, 155 Clarence Street, Sydney NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

You can participate by attending in person or logging in online at <https://meetings.linkgroup.com/IFM23> (refer to details in the Notice of Meeting).

Important for Resolutions 1 & 4: 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, even though the 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.

STEP 2


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

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Non-Executive Director, Ms Edwina Gilbert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Non-Executive Director, Ms Lisa Harker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue long-term equity incentives to the CEO & Managing Director	<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 poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

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

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 shareholder 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 Resolutions are 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 shares 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 shares 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 share 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 shares 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 shareholder 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 received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at 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 **9:30am (AEDT) on Sunday, 26 November 2023**, 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

<https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)

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