

NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd ("*the Company*") will hold its Annual General Meeting at 4.00 PM (AEST) on THURSDAY, 3 NOVEMBER 2011 at the Company's registered office located at 357-373 Warringah Road, Frenchs Forest, NSW, 2086.

ORDINARY BUSINESS

STATUTORY REPORTS

To receive the Financial Report, Directors' Report and Auditor's Report for the Company for the financial year ended 30 June 2011.

TO ELECT AND RE-ELECT DIRECTORS

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

Resolution 1 – Election of director Geoff Henderson:

"That Mr Geoff Henderson, a Director who was appointed since the last AGM retiring from office in accordance with Rule 7.1(d) of the Company's Constitution, be elected as a Director of the Company."

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

Resolution 2 – Re-election of director Fran Hernon:

"That Ms Fran Hernon, a Director retiring by rotation from office in accordance with Rule 7.1(f) of the Company's Constitution, be re-elected as a Director of the Company."

Notes to Resolutions 1 and 2:

- The non-candidate directors support the election of Mr Henderson and Ms Hernon.
- The Chairman intends to vote undirected proxies in favour of the election of each of Mr Henderson and Ms Hernon.
- Further explanatory notes in relation to Resolutions 1 and 2 are set out in the Explanatory Notes to Shareholders (**Explanatory Notes**).

REMUNERATION REPORT

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

Resolution 3 – Remuneration Report:

“That the Remuneration Report be adopted for the year ended 30 June 2011.”

Notes to Resolution 3:

- This resolution is advisory only and does not bind the Company or the directors.
- If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (**AGM**), shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's directors (other than any managing director or CEO) must go up for re-election.
- A voting exclusion applies to this resolution. Further, there is a prohibition on the Chairman voting undirected proxies (refer to the Explanatory Note for further information).
- Further details on this resolution are contained in the Explanatory Notes.

SPECIAL BUSINESS

REMOVAL & APPOINTMENT OF AUDITOR

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

Resolution 4 – Removal of Auditor:

“Pursuant to section 329(1) of the Corporations Act 2001, Ernst & Young be removed as the Company's auditor.”

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

Resolution 5 – Appointment of Auditor:

“That, subject to Resolution 4 being passed, PKF, having consented in writing to act as auditor, be appointed as the Company's auditor pursuant to the Corporations Act 2001, such appointment having effect immediately following the close of the meeting.”

Note: An explanatory note in relation to this special business is set out below.

By Order of the Board of Directors



Nick Georges
Company Secretary

27 September 2011

EXPLANATORY NOTES TO SHAREHOLDERS

Voting:

Shareholders can vote in either of two ways:

- by attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by corporate representative; or
- by appointing a proxy to attend and vote on their behalf.

Voting in person:

Shareholders who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that we may check the shareholding against the Company Share Register and note attendances.

In order to vote in person at the meeting, a corporation which is a Shareholder may appoint an individual to act as its representative. The appointment must comply with the requirements of section 250D of the *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 who cannot attend the meeting are encouraged to participate by a proxy appointed in accordance with the following guidelines:

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies who need not be Shareholders.
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise. Where more than one proxy is appointed, and if the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
- 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.
- 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.
- Shareholders who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any director which do not contain a direction will be used to support the election of Directors as described in the proposed resolutions of this Notice of Annual General Meeting.
- 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.
- A proxy form accompanies this notice and to be effective must be received at the Company's corporate registry:

Boardroom Pty. Limited
GPO Box 3993
Sydney NSW 2001
OR by facsimile: +61 2 9290 9655
OR online: www.boardroom.com.au/vote/infomediaagm2011

at least 48 hours before the appointed time of the meeting.

Shareholders who are entitled to vote:

The Directors have determined that the shares of the Company which are listed for quotation on the ASX at 7.00pm on Tuesday 1 November 2011 are to be taken, for the purposes of determining voting entitlements at the meeting, to be held by the persons who held them at that time.

Voting Exclusion Statement:

No votes are excluded in relation to the ordinary resolutions proposed for adoption at this meeting of the Company.

EXPLANATORY STATEMENT

Please read this Explanatory Statement carefully as it forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

STATUTORY REPORTS

The *Corporations Act* requires that the statutory reports (including the Directors' Report, Financial Statements and the Auditor's Report) be laid before the Annual General Meeting. Although not requiring a vote of Shareholders, a reasonable opportunity will be provided at the meeting for shareholders to ask questions about or make comments on the management of the Company and to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor.

In addition to taking questions at the meeting, written questions to the Company's auditor about the content of the auditor's report and the conduct of the audit may be submitted up to 5 business days before the meeting to:

Mr Nick Georges, Company Secretary
Infomedia Ltd, Locked Bag 5009
Frenchs Forest NSW 2086 or

By Fax to: 02 9454 1812 or Email to: ngeorges@infomedia.com.au

RE-ELECTION OF DIRECTORS

Background:

There was one new addition to the Company's Board of Directors during 2011. Mr Geoff Henderson was appointed as a Non-executive Director by the Board with effect from 25 August 2011 as a replacement for Mr Andrew Moffat, who resigned at the last Annual General Meeting. Mr Henderson's appointment was made with the intention that he would then be appointed as the independent Chairman of the Audit, Risk & Governance Committee.

Mr Henderson retires from office at the Annual General Meeting pursuant to Rule 7.1(d) of the Company's Constitution and ASX Listing Rule 14.4.

At the same Annual General Meeting Ms. Fran Hernon will also retire by rotation under Rule 7.1(f) and ASX Listing Rule 14.4.

Mr Henderson and Ms Hernon, being eligible, each offers themselves for election as a Director.

Recommendation:

The non-candidate directors have considered each of the candidates both in respect of their individual merits and overall Board composition, and they each recommend the election of Mr Henderson and the re-election of Ms Hernon as Directors of the Company.

Non-executive Directors Mr Henderson and Ms Hernon are considered by the non-candidate directors to be independent in character and judgement.

Direction of proxies

The Chairman of the meeting intends to vote undirected proxies in favour of the election of each of Mr Henderson, and the re-election of Ms Hernon.

Candidate Profiles:

Resolution 1 – Elect as a non-executive Director – Geoff Henderson:

Mr. Henderson returns to the Board as non-executive director after his departure in February 2007 due to overseas family commitments. He was first appointed in February 2003 and occupied several Board Committee positions, including the Chairmanship of its Corporate Governance Committee and as a member of its Audit & Risk Committee.

Before retiring in 2002, Mr. Henderson had 30 years' service with Ford Motor Company where he held the position of Manager, Customer Service Division, Ford Asia Pacific. In that role, Mr. Henderson was responsible for all parts and servicing operations of the Ford companies in 12 Asia Pacific countries with combined revenues in excess of A\$650 million. During his time with Ford, Mr. Henderson held a number of senior positions in Australia, New Zealand and North America. In addition to his roles in parts and service, logistics and finance, he headed up a number of special teams that were involved in, amongst other things,

selling Ford Australia's plastics plant and conducting the global due diligence with respect to parts and service operations for Ford's proposed acquisition of Daewoo.

Mr Henderson currently serves as non-executive Chairman on the Company's Audit, Risk and Governance Committee and was appointed to the Board on 25 August 2011.

Resolution 2 – Re-election as a non-executive Director – Fran Hernon:

Ms Hernon was appointed to the Infomedia Board of Directors on 19 June 2000. She has extensive experience in media, publishing, marketing and technology and has held senior editorial positions at News Ltd and Murdoch Magazines and was General Manager, Harrison Communications, Director of Publicity at Channel Ten, Managing Editor of the NRMA's member magazine "The Open Road", Manager, Business Communications for NRMA, and Senior Account Manager, Group IT&T for the Insurance Australia Group (IAG). Ms Hernon is currently Corporate Affairs Manager for Nestlé Australia Ltd.

Ms Hernon was last re-elected to the Board in October 2009. She currently serves on the Company's Audit, Risk & Governance Committee and is also the Board's Lead Non-executive Director for all matters that formerly fell within the ambit of the Remuneration & Nomination Committee.

REMUNERATION REPORT

Resolution 3 – Remuneration Report:

Section 250(R) of the *Corporations Act 2001* requires the Shareholders to consider and adopt the Remuneration Report (**Report**).

The Report details the remuneration policies for Infomedia Ltd and reports the remuneration for Directors and Key Management Personnel. The Report is prepared in accordance with the *Corporations Act 2001*, and forms part of the Directors' Report for the financial year ended 30 June 2011.

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 3 is advisory only and does not bind the Directors of the Company.

Voting Exclusion

A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons

- a) a member of the key management personnel details of whose remuneration are included in the remuneration report; **or**
- b) a closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; **and**
- b) the vote is not cast on behalf of a person described above.

Key management personnel of Infomedia include the directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of Infomedia Ltd. The Report identifies key management personnel and their closely related parties for the financial year ending 30 June 2011.

The closely related parties of key management personnel are defined in the *Corporations Act 2001* and include certain of their family members, dependent and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either "For", "Against" or "Abstain" on the voting form for that item of business.

REMOVAL AND APPOINTMENT OF AUDITOR

Resolution 4 – Removal of Auditor:

Following a review of the audit requirements and a competitive tender process, the Company has initiated the process to change its auditor in an effort to reduce its overall compliance costs.

On 16 September 2011, the Company received a notice from Mr Andrew Pattinson pursuant to section 329(1A) of the *Corporations Act 2001*, of his intention to move a resolution to remove the Company's auditor, Ernst & Young, at the next general meeting of the Company.

Accordingly, the Company hereby provides notice pursuant to section 249H(4) for Resolution 4 seeking approval for Ernst & Young to be removed as the Company's auditor.

The Corporations Act sets out a procedure for auditors to resign, and if that process is completed prior to the meeting, then this resolution will not be needed.

Resolution 5 – Appointment of Auditor:

Section 327D(2) of the Corporations Act 2001 states that a company may by special resolution immediately appoint an individual, firm or company as auditor of the company at a general meeting of the company in which an auditor was removed from office in accordance with section 329 of the *Corporations Act 2001*.

Andrew Pattinson, being a member of the Company, has nominated PKF to be appointed as auditor of the Company. A copy of the nomination is enclosed as Annexure A as required by section 328B(3) of the *Corporations Act 2001*.

Resolution 5 seeks the approval for the appointment of PKF as the Company's auditor.

Resolution 5 requires a special resolution to be valid. The Corporations Act 2001 states that a special resolution is a resolution which is passed by at least 75% of the votes that are cast by shareholders entitled to vote on the resolution (in person or by proxy).

PKF has consented in writing to act as the Company's auditor pursuant to section 328A of the *Corporations Act 2001*.

ANNEXURE A

Andrew Pattinson
Locked Bag 5009
Frenchs Forest NSW 2086

16 September 2011

The Directors
357 - 373 Warringah Road
Frenchs Forest NSW 2086

Dear Sir/Madam,

Nomination of Auditor

In accordance with section 328B(3) of the Corporations Act 2001 and for all other purposes. I, being a member of Infomedia Ltd (**Company**), hereby nominate PFK for appointment as auditor of the Company.

Yours sincerely



Andrew Pattinson.

GETTING THERE:



Infomedia's registered office address is:

357-373 Warringah Road,
Frenchs Forest, NSW, 2086.

Reception Telephone: (02) 9454 1500

The office is located on the corner of Warringah Road and Allambie Road and is a 25 minute car or taxi ride from the Sydney city centre.

If you are travelling north from the city along Warringah Road you need to stay in the left of the two lanes turning right into Allambie Road. You enter from the first driveway to your left, as you turn into Allambie Road.

Free parking is available on site.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside
Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 4.00PM
(AEST) TUESDAY 1ST NOVEMBER 2011**

TO VOTE ONLINE



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Reference Number:

Please note it is important you keep this confidential



STEP 1 : VISIT www.boardroomlimited.com.au/vote/infomediaagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **4.00pm on Thursday, 3rd November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

**www.boardroomlimited.com.au/vote/infomediaagm2011
or turnover to complete the Form ➔**

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

STEP 1 - Appointment of Proxy

I/We being a member/s of **Infomedia Ltd** and entitled to attend and vote hereby appoint

☐

the Chairman of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Infomedia Ltd to be held at the company's registered office located at 357-373 Warringah Road, Frenchs Forest, NSW 2086 on Thursday, 3 November 2011 at 4.00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 3, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business

	For	Against	Abstain*
Resolution 1 Election of director Geoff Henderson	☐	☐	☐
Resolution 2 Re-election of director Fran Hernon	☐	☐	☐
Resolution 3 To adopt the Remuneration Report	☐	☐	☐

Special Business

	For	Against	Abstain*
Resolution 4 Removal of Ernst & Young as Auditor	☐	☐	☐
Resolution 5 Appointment of PKF as Auditor	☐	☐	☐

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business, other than Resolution 3 as noted above.

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary