A large, stylized circular graphic composed of several concentric, broken rings in shades of light blue and grey, surrounding the central text. The rings are not fully closed, creating a sense of motion or a gear-like structure.

**NOTICE OF 2017
ANNUAL GENERAL MEETING**

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is given that the 2017 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the Company) will be held at **10:00 AM (AEDT)** on **Tuesday 24 October 2017** 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 2017.

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 2017 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 MS ANNE O'DRISCOLL

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

'That Ms Anne O'Driscoll, a Director retiring from office by rotation in accordance with Rule 7.1(e) 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 (Ms O'Driscoll abstaining) recommends that shareholders **vote FOR** this resolution.

RESOLUTION 3: APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS COMPANY AUDITOR

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

'That for the purposes of section 327B(1)(b) of the Corporations Act 2001 (Cth), and for all other purposes, that Deloitte Touche Tohmatsu be appointed as the Company's auditor.'

Further details about the resolution are set out in the Explanatory Notes.

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

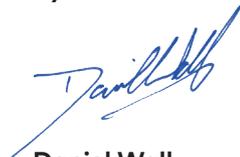
VOTING EXCLUSIONS

Voting exclusions apply to Resolution 1. Please refer to the voting exclusion statements in the Explanatory Notes enclosed with this Notice of Meeting for further details.

ADDITIONAL INFORMATION:

Please refer to the Explanatory Statement accompanying this Notice for more information on the resolutions to be considered at the meeting.

By Order of the Board of Directors



Daniel Wall
Company Secretary
12 September 2017

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 2017 AGM is as set out in the Company's share register at 10:00am (AEDT) on Sunday, 22 October 2017. 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, or by appointing a proxy to attend and vote on their behalf.

Voting in person: Please arrive 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.

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, 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.
- 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 may exercise, 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.
- 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.¹
- 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 (e.g. by 10:00am AEDT on Sunday 22 October 2017). 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 accessible at:
www.linkmarketservices.com.au

By facsimile: +61 2 9287 0309

Voting Exclusion Statement: Voting exclusions apply to Resolution 1. Refer to the Explanatory Notes below for further details.

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 2017.

EXPLANATORY NOTES TO THE BUSINESS OF THE MEETING

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 statutory reports (including the Directors' Report, Financial Statements and the Auditor's Report) be considered at the AGM. Written questions to the Company's auditor about the content of the auditor's report or the conduct of the audit may be sent using the 'Questions Form' enclosed with this notice. Questions may be submitted by following the instructions on the form and returning it to Link Market Services. Forms must be returned no later than 5:00pm AEDT on Tuesday 17 October 2017. 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.

RESOLUTION 1: REMUNERATION REPORT

Background: Shareholders must consider and adopt the Remuneration Report (**Report**) at each AGM.² The Report details the remuneration policies for Infomedia Ltd and reports the remuneration for Directors and KMP. The Report is prepared in accordance with the Corporations Act, and forms part of the Directors' Report for the financial year ended 30 June 2017.

Details of the Company's remuneration philosophy are set out in the Company's FY2017 Remuneration Report. The Company comprehensively reviewed its remuneration framework during the latter part of FY2016 to strengthen the link between executive remuneration opportunities and the Company's strategic goals and objectives. Those changes were applied for the entire period during FY2017, as detailed in the Company's FY2017 Remuneration Report.

A reasonable opportunity will be provided at the meeting for Shareholders to ask questions about, or make comments upon the Remuneration Report. Under the Corporations Act, the vote in relation to Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting exclusion statement:

A vote on Resolution 1 (Remuneration Report) must not be cast:

- (a) in any capacity by or on behalf of the Key Management Personnel (**KMP**) of the Company, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2017, or by any of their closely related parties (such as certain of their family members, dependants and companies they control); 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 unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:
 - (i) in accordance with a direction on the proxy form; or
 - (ii) by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP of the entity (refer note (e) on page 3 of this Notice for further detail).

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 Report identifies KMP for the financial year ending 30 June 2017.

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.

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

RESOLUTION 2: RE-ELECTION OF NON-EXECUTIVE DIRECTOR ANNE O'DRISCOLL

Background: The Company must hold an election of directors at each annual general meeting³. Ms Anne O'Driscoll will retire at the AGM under Rule 7.1(e) of the Company's Constitution.

Being eligible, Ms O'Driscoll offers herself for re-election as a Non-Executive Director. A summary of Ms O'Driscoll's skills and experience is contained in the Company's 2017 Annual Report.

Recommendation: The Board (Ms O'Driscoll abstaining) has considered Ms O'Driscoll's candidacy in respect of her individual merits and overall Board composition and recommend the re-election of Ms O'Driscoll as a Non-Executive Director of the Company.

Accordingly, the Board (Ms O'Driscoll abstaining) recommend 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 Ms O'Driscoll.

RESOLUTION 3: APPOINTMENT OF DELOITTE TOUCHE TOHMATSU AS COMPANY AUDITOR

On 1 December 2016, the Board appointed Deloitte Touche Tohmatsu (**Deloitte**) as the Company's auditor⁴ to fill the casual vacancy arising upon the resignation of BDO East Coast Partnership (**BDO**).⁵

Deloitte were selected following a rigorous competitive tender process which took into consideration the relative expertise, independence and proposed fee structures of the tender participants. Deloitte has deep experience in Information Technology and Automotive sectors and offered a unique value proposition when benchmarked against peer competitors. Deloitte's selection and appointment was overseen by the Audit & Risk Committee and approved by the Board.

In accordance with the Corporations Act, Deloitte holds office as the appointed auditor until the 2017 AGM.⁶ Having received Deloitte's consent to act which has not been withdrawn, and having received written notice from Mr Clyde McConaghy in his capacity as a member of the Company, nominating Deloitte for appointment as auditor⁷ (a copy of which is annexed to this notice of meeting as Attachment 1), Deloitte now stands for appointment as auditor of the Company in accordance with section 327B(1)(b) of the Corporations Act.

Recommendation: The Board recommend that members vote FOR this resolution.

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

³ Refer ASX Listing Rule 14.5 and Rule 7.1(e) of the Company's Constitution

⁴ Refer Infomedia's ASX announcement dated 1 December 2016

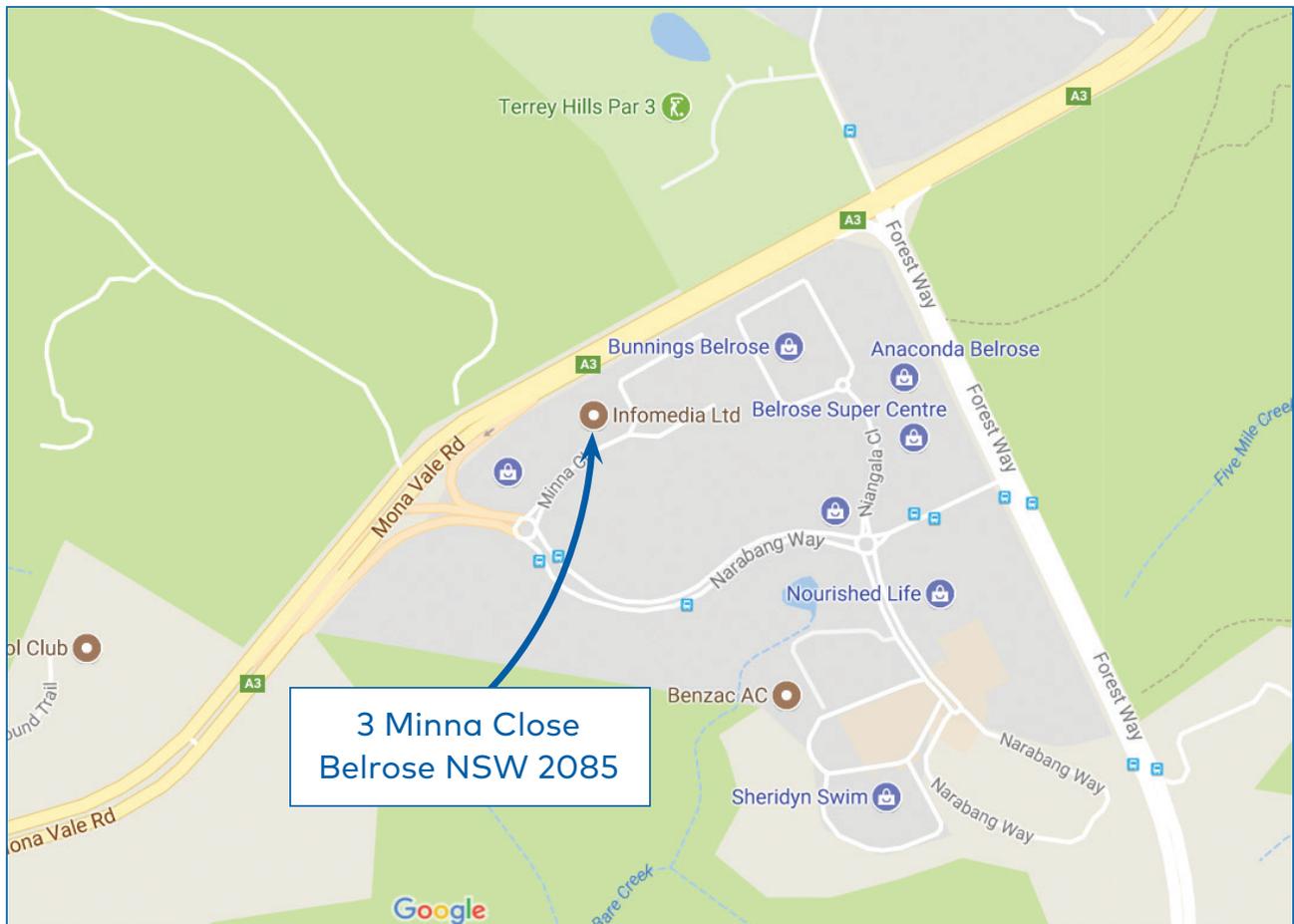
⁵ As consented to by the Australian & Securities Investment Commission in accordance with s329(5) and (6) of the *Corporations Act 2001* (Cth)

⁶ Refer section 327C(2) of the *Corporations Act 2001* (Cth)

⁷ As required by section 328B of the *Corporations Act 2001* (Cth)

LOCATION OF THE ANNUAL GENERAL MEETING

The 2017 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. Limited off street visitor parking is available in the marked parking spaces located adjacent to reception.



**ATTACHMENT 1
MEMBER NOMINATION LETTER**

6 September 2017

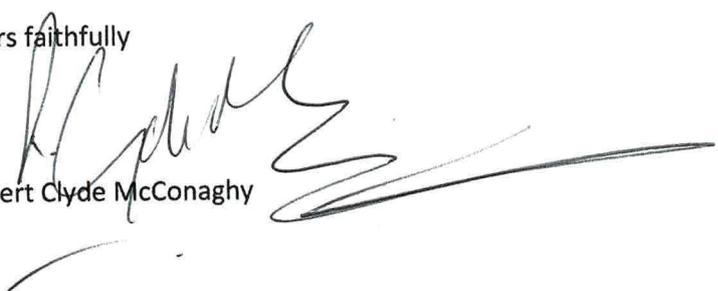
Mr Daniel Wall
Company Secretary
Infomedia Ltd
3 Minna Close
Belrose NSW 2085

Dear Mr Wall

Nomination of Deloitte Touche Tohmatsu as auditor

I, Robert Clyde McConaghy, being a member of Infomedia Ltd (the **Company**), hereby nominate Deloitte Touche Tohmatsu of 225 George Street, Sydney NSW, pursuant to section 328B of the *Corporations Act 2001* (Cth) for appointment as the Company's auditor at the Annual General Meeting to be held on 24 October 2017 (or any adjournment of that meeting).

Yours faithfully


Robert Clyde McConaghy



Global leaders in parts and service software