

INFOMEDIA LTD
CORPORATE GOVERNANCE STATEMENT 2018

INTRODUCTION

Infomedia follows the governance framework and recommendations set out in the ‘*Corporate Governance Principles and Recommendations 3rd Edition*’ published by the ASX Corporate Governance Council (the **ASX Principles**).

The Company strives to meet the ASX Principles in a manner consistent with its size, resources, and within the context of its operating environment. Where Infomedia does not conform with elements of the voluntary framework, the Company follows the ‘if not, why not’ framework by explaining and contextualising areas of non-conformance in this statement.

This Corporate Governance Statement is current as at 15 August 2018 and has been approved by the Board of Infomedia.

Further information about Infomedia’s corporate governance is available at:

<https://www.infomedia.com.au/investors/corporate-governance/>

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Board and management responsibilities

The Company maintains a formal charter documenting the appropriate division between the responsibilities of the Board and management. The charter reserves the following matters to the Board:

Strategy & Goals	Approving strategic plans and confirming Company direction, objectives and performance targets
Risk Management	Review business risks and monitor the effectiveness of risk management and internal controls in conjunction with the Audit & Risk Committee
Financial Oversight & Reporting	Approving budgets and annual and half-year financial statements Overseeing the integrity of financial reporting systems and the effectiveness and independence of the Company’s audit
Corporate Governance	Approving and monitoring the effectiveness of key corporate governance policies and practices and overseeing policies for timely and balanced disclosure and shareholder communications
Board Composition	Conduct Board evaluations and to ensure it is comprised of an appropriate mix of skills, experience, talent and diversity
Major Transactions	Approve major capital expenditures, changes in capital structures and transactions falling outside management’s authority
Dividends & Funding	Approving dividend policy, dividend reinvestment plans and the amount and timing of dividends
Funding	Monitoring and approving the Company’s funding arrangements
Remuneration	Approving remuneration of key management personnel
Performance Review	Monitoring and evaluating the performance of the CEO
Diversity	Fostering within the Company a culture of, and commitment to, workplace diversity

The Charter delegates implementation of the Company’s objectives and strategies to senior executives who are responsible for the day-to-day operations of the Company and for ensuring that the Board is sufficiently informed to perform its key strategic and risk-management functions. A copy of the Board Charter is available on the Company’s website at:

<https://www.infomedia.com.au/investors/corporate-governance/>

1.2 Election and appointment of directors

Before appointing a new director, or recommending a candidate for election to the Board for the first time, the Company assesses the candidate against the following criteria:

Skills, Experience, Composition & Diversity	Capacity	Independence	Background
Assessment of relevant skills, experience and personal qualities that will best complement and enhance Board effectiveness and diversity of composition	Ensuring the candidate is ready and able to devote the necessary time and commitment to the role	Assessing potential conflicts of interest and the overall independence of the candidate	Conducting, to the extent appropriate reference checks and other 'due diligence' on the candidate

Any newly appointed non-executive director will stand for election at the next Annual General Meeting of shareholders (**AGM**) as required by Infomedia's Constitution and the ASX Listing Rules. The Board provides all known and material information about the candidate which is deemed relevant to shareholders' decision to elect or re-elect any candidate.

This information includes:

- biographical details (including relevant qualifications, experience and skills), and details of any other material directorships currently held by the candidate;
- whether in the Board's view the person would, if elected or re-elected, qualify as an independent director;
- in the case of a new candidate for election - any material adverse information revealed by the various checks performed in relation to them by the Company, as well as details of any interest, position, association or relationship that might materially influence the person's judgment as a director;
- in the case of an existing director standing for re-election - the term of office already served by them; and
- a statement as to whether the Board supports the individual's election or re-election where appropriate.

1.3 Written agreements with each director and senior executive

The terms of appointment both for directors and for senior executives are documented by written agreements between each director and the Company to ensure a clear understanding of their respective roles, responsibilities and expectations.

1.4 The Company Secretary

The company secretary plays a key role in supporting the Board's functions. The company secretary is responsible for ensuring that business conducted at Board and Committee meetings is aligned with the Company's internal governance procedures and appropriately documented. The secretary is directly answerable to the Chairman of the Board in performing these functions. Appointments to the secretarial role are made by resolution of the Board.

1.5 Workplace Diversity & Gender Equality

Infomedia's Board and management seek to inculcate a culture in which all forms of diversity are valued and promoted. The Company maintains a formal Diversity Policy, a copy of which is available within the corporate governance section of the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/diversity-policy/>

The Company is a "relevant employer" for the purposes of the Workplace Gender Equality Act. In accordance with recommendation 1.5(c)(2) of the ASX Principles, the Company tracks the following Gender Equality Indicators (as defined in and published under that Act) for its Australian workforce.

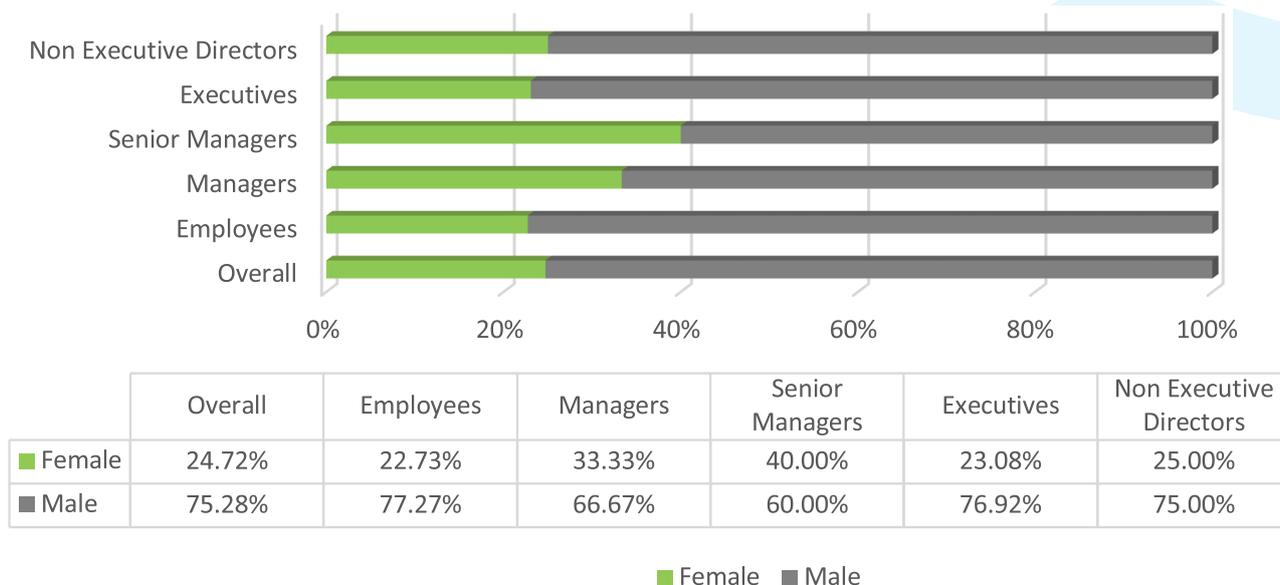
- gender composition of the workforce;
- equal remuneration between women and men for the same role;
- availability and utility of employment terms, conditions and practices relating to flexible working arrangements for employees and to working arrangements supporting employees with family or caring responsibilities;
- consultation with employees on issues concerning gender equality in the workplace; and
- sex-based harassment and discrimination.

A summary of the Company's Diversity Policy and most recent Gender Equality Report – 2017-18 (Australia only) can be viewed in the "corporate governance" section of its website at:

<https://www.infomedia.com.au/files/investors/infomedia-wgea-report-2018.pdf>

The following diagram illustrates the Company's gender profiles at various levels of seniority across the business globally.¹ The categories of executives and managers are classified based on their level of accountability within the organisation (e.g. a senior executive is directly accountable to the Chief Executive Officer (CEO), whilst a senior manager is directly accountable to a senior executive and so on):

Infomedia Group Global Gender Diversity Profile



At Infomedia we believe that professional appointments should be made on merit, regardless of a candidate's gender, ethnicity or any other personal characteristics. Due to the Company's size, sector and resourcing, use of fixed gender diversity targets may restrict the Company's ability to recruit the most suitable personnel. Consequently, the Company did not adopt formal, measurable objectives for achieving gender diversity during the reporting period which places the Company outside of technical compliance with recommendations 1.5(a) and (c) of the ASX Principles.

Despite not adopting formal targets, we recognise that increasing the number and representation of females at all levels of the organisation is important to lift diversity, to provide role models and to increase attraction and retention of high quality, high performing women. The Board and management are examining means of promoting gender diversity and attracting, retaining and promoting female talent within the Company to improve gender diversity in future years. During the period the CEO directly championed gender diversity initiatives, including by encouraging participation in 'Women in Technology'² (WIT) events by female talent within the Company, and by seeding female talent at the WIT 'Women Hack' recruitment event to lift the Company's profile in a bid to attract more female talent to the Company.

In addition to gender diversity initiatives, Infomedia is committed to building a workforce that respects and values the contributions of its culturally and linguistically diverse staff at all levels. As a global Company, Infomedia promotes equal opportunity and encourages applications from a broad range of suitably skilled candidates.

1.6 Performance evaluation of the Board

The Company maintains a Remuneration and Performance Evaluation Policy (**Remuneration Policy**). The Remuneration Policy outlines the criteria for assessing the performance of the Board, individual directors, the Chairman of the Board and senior executives. A summary of the Remuneration Policy can be viewed on the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/performance-evaluation/>

Under the Remuneration Policy, the Remuneration & Nominations Committee oversees the performance evaluation of the Board and ensures that the performance evaluation of individual directors is carried out. The Chairman's performance evaluation is conducted by the Board. The Charters of each of the committees of the Board specify the evaluation of their own performance.

¹ 2018 figures current as at 24 July 2018.

² Refer www.wit.org.au

The Board commenced a performance evaluation process during the period which remains ongoing at the time of this report.

1.7 Performance evaluation of senior executives

Senior Executives, including executives who are key management personnel, are subject to an annual performance management process. It includes setting of personal objectives and key performance indicators and operates in conjunction with the Company's short-term incentive remuneration framework. The plans are set with input from the Remuneration & Nominations Committee and are approved by the Board. Performance against those objectives is measured and assessed by the CEO, or in the case of the CEO, by the Chairman of the Board.

During the period performance assessments of Executive KMP and senior executives were completed as part of regular performance planning and management.

2. STRUCTURE THE BOARD TO ADD VALUE

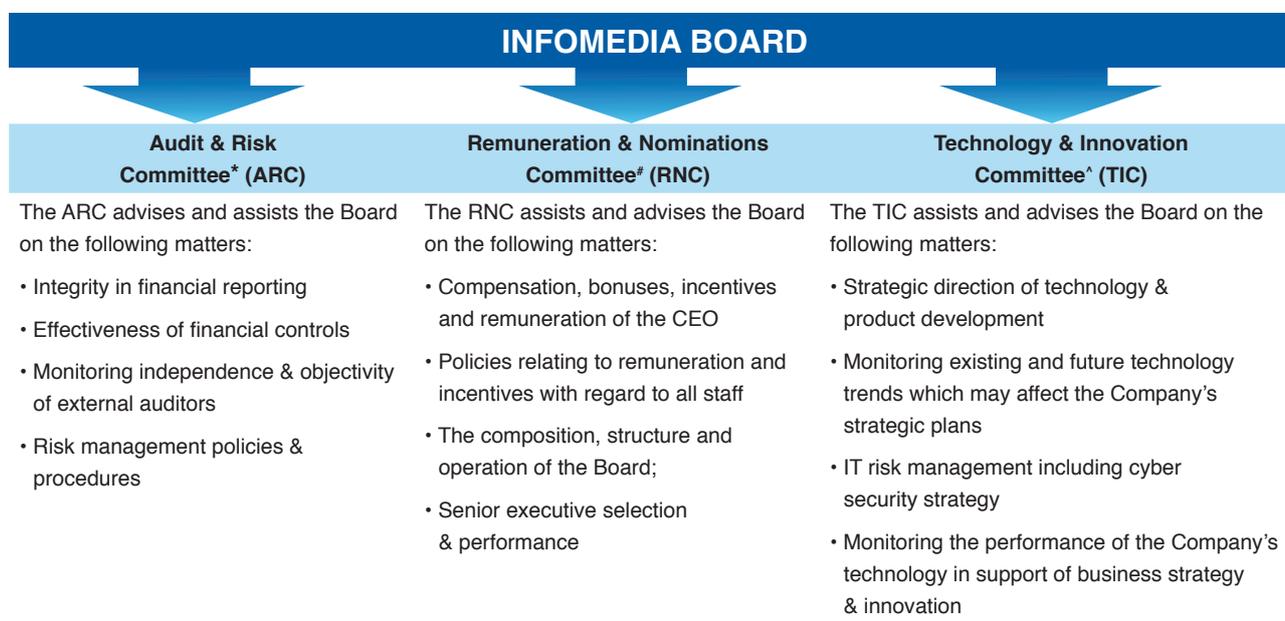
2.1 Board & Committee Structure & Composition

The composition and size of the Board is guided by Infomedia's Constitution which makes general provision for a minimum of three and a maximum of five directors. Careful consideration is given to the contribution each director can make both individually and collectively to effectively discharge the Board's responsibilities. As at the date of this report the Company's governing Board and sub-committees are comprised as follows:

		Board	Audit & Risk Committee	Remuneration & Nominations Committee	Technology & Innovation Committee
Non-Executive & Independent	Bart Vogel	(C)		✓	✓
	Paul Brandling	✓	✓		(C)
	Clyde McConaghy	✓	✓	(C)	
	Anne O'Driscoll	✓	(C)	✓	
Executive	Jonathan Rubinsztein	✓			✓

1. (C) means Chairman of the Committee or Board

The Board discharges its obligations directly and via appropriate delegations to its sub-committees per the following structure:



* Further information about the ARC is set out in section 4 and 7 below.

Further information about the RNC is set out in section 2.4 and 8 below.

^ Established 21 July 2017. All other Committees were in operation throughout the entire period.

2.2 Board Independence

The Board maintains active processes to monitor the relevant interests of its members on a regular basis to identify and manage material threats to the actual or perceived threats to the independence of its members, or actual or perceived conflicts of interest.

The table below outlines the tenure of each current non-executive director and confirms their status as independent as assessed by the Board.

Director	Appointed	Last Elected by Shareholders	Status
Mr Clyde McConaghy	November 2013	November 2016	Independent
Ms Anne O'Driscoll	December 2014	October 2017	Independent
Mr Bart Vogel	August 2015	October 2015	Independent
Mr Paul Brandling	October 2016	November 2016	Independent

2.3 Board skills

There is strong emphasis on promoting, among other attributes, an appropriate mix of complementary skills, independence, expertise, business knowledge and executive and non-executive participation. The details of each director's name, terms of office, meeting attendance records, experience and expertise appear in the 2018 Annual Report.³

The Board considers that expertise and experience in the automotive industry, information technology, mergers/acquisition, professional services (including accounting and communications), executive leadership (sales, marketing and human resources), governance structures, strategy development, risk management, management of international business operations, emerging markets business experience and investor relations are important to the successful governance and stewardship of the Company. The Board are satisfied that the appropriate mix of qualifications, skills and experience is achieved in its current membership.

2.4 Board nomination and succession-planning

The Nominations Committee has responsibility for overseeing matters relating to Board composition and succession-planning. A copy of the Committee's charter is available via the Company's website at <https://www.infomedia.com.au/investors/corporate-governance/nomination-committee-charter/>

The composition of the Remuneration & Nominations Committee meets all the requirements of recommendation 2.1(a) of the ASX Principles as it:

- has three members, all of whom are non-executive independent directors; and
- is chaired by an independent non-executive director.

The current composition of the Remuneration & Nominations Committee is set out above in section 2.1. For more detailed information, including the relevant qualifications and experience of its members, as well as the number of meetings held and individual attendances of members over the course of the financial year, see the 2018 Annual Report.⁴

³ For further information refer to the Company's 2018 Annual Report located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>

⁴ The Company's 2018 Annual Report is located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>.

2.5 Board induction and professional development

As noted above, the Company maintains a formal policy for the nomination and induction of directors with three broad phases:

Phase 1	<ul style="list-style-type: none">• Screening of candidates based on selection criteria and assessment of independence• Informal introduction to the full Board
Phase 2	<ul style="list-style-type: none">• Provision of information packages and documentation to aid induction• Formal induction process including a program of briefings with key senior executives
Phase 3	<ul style="list-style-type: none">• Ratification of appointment by shareholders at the next AGM

The Company provides directors with appropriate professional development opportunities to develop and maintain their relevant skills and knowledge.

3. ETHICAL BUSINESS CONDUCT

Infomedia believes that being a good corporate citizen is an important measure of success as a Company. Infomedia's core values, together with its Code of Conduct and policy framework define the standards of behaviour expected of its people.

3.1 Infomedia's Core Values

Infomedia's Core Values define what we believe, what we stand for in principle and how we work together as a team. Infomedia places emphasis on personal integrity, mutual respect and ethical business practices in all of its dealings. In 2017 the Company's core values were re-assessed and re-defined by our employees. The Company believes that success is created when our employees act together and in line with the following 'Core Values':

- **Accelerating Performance:** *we are action orientated and always accountable to our customers.*
- **Driving Innovation & Service:** *our technology leadership empowers our customers.*
- **Navigating Global, Steering Local:** *our customers benefit from a unified Infomedia approach with local execution.*
- **Having Fun in the Fast Lane:** *we balance hard work with a fun and vibrant workplace.*

3.2 Infomedia's Code of Conduct

The Infomedia Code of Conduct strengthens the Company's commitment to the Core Values by articulating and formally entrenching positive cultural values within the Company, and by providing guidance on dealings with various stakeholders.

The Code of Conduct⁵ was re-assessed and re-written in 2017 to reflect the Company's current operating environment and revised Core Values, and to address contemporary and evolving governance issues.

The Code of Conduct commits the Company and its employees to (among other things) the following key concepts and behaviours:

- **Sustainability:** Infomedia is committed to reducing its environmental impact, where practical; and
- **Human Rights:** Infomedia is committed to respecting human rights in the conduct of our business operations around the world and when dealing with suppliers.

The Company also recognises that success is based on strong relationships underpinned by trust, integrity and mutual respect. The Company is committed to:

- **Anti-Corruption & Anti-Bribery:** Infomedia prohibits corruption and the payment of bribes of any kind whether in dealing with customers, suppliers, distributors or any other individuals; and
- **Transparency:** Infomedia's employees and representatives are expected to act in a manner that avoids actual or perceived conflicts of interest.

⁵ For further information refer to: <https://www.infomedia.com.au/investors/corporate-governance/code-of-conduct/>

3.3 Other Policies

The Company maintains a range of internal policies which define the Company's expectations and commitment to good corporate governance and responsible business practices. During the period we:

- introduced a Whistleblower Policy to formally articulate and communicate the right of our people to report a reasonable belief as to unethical or illegal conduct without fear of reprisal. A summary of the Whistleblower Policy is available via the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/whistleblower-policy/>
- adopted a voluntary Company statement with respect to Modern Slavery in our supply chain. The Modern Slavery Statement is available via the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/modern-slavery-statement/>; and
- replaced the Securities Trading Policy with a new version containing a series of enhanced governance measures to guard against insider trading (actual or perceived) by relevant stakeholders. A copy is available at: <https://www.infomedia.com.au/investors/corporate-governance/securities-trading/>

4. INTEGRITY IN FINANCIAL REPORTING

4.1 The Audit & Risk Committee

The Audit & Risk Committee's composition meets all requirements contained in recommendation 4.1(a) of the ASX Principles as it:

- has at least three members, all of whom are non-executive directors;
- consists of only independent directors; and
- is chaired by an independent director, who is not the chair of the Board.

The objectives of the Audit & Risk Committee are defined in its Charter. A copy of the Audit & Risk Committee Charter is available via the Company's website at: <http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>.

The current composition of the Audit & Risk Committee is set out in section 2.1 above. For more detailed information, including the relevant qualifications and experience of its members, as well as meetings and individual attendances of members over the course of the financial year, see our 2018 Annual Report.⁶

4.2 Financial reporting obligations

The Company's financial reporting obligations for FY2018 were fulfilled in accordance with applicable legal and accounting requirements. For further information, please refer to the financial statements and notes contained in the Directors' Report and the Independent Audit Report.

In accordance with the Company's Risk Management Plan and Policy, the CEO and the Chief Financial Officer (**CFO**) have provided the Board with the necessary certifications required pursuant to the *Corporations Act 2001* (Cth) and in accordance with recommendation 4.2 of the ASX Principles.

4.3 Independent auditors

The Board acknowledges the importance of external auditor independence and the rotation of not only responsible audit partners but also audit firms. The Company last changed audit firms in December 2016 when it appointed Deloitte Touche Tohmatsu. Mr Sandeep Chadha has now served as audit partner for two years. Deloitte's appointment was subsequently approved by shareholders at the 2017 AGM. The Company's external auditor attends and is available at all AGMs to answer questions from shareholders.

⁶ The Company's 2018 Annual Report can be found at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>

5. MARKET DISCLOSURE

5.1 Market disclosure

The Board maintains a Market Disclosure Policy in accordance with the ASX Principles. Infomedia is committed to providing relevant, timely and accurate information to the market regarding financial information, performance, ownership and governance. The continuous and periodic reporting obligations imposed under the ASX Listing Rules, and the Company's internal procedures are well understood by senior management.

A summary of the Market Disclosure Policy can be found on the Company's website at:

<https://www.infomedia.com.au/investors/corporate-governance/market-disclosure/>

6. SHAREHOLDER RIGHTS

Infomedia is committed to promoting effective communication with all shareholders via the following channels:

Company Website	Shareholder Relations	General Meetings
<p>The Company continues to develop its on-line content delivery for shareholders via the Company's website, where investors can find:</p> <ul style="list-style-type: none">• information about the Company's directors and key management personnel• this Corporate Governance Statement• summaries of the various corporate governance charters, policies and guidelines• annual and half yearly reports• media releases, achievements and share price information• relevant notices relating to members' meetings	<p>The Company's Head of Investor Relations fosters two-way communication with shareholders by:</p> <ul style="list-style-type: none">• effective use of investor teleconferences and investor meetings• the maintenance of a dedicated shareholder communications platform on its website, including a portal allowing shareholders to submit queries directly to the Company <p>Shareholders are encouraged, to receive electronic communications from the Company and from its security registry</p>	<p>Shareholder participation at general meetings is always encouraged by:</p> <ul style="list-style-type: none">• encouraging shareholders to submit questions or comments ahead of the meeting;• ensuring senior executives are present at AGMs to answer queries about the Company's operations; and• ensuring that Infomedia's independent auditor is present at AGMs to answer shareholder questions relevant to the audit of the Company's annual financial statements.

7. RISK MANAGEMENT

7.1 Audit & Risk Committee

The Audit & Risk Committee oversees risk and its composition conforms with ASX recommendation 7.1 as is outlined above in sections 2 and 4.1 above, The number of Committee meetings and individual attendances are set out in the Directors' Report. A copy of the Audit & Risk Committee Charter is available on the Company's website at <https://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>

7.2 Risk management

The Board, through the Audit & Risk Committee, has oversight of the establishment, implementation and monitoring of appropriate risk management frameworks and internal controls. To this end, the Company maintains a formal Risk Management Plan and Policy (**Risk Policy**) which aligns to ISO31000 standards. A summary of the Company's Risk Policy is available on the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/risk-management/>

Establishment of risk management procedures, compliance and control rests with the CEO, CFO and senior executives and, at a daily operating level, with departmental managers. During the reporting period, the Audit & Risk Committee reviewed the entity's risk management framework and re-confirmed its effectiveness. The Committee also considered the key operational risks and the controls implemented by management to mitigate those risks. A summary of risks relevant to the Infomedia group are separately outlined on page 16 of the 2018 Annual Report.⁷

Notably, the Company recently attained certification of its information Information Security Management System in line with ISO 27001:2015 standards. The Company has developed comprehensive information security protocols and processes, which the certification validates.

7.3 Internal audit function

In the Board's view, given the Company's current size and high degree of centralisation of financial and commercial functions, no significant benefit would be gained from establishing a separate internal audit function. Under the Audit & Risk Committee's oversight, the CFO is tasked with continually monitoring the Company's financial risk management processes. The Committee also considers any suitable internal controls recommended by the external auditor. In the Board's view this arrangement, combined with the Company's policy for monitoring the independence of the external auditor, is sufficient to ensure that effective and appropriate risk management processes are maintained.

7.4 The Company's economic, environmental and social sustainability risk profile

The Company routinely examines its exposure to economic, environmental and social sustainability risk via its risk management processes, primarily discharged by the Audit & Risk Committee. The Company considers risk in the conduct of its business and outlines its exposure to economic and operating risks in the 2018 Annual Report in line with the recommendations of ASIC Regulatory Guide 247.⁸

During the period no exposure to material environmental or social sustainability risks were identified.

Despite having no material exposure to these risks, proactive steps are taken to address the risk profile and during the period, the Company proactively adopted a Modern Slavery statement in relation to its supply chain⁹. The Company has commenced a program to strengthen and standardise existing measures relating to the assessment and selection of new suppliers. During the period, Company representatives conducted on-site inspections of working facilities of its third-party development resources located in South East Asia. The working conditions were deemed of a high standard and no issues were detected with regard to the human rights of workers generally.

⁷ The Company's 2018 Annual Report located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>

⁸ For further information refer to the Company's 2018 Annual Report located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>

⁹ A copy of the statement can be viewed at: <https://www.infomedia.com.au/investors/corporate-governance/modern-slavery-statement/>

8. Executive & Non-Executive remuneration

8.1 Remuneration Committee

The Company maintained a Remuneration Committee throughout the reporting period. The Committee is chaired by an independent director, and all members are independent directors. The current composition, meetings and individual attendances of members of the Remuneration Committee during the period are set out in section 2.1 above and in the Directors' Report.¹⁰

A copy of the Remuneration Committee Charter is available on the Company's website at:

<https://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/>

8.2 Infomedia's remuneration policies

The Board, through the Remuneration Committee, has oversight of the establishment, implementation and monitoring of appropriate remuneration frameworks. The Board has processes in place to raise issues relating to remuneration in the form of regular reporting by senior executives.

The Company also maintains a formal Remuneration Policy which aims to provide a framework for structuring total remuneration that:

- facilitates the long-term growth and success of the Company;
- implements a mixture of fixed, performance and equity-based incentives;
- distinguishes between non-executive director remuneration and executive remuneration;
- is competitive with the market; and
- is linked to the Company's overall performance and shareholder value.

The range of remuneration incentives available to directors and executives is summarised in the table below:

Non-Executive	Executive
Components of Non-Executive Director Remuneration	Components of Senior Executive and Staff Remuneration*
<ul style="list-style-type: none">• Directors' fees• Statutory superannuation contributions	<ul style="list-style-type: none">• Salary• Statutory superannuation contributions• Bonuses• Equity based remuneration• Commissions

* Note –Differing combinations of remuneration and incentives are offered on a case-by-case basis

The Company has two equity-based incentive plans that govern equity-based awards. These are:

- an Executive Incentive Plan, applicable to certain eligible employees (including senior executives and the managing director) as designated by the Board, under which eligible participants may receive short term and/or long-term incentives; and
- a Performance Rights and Option Plan, applicable to all those who participate in any options or performance rights as part of their remuneration.

Further details concerning the Company's policies and practices regarding the remuneration of key management personnel are contained in the Company's 2018 Remuneration Report¹¹.

8.3 Prohibition of hedging arrangements

The terms of the Company's Performance Rights & Option Plan, which governs all security-based incentives, expressly forbids participants from entering into transactions which limit the economic risk of participating in the scheme unless specifically permitted by the *Corporations Act 2001* (Cth).

¹⁰ For further information refer to the Company's 2018 Annual Report located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>

¹¹ For further information refer to the Company's 2018 Annual Report located at <https://www.infomedia.com.au/files/investors/FY18-AnnualReport.pdf>