

INFOMEDIA LTD

CORPORATE GOVERNANCE STATEMENT 2023

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INTRODUCTION

Infomedia strives to meet the governance framework and recommendations set out in the ‘*Corporate Governance Principles and Recommendations 4th Edition*’ (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 an element 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 22 August 2023 and has been approved by the Board of Infomedia. Further information about Infomedia’s corporate governance is available at: www.infomedia.com.au/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 and Goals	Approving strategic plans and confirming Company direction, objectives and performance targets
Risk Management	Review business risks, set organisational risk appetite and monitor the effectiveness of risk management and internal controls in conjunction with the Audit and Risk Committee
Financial Oversight and 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 and 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 and maintaining oversight in respect of the CEO's direct reports
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: www.infomedia.com.au/investors/corporate-governance/board-charter

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 and 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 Company and the Board conduct appropriate background checks on new director candidates and 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 background 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.

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

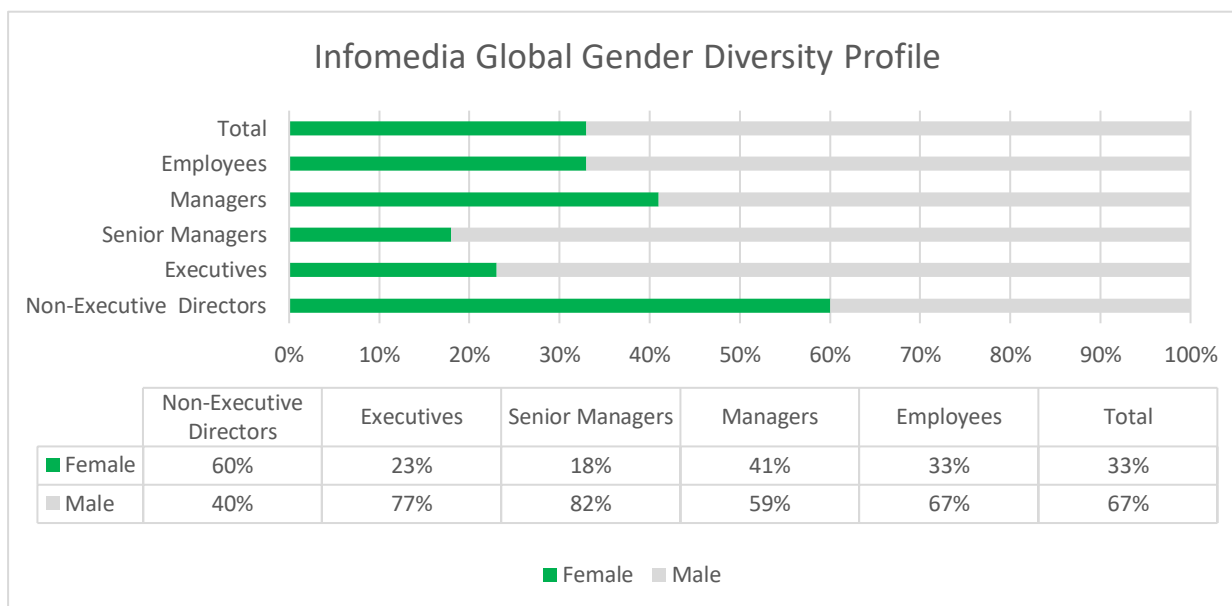
The company secretary is responsible for ensuring that business conducted at Board and Committee meetings is aligned with the Company's internal governance procedures and appropriately documented, and is directly accountable to the Infomedia Board, through the Chairman, in performing these functions.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

1.5 Workplace Diversity and Gender Equality

Position statement on diversity and diversity data

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

The diagram below 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):



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. The Company’s most recent Gender Equality Report – 2022-2023 (Australia only) can be viewed in the “corporate governance” section of its website at: www.infomedia.com.au/files/investors/infomedia-wgea-report-2023.pdf

During the period, the Company took steps to strengthen its parental leave policies, and to align its parental leave benefits across its global workforce. The Company is pleased to offer a minimum of 12 weeks paid parental leave for primary carers, and 6 weeks paid parental leave for secondary carers to its direct workforce. 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.

Adoption of measurable objectives

The Company has not adopted formal, measurable objectives, for achieving gender diversity, placing it outside of technical compliance with recommendations 1.5(c) of the ASX Principles. The Company operates on a merit-based recruitment and selection philosophy to ensure the strongest and most suitable candidates are appointed, regardless of gender or any other characteristic. As noted above, the Company encourages diversity of all forms, including gender diversity.

1.6 Performance evaluation of the Board

The Company maintains a Remuneration and Performance Evaluation Policy (**Remuneration and Performance Policy**). The Remuneration and Performance Policy outlines the criteria for assessing the performance of the Board, individual directors, the Chairman of the Board and senior executives. A copy of the Remuneration and Performance Policy can be viewed on the Company’s website at: www.infomedia.com.au/investors/corporate-governance/performance-evaluation/. The Board did not undertake a formal performance evaluation process during the period.

¹ Figures current as at 9 August 2023.

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, People and Culture 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.

Performance assessments of Executive KMP and senior executives, referable to FY2023, have been completed as part of the Company’s regular performance planning and management process. Further details about remuneration outcomes for key management personnel are set out in the Company’s 2023 Remuneration Report.

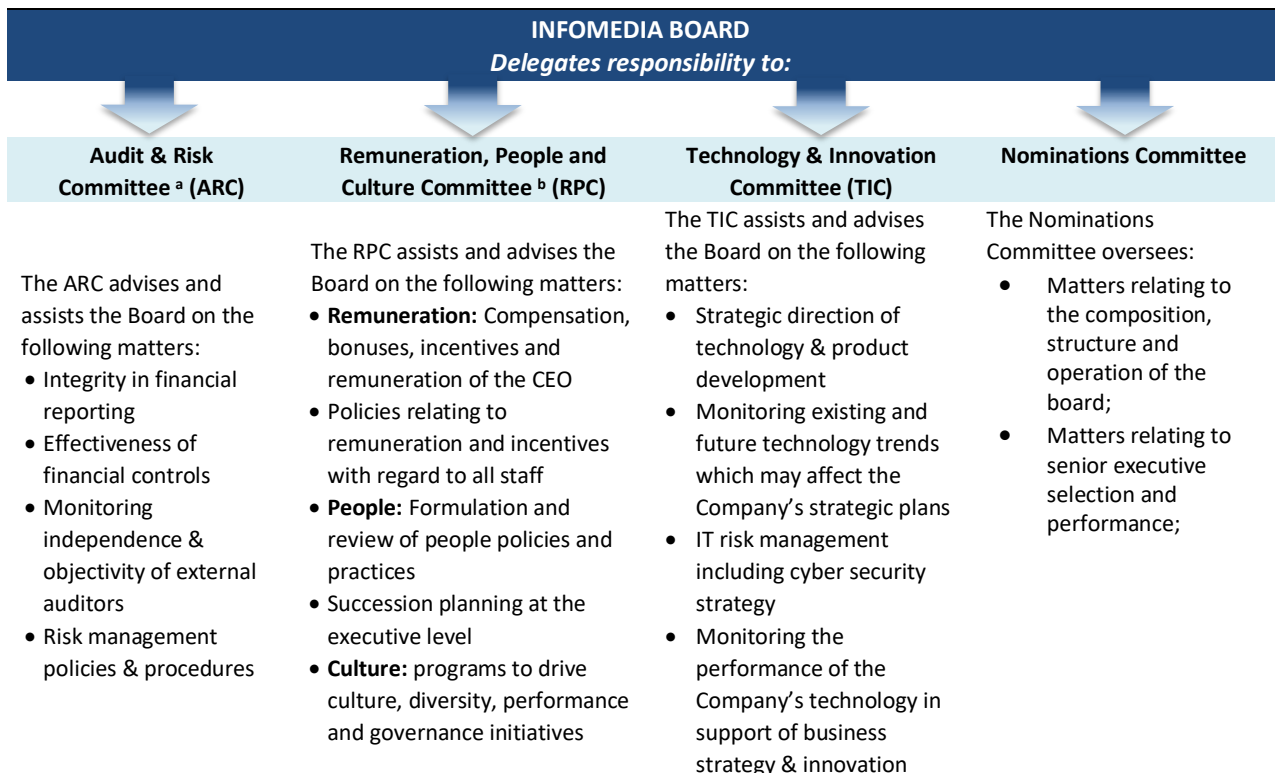
2. STRUCTURE THE BOARD TO ADD VALUE

2.1 Structure and Composition of the Board and Committees

The composition and size of the Board is primarily guided by Infomedia’s Constitution. 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 and Risk Committee	Remuneration People and Culture Committee	Technology and Innovation Committee	Nominations Committee
Independent Non-Executive Directors	Bart Vogel	Chair		✓	✓	Chair
	Kim Anderson	✓		Chair		✓
	Jim Hassell	✓	✓		Chair	✓
	Edwina Gilbert	✓	✓	✓		✓
	Lisa Harker	✓	Chair			✓
Executive Director	Jens Monsees	✓			✓	

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



a. Further information about the ARC is set out in section 4 and 7 below.
 b. Further information about the RPC is set out in section 8 below.
 c. Further information about the Nominations Committee is set out in section 2.4 below.

2.2 Board Independence

The Board maintains active processes to regularly review and report relevant interests via the Company Secretary. The Board seeks to actively identify, manage and prevent material threats to Board independence and/or conflicts of interest at all times. The Board is comprised of a majority of independent non-executive directors and the role of Chairman and CEO are separate, as outlined in section 2.1 above. The table below outlines the tenure of each current non-executive director and confirms their status, as assessed by the Board.

Director	Appointed	Last Elected by Shareholders	Status
Mr Bart Vogel (Chairman)	31 August 2015	November 2021	Independent Non-Executive Director
Ms Kim Anderson	15 June 2020	November 2022	Independent Non-Executive Director
Mr Jim Hassell	10 May 2021	November 2022	Independent Non-Executive Director*
Ms Lisa Harker	6 February 2023	N/A^	Independent Non-Executive Director
Ms Edwina Gilbert	1 March 2023	N/A^	Independent Non-Executive Director
Mr Jens Monsees	23 May 2022	N/A	Executive Director

Notes:

^ Ms Harker and Ms Gilbert will both stand for election at the Company's 2023 AGM.

* Mr Jim Hassell held the position of interim Chief Executive Officer (CEO) and Managing Director (MD) between October 2021 and May 2022 whilst the Company secured a permanent CEO and MD. Despite this appointment, the Board considers that Mr Hassell remains independent on the basis that he first joined the Infomedia Board in May 2021 and because he held the appointment for less than 12 months. Mr Hassell was re-elected as an independent non-executive director by shareholders at the Company's 2022 Annual General Meeting.

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 2023 Directors' Report.

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 www.infomedia.com.au/investors/corporate-governance/nomination-committee-charter/.

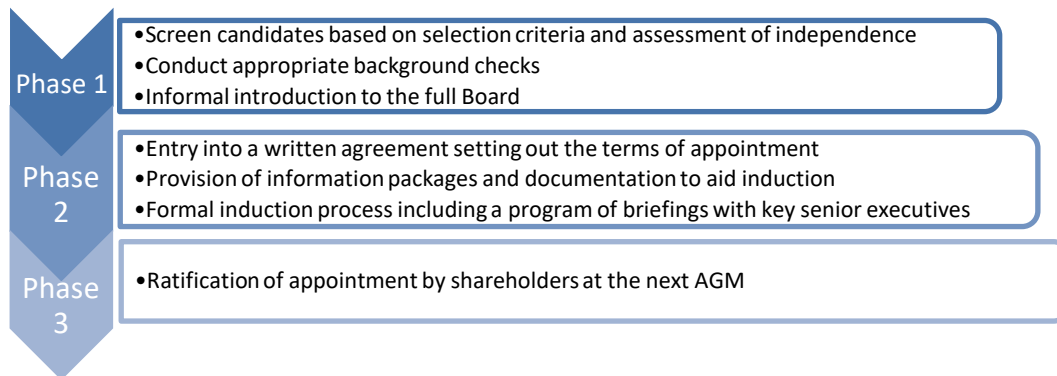
The composition of the Nominations Committee meets all the requirements of recommendation 2.1(a) of the ASX Principles as it has three members, all of whom are non-executive independent directors and is chaired by an independent non-executive director.

The current composition of the 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 2023 Directors' Report.

During the period, the Committee oversaw Board succession initiatives with the appointment of two new directors, Lisa Harker and Edwina Gilbert. Ms Harker replaces Ms O'Driscoll as Chair of the Audit & Risk Committee following her retirement from the Board on 31 March 2023. Further information about Ms Harker and Ms Gilbert can be found in the 2023 Annual Report.

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:



The Company provides directors with appropriate professional development opportunities to develop and maintain their relevant skills and knowledge. Professional development resources are routinely received from the Company’s auditors and other professional advisory firms, and the directors routinely attend conferences and seminars referable to their remit on the Board and/or its sub-committees.

3. ETHICAL BUSINESS CONDUCT

Corporate responsibility is an important indicator 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. 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 and 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 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 Conduct commits the Company and its employees to (among other things) sustainability, recognition of human rights and ensuring trust, integrity and mutual respect in all dealings. A copy of the Code of Conduct is available at: www.infomedia.com.au/investors/corporate-governance/code-of-conduct/

3.3 Governance policies and framework

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

- **Whistleblower Policy** formally articulating and communicating the right to report unethical or illegal conduct without fear of reprisal. A copy of the Whistleblower Policy is available via the Company's website at: www.infomedia.com.au/investors/corporate-governance/whistleblower-policy/. Material incidents reported under this policy are reportable to the Board.
- **Modern Slavery Policy:** the Company has maintained a voluntary position statement on Modern Slavery since 2018 and lodged its first formal statement under the *Modern Slavery Act 2018* (Cth) during the period. The Company has adopted a formal policy on Modern Slavery, outlining the Company's position on Modern Slavery and its practices to reduce the risk of Modern Slavery within its supply chain. A copy of the policy can be found at: <https://www.infomedia.com.au/investors/corporate-governance/modern-slavery-policy/>; and
- **Securities Trading Policy** outlining governance measures to guard against insider trading (actual or perceived) by relevant stakeholders. A copy of the policy is available via the Company's website at: <https://www.infomedia.com.au/investors/corporate-governance/securities-trading/>.
- **Anti-Bribery and Anti-Corruption Policy:** The Company maintains an Anti-Bribery and Anti-Corruption Policy which supplements and builds upon the Company's existing Code of Conduct and provides greater clarity. Material breaches of this policy are reportable to the Infomedia Board. A copy of the policy is available at: <https://www.infomedia.com.au/investors/corporate-governance/anti-bribery-and-anti-corruption-policy/>

4. INTEGRITY OF CORPORATE REPORTING

4.1 The Audit and Risk Committee

The Audit and Risk Committee's composition meets all requirements contained in recommendation 4.1(a) of the ASX Principles as it is comprised of three independent non-executive directors and is chaired by an independent director, who is not the chair of the Board.

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

The current composition of the Audit and 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, please refer to our 2023 Directors' Report.²

4.2 Financial reporting obligations

The Company's financial reporting obligations for FY2023 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 Integrity of non-audited periodic corporate reports

The Company takes its commitment to ensuring the integrity of all materials released to the market, including those materials released to market which are not subject to audit. The Company generally applies the following peer review framework to test the integrity and accuracy of materials before release to the market:

	Examples	Primary Responsibility	First Peer Review	Second Peer Review	Third Peer Review ^(a)
Annual and Interim Reports (unaudited components)	Directors' Report, Governance Report and Interim Financial Reports	CEO / CFO	A senior team member of the Company's finance, legal, secretariat or investor relations team	One or more members of the Continuous Disclosure Committee	One or more Non-Executive Directors
Other Financial information	Corporate actions, investor briefing slides and interim investor updates	CFO	Senior member of the Infomedia finance team	One or more members of the Continuous Disclosure Committee	One or more Non-Executive Director(s)
Other Business statements	Corporate actions, investor briefing slide and interim investor updates, outlook statements and statements on risk	CEO / CFO	CFO, CEO or Head of Investor Relations		

Notes:

- a. shaded boxes represent processes that are used on an 'as needed' basis as determined by management and are reserved for matters of enhanced sensitivity or importance, or which require special knowledge or experience to vet;
- b. the above review process is subject to the Company's Market Disclosure Policy which outlines various contingencies which may be enacted in urgent circumstances. A copy of the policy can be found at: www.infomedia.com.au/investors/corporate-governance/market-disclosure/

5. TIMELY AND BALANCED MARKET DISCLOSURE

5.1 Market disclosure

The Company 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 copy of the Company's revised Market Disclosure Policy can be found on the Company's website at: www.infomedia.com.au/investors/corporate-governance/market-disclosure/.

The Company maintains standing, automatic notification protocols, administered via the ASX and/or other third parties to ensure that all directors receive an email notification immediately after all announcements made via the ASX Market Announcements Platform are made, whether those releases are material or not

The Company also ensures that new substantive investor or analyst presentations are provided to the ASX Market Announcements Office ahead of the presentation.

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 online 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 copies of relevant corporate governance charters, policies and guidelines annual and half yearly reports media releases, achievements and share price information notices relating to members' meetings 	<p>The Company 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 and Risk Committee

The Audit and Risk Committee oversees risk. The composition of the Committee conforms with ASX recommendation 7.1 as is outlined above in sections 2.1 and 4.1 above. The number of Committee meetings and individual attendances are set out in the Company's 2023 Directors' Report. A copy of the Audit and Risk Committee Charter is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>.

7.2 Risk management

The Board, through the Audit and 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**) aligned to ISO31000 standards. As a technology Company, Infomedia's cognisance of information security is paramount and to this end, the Company has developed comprehensive information security protocols and processes which have been validated and certified against ISO27001:2015 standards (refer to www.infomedia.com.au/certificates/).

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 and Risk Committee, via its new Chair, Lisa Harker, commenced a review the entity's overall risk management framework which remains ongoing. In parallel, the Committee 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 in the Company's 2023 Directors' Report. A copy of the Company's Risk Policy is available on the Company's website at: www.infomedia.com.au/investors/corporate-governance/risk-management/.

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 and Risk Committee’s oversight, the CFO is tasked with 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 considers its exposure to economic, environmental, and social sustainability risk via its risk management processes, primarily discharged by the Audit and Risk Committee. The Company considers risk in the conduct of its business and outlines its exposure to economic and operating risks in the 2023 Directors’ Report, consistent with the recommendations of ASIC Regulatory Guide 247.

8. EXECUTIVE AND NON-EXECUTIVE REMUNERATION

8.1 Remuneration, People & Culture Committee

The Company maintained a Remuneration, People & Culture Committee (RPC) throughout the reporting period. The Committee is chaired by an independent director, and all Committee members are independent directors. The current membership of the Committee is set out in section 2.1 above. The number of meetings held and individual attendances of members during the period are set out in the 2023 Directors’ Report. A copy of the RPC Committee Charter is available on the Company’s website at: www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/.

8.2 Infomedia’s remuneration policies

The Board, through the RPC 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 maintains a Remuneration and Performance Evaluation Policy (**Remuneration and Performance Policy**) which is aimed at attracting, retaining and motivating Directors and Senior Executives, ensuring they have the appropriate quality and skills, according to market factors and the Company’s financial capacity; and to link remuneration directly to corporate and individual performance. The corporate and individual performance of Directors and Senior Executives are assessed in accordance with the Remuneration and Performance Policy. A copy of the Remuneration and Performance Policy is available on the Company’s website at: <https://www.infomedia.com.au/investors/corporate-governance/remuneration-and-performance-evaluation-policy/>

The Company utilises a range of remuneration incentives as 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 ▪ Short Term Incentives ▪ Long Term Incentives ▪ Equity backed incentives (short and long term) ▪ Commissions

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

The Company’s FY22 Remuneration Report was approved at the 2022 Annual General Meeting (‘AGM’) with a vote of 99.20% of votes cast in favour of the resolution. No comments were made on the Remuneration Report at the meeting.

Further details concerning the Company's policies and practices regarding the remuneration of key management personnel are contained in the Company's 2023 Remuneration Report.

8.3 Prohibition of hedging arrangements

The terms of the Company's Equity Plan Rules, 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). A similar restriction is also contained within the Company's Securities Trading Policy, a copy of which is available at: www.infomedia.com.au/investors/corporate-governance/securities-trading/