Infomedia®

Ltd

ABN 63 003 326 243

Annual General Meeting 2011

Welcome

Notice of Meeting

Infomedia™

Microcat 21ST ANNIVERSARY 1990 – 2011

Infomedia Ltd
357 - 373 Warringah Road
Frenchs Forest NSW 2086

Locked Bag 5009
Frenchs Forest NSW 2086

ABN: 63 003 326 243

www.infomedia.com.au

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:

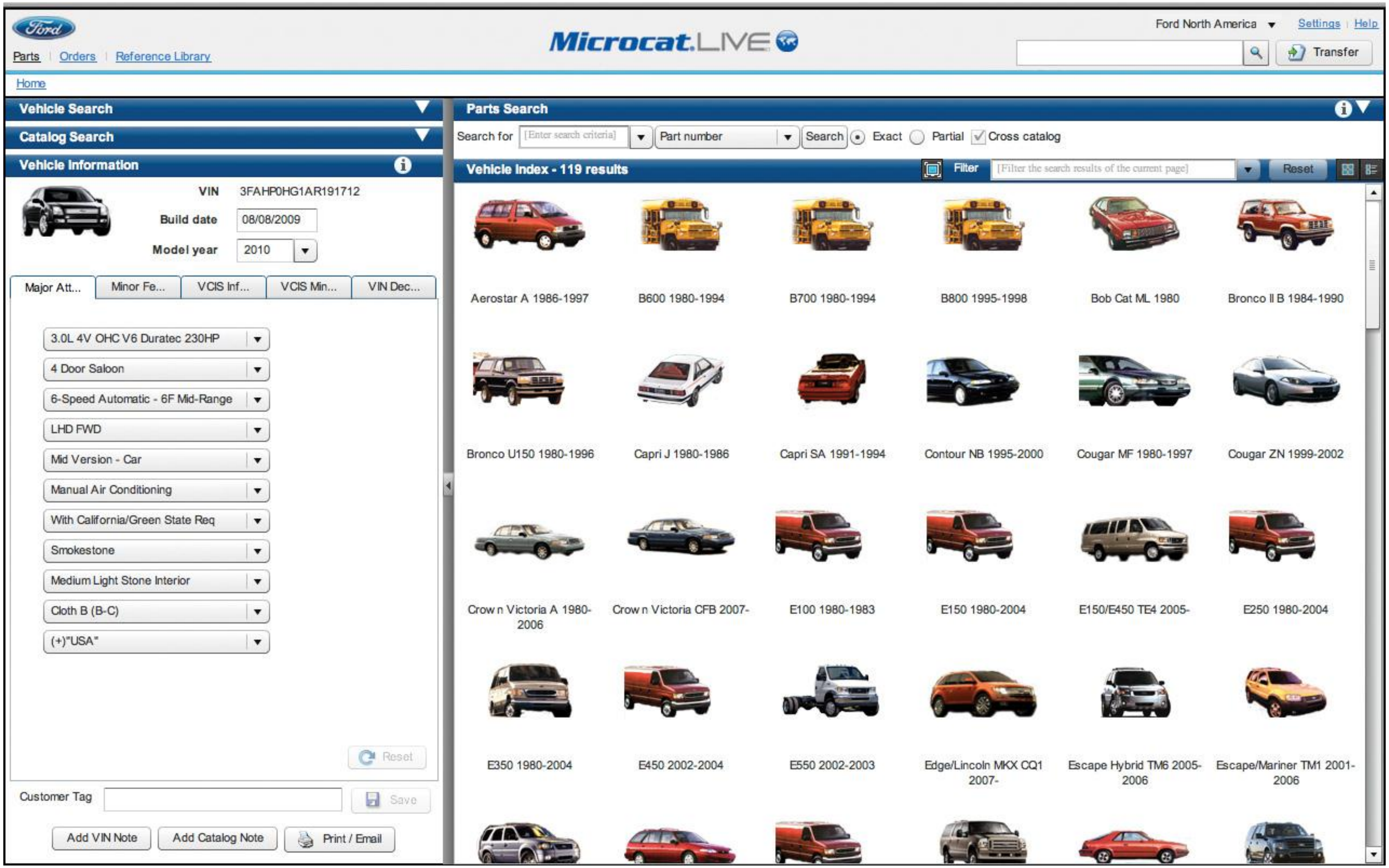
- The non-candidate directors support the election of Mr Henderson and Ms Hernon.
- The Chairman intends to vote undirected proxies in favour of the election of each of Mr Henderson and Ms Hernon.
- Further explanatory notes in relation to Resolutions 1 and 2 are set out in the Explanatory Notes to Shareholders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

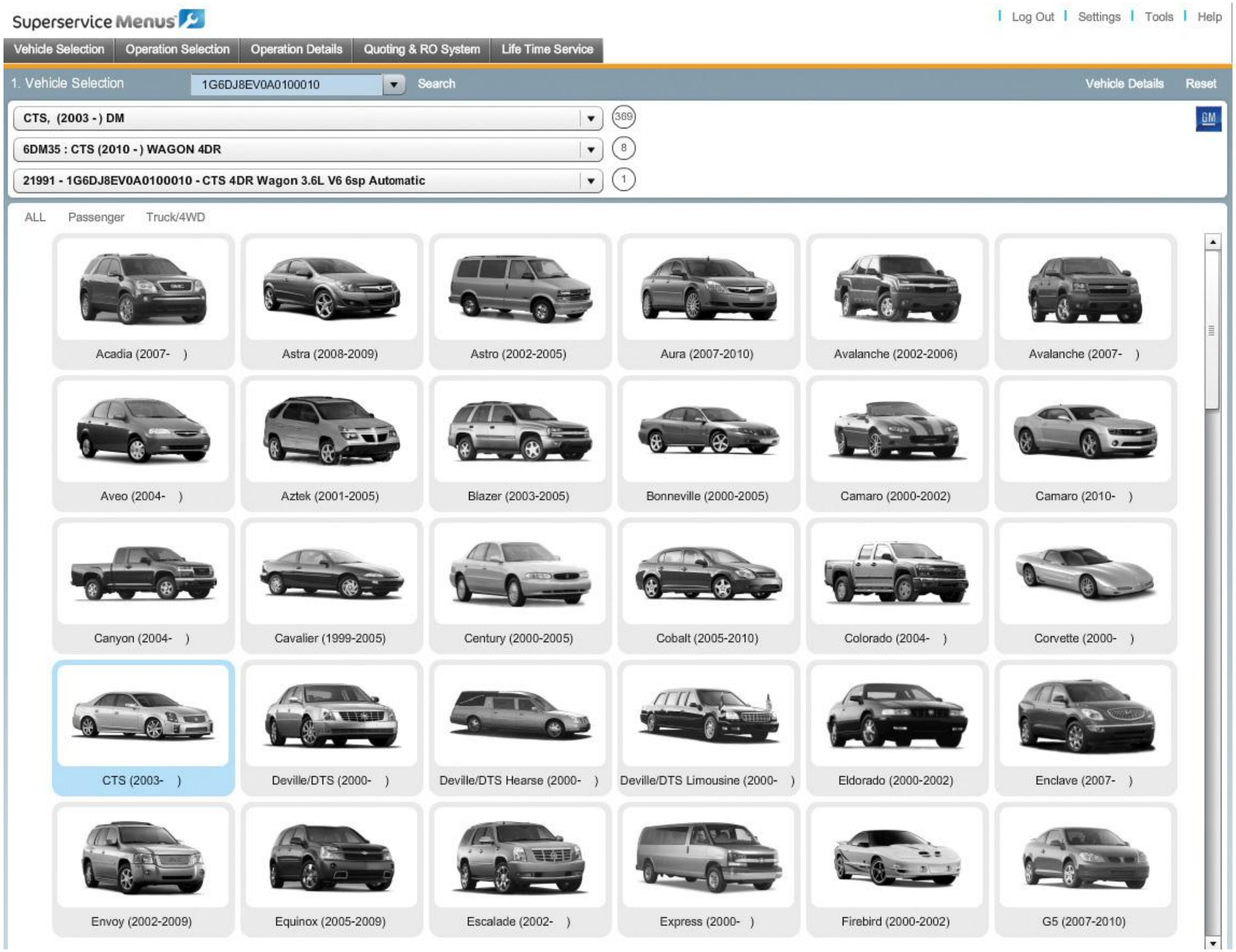
Directors

Frances Hernon Myer Herszberg Geoff Henderson Richard Graham

Richard Graham

Executive Chairman


Microcat.LIVE
Parts | Orders | Reference Library
Ford North America
Settings | Help
Transfer
Home
Vehicle Search
Catalog Search
Vehicle Information
VIN 3FAHP0HG1AR191712
Build date 08/08/2009
Model year 2010
Major Att... Minor Fe... VCIS Inf... VCIS Min... VIN Dec...
3.0L 4V OHC V6 Duratec 230HP
4 Door Saloon
6-Speed Automatic - 6F Mid-Range
LHD FWD
Mid Version - Car
Manual Air Conditioning
With California/Green State Req
Smokestone
Medium Light Stone Interior
Cloth B (B-C)
(+)"USA"
Reset
Customer Tag
Save
Add VIN Note
Add Catalog Note
Print / Email
Parts Search
Search for [Enter search criteria] Part number Search Exact Partial Cross catalog
Vehicle Index - 119 results
Filter [Filter the search results of the current page]
Reset
Aerostar A 1986-1997
B600 1980-1994
B700 1980-1994
B800 1995-1998
Bob Cat ML 1980
Bronco II B 1984-1990
Bronco U150 1980-1996
Capri J 1980-1986
Capri SA 1991-1994
Contour NB 1995-2000
Cougar MF 1980-1997
Cougar ZN 1999-2002
Crown Victoria A 1980-2006
Crown Victoria CFB 2007-
E100 1980-1983
E150 1980-2004
E150/E450 TE4 2005-
E250 1980-2004
E350 1980-2004
E450 2002-2004
E550 2002-2003
Edge/Lincoln MKX CQ1 2007-
Escape Hybrid TM6 2005-2006
Escape/Mariner TM1 2001-2006


Superservice Menus
Log Out
Settings
Tools
Help
Vehicle Selection
Operation Selection
Operation Details
Quoting & RO System
Life Time Service
1. Vehicle Selection
1G6DJ8EV0A0100010
Search
Vehicle Details
Reset
CTS, (2003 -) DM
369
6DM35 : CTS (2010 -) WAGON 4DR
8
21991 - 1G6DJ8EV0A0100010 - CTS 4DR Wagon 3.6L V6 6sp Automatic
1
ALL
Passenger
Truck/4WD
Acadia (2007-)
Astra (2008-2009)
Astro (2002-2005)
Aura (2007-2010)
Avalanche (2002-2006)
Avalanche (2007-)
Aveo (2004-)
Aztek (2001-2005)
Blazer (2003-2005)
Bonneville (2000-2005)
Camaro (2000-2002)
Camaro (2010-)
Canyon (2004-)
Cavalier (1999-2005)
Century (2000-2005)
Cobalt (2005-2010)
Colorado (2004-)
Corvette (2000-)
CTS (2003-)
Deville/DTS (2000-)
Deville/DTS Hearse (2000-)
Deville/DTS Limousine (2000-)
Eldorado (2000-2002)
Enclave (2007-)
Envoy (2002-2009)
Equinox (2005-2009)
Escalade (2002-)
Express (2000-)
Firebird (2000-2002)
G5 (2007-2010)

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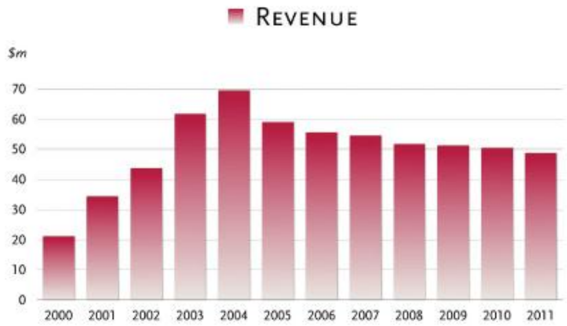

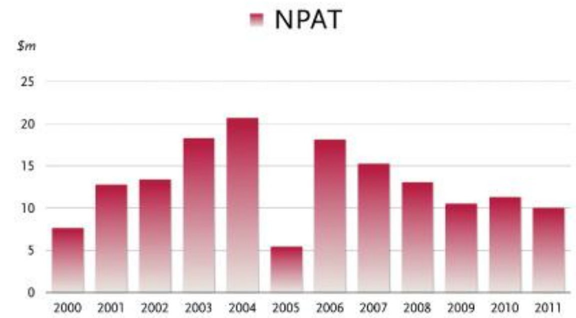

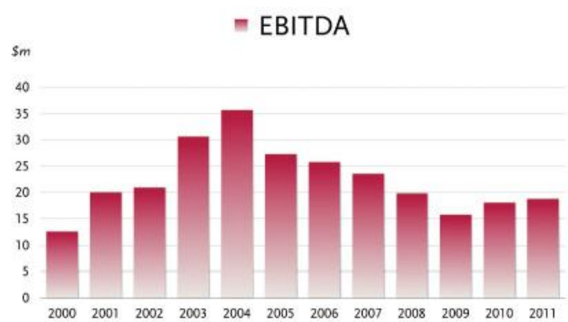

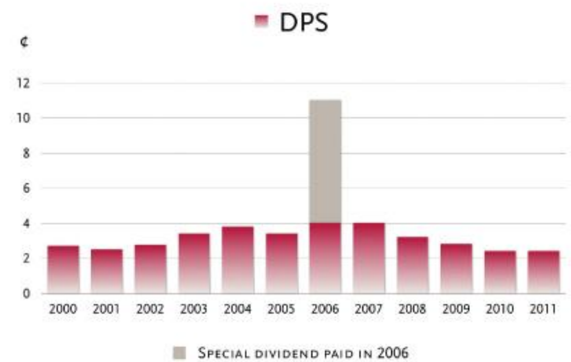

Year	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
Revenue* ($m)	21.1	34.5	43.8	61.8	69.6	59.1	55.6	54.6	51.7	51.3	50.5	48.9
NPAT ($m)	7.7	12.8	13.4	18.3	20.7	5.5	18.1	15.3	13.1	10.5	11.3	10.0
EBITDA ($m)	12.6	20.0	20.9	30.6	35.7	27.3	25.8	23.6	19.9	15.8	18.1	18.8
DPS (¢)	2.7	2.5	2.75	3.4	3.8	3.4	11.0	4.0	3.2	2.8	2.4	2.4

* Revenue includes currency hedging gains/losses

One Infomedia

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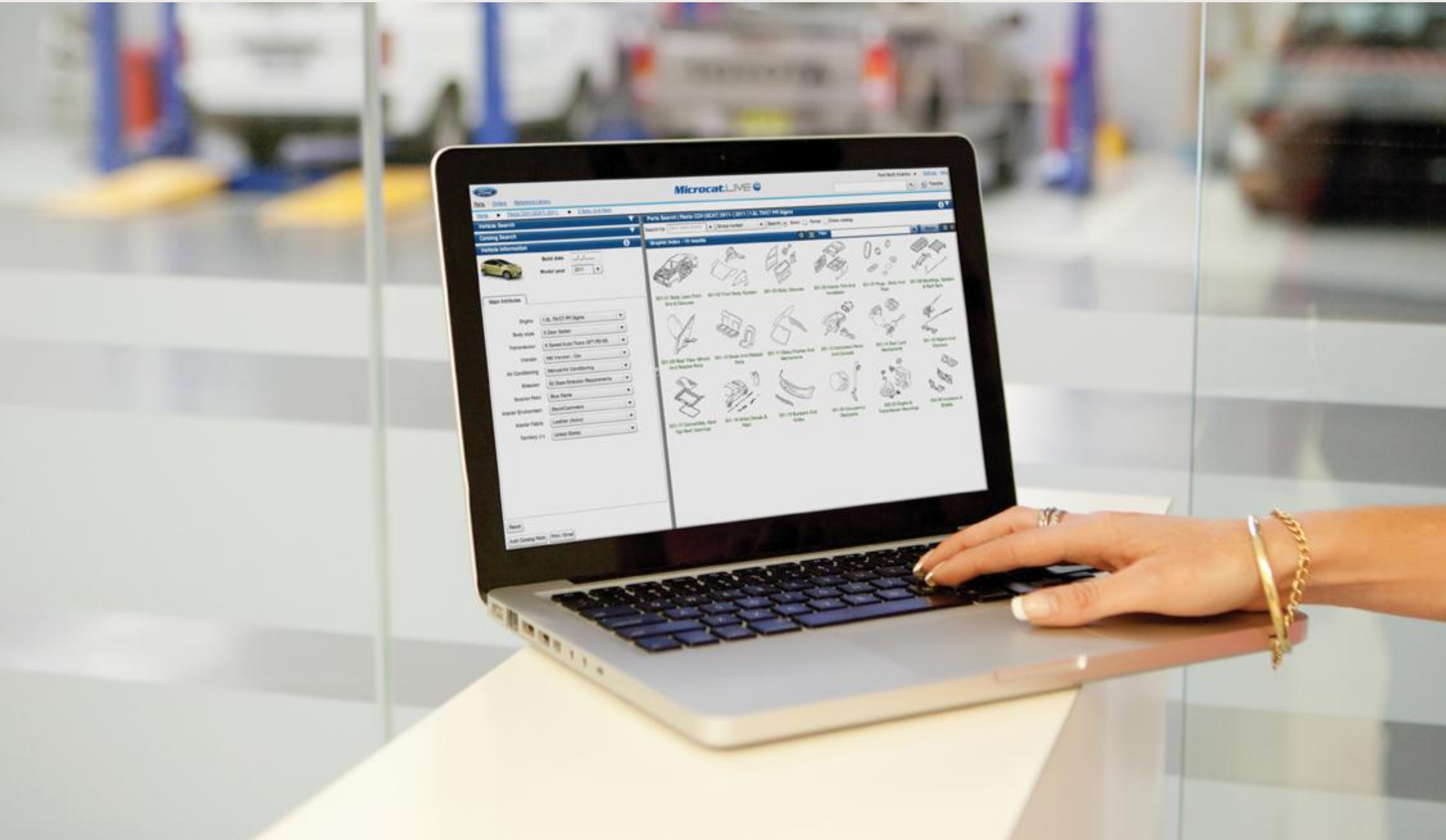
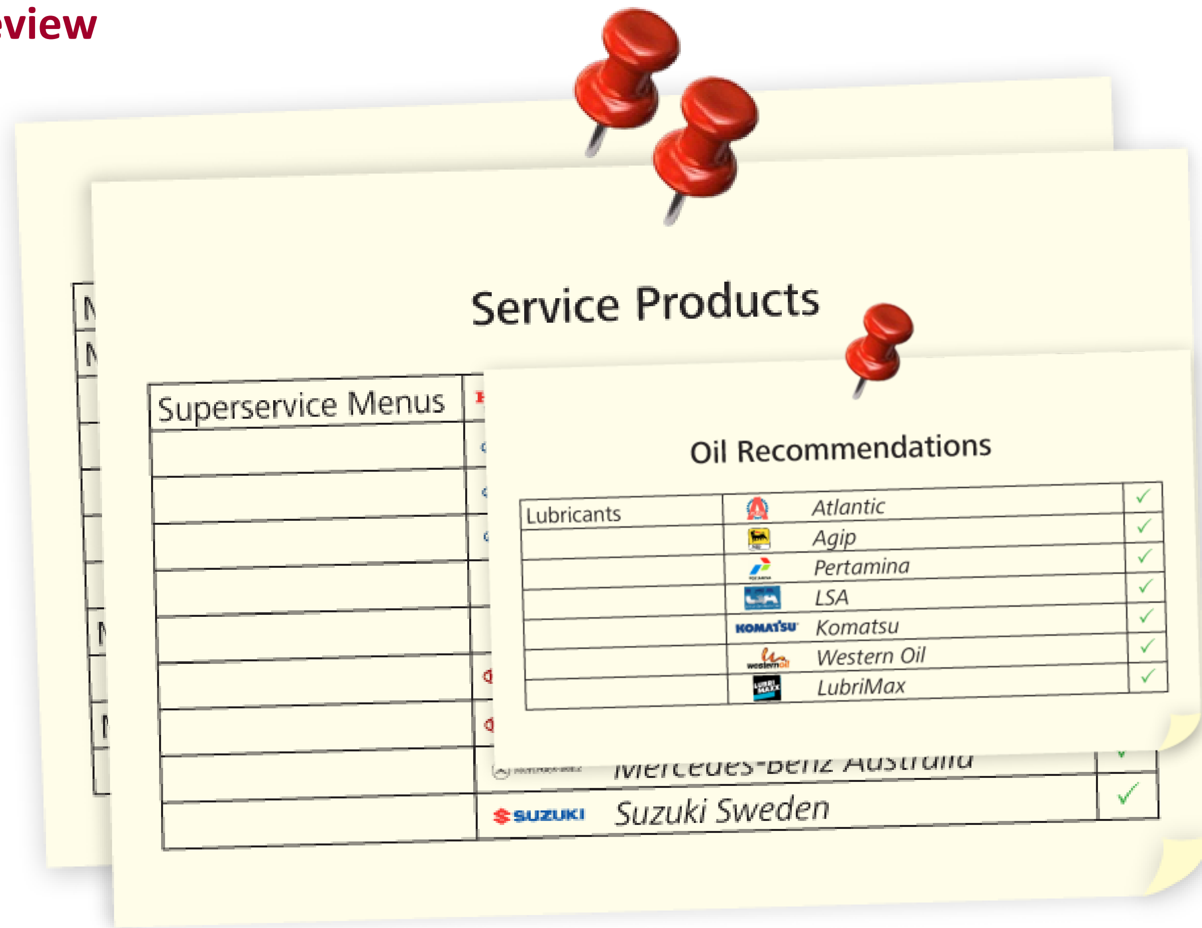

Microcat LIVE

One Infomedia

Karen Blunden

CEO & Director Global Business Development & Sales

Sales Year In Review



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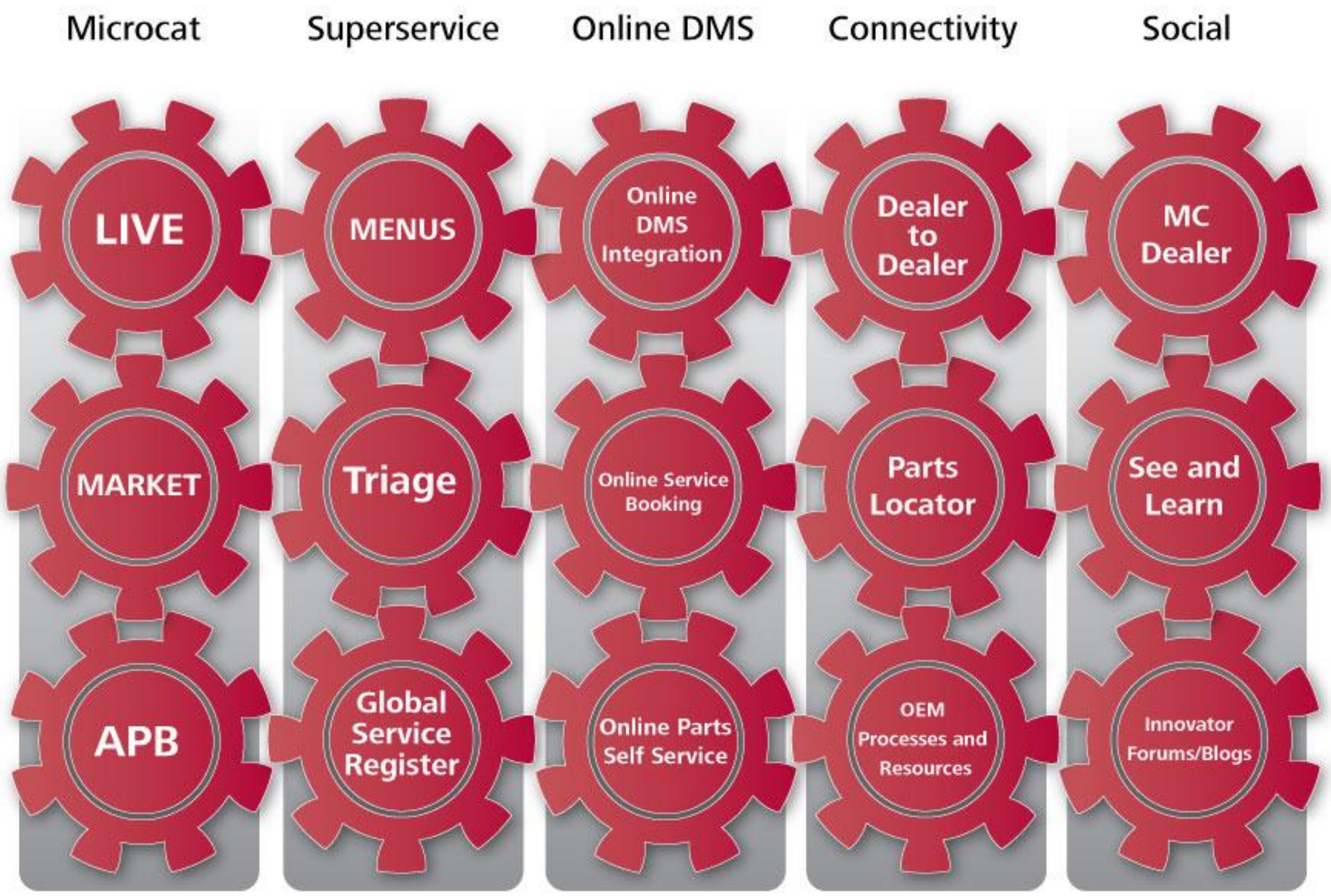
The Road Ahead

Solution Framework For Our Customers



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Jonathan Pollard

Chief Financial Officer

Financial overview FY11/FY10

$'000	FY2011	FY2010	Variance	%
Sales revenue	44,093	45,339	(1,246)	(3%)
Hedging income	4,821	5,181	(360)	(7%)
	48,914	**50,520**	**(1,606)**	**(3%)**
EBITDA	18,788	18,140	648	4%
Net profit after tax	**10,039**	**11,336**	**(1,297)**	**(11%)**

AUD/USD spot	98c	88c
AUD/USD hedge	71c	70c
AUD/EUR spot	72c	63c
AUD/EUR hedge	60c	52c

- Volatility in foreign exchange rates between periods
- Sales revenue (translated at spot FX rates) down 3%
- Hedging gain $4.8m – small drop from FY10
- EBITDA up $648k to $18.8m, operating cashflow up $1.1m to $11.3m
- NPAT down $1.3m including c$2m increase in amortisation charge
- Full year EPS of 3.31 cents
- FY11 dividends of 2.4 cents per share (fully franked)

Revenue segment performance FY11/FY10

$'000	FY2011	FY2010	Constant currency variance	Constant currency variance %	FX variance	Total Variance	Total Variance %
Dealer parts solutions	34,007	37,992	(240)	(0.6%)	(3,745)	(3,985)	(10.5%)
Dealer service solutions	6,248	4,623	1,941	42.0%	(316)	1,625	35.2%
Other	3,838	2,724	1,225	45.0%	(111)	1,114	40.9%
Sales revenue	**44,093**	**45,339**	**2,926**	**6.5%**	**(4,172)**	**(1,246)**	**(2.7%)**

AUD/USD spot	98c	88c
AUD/EUR spot	71c	63c

- Stronger AUD exchange rate caused AUD reported sales revenue to reduce by $1.2m
- Constant currency increase of $2.9m
  - Dealer parts solutions constant currency reduction of $240k
  - Dealer service solutions constant currency increase of $1.9m

Financial overview Q1 FY12/Q1 FY11

$'000	Q1 FY2012	Q1 FY2011	Constant currency variance	Constant currency variance %	FX Variance	Total Variance	Variance %
Sales	10,841	11,147	850	8%	(1,156)	(306)	(3%)
Hedging gain/loss	696	1,083	0	0%	(387)	(387)	(36%)
	11,537	**12,230**	**850**	**7%**	**(1,543)**	**(693)**	**(6%)**
EBITDA	4,137	4,060	1,078	27%	(1,001)	77	2%
Net Profit	**1,994**	**2,013**	**977**	**49%**	**(996)**	**(19)**	**(1%)**

AUD/USD spot	108c	88c
AUD/USD hedge	84c	69c
AUD/EUR spot	75c	70c
AUD/EUR hedge	67c	62c

- Sales revenue (translated at spot FX rates) down 3%
- Constant currency sales increase of $850k (continuing operations: $720k)
- Hedging gain $700k - down from $1.1m in Q1FY11
- Operating cashflow up $120k to $2.6m

Share buy back

Ordinary shares 31 March 2008	325,971,572
Ordinary shares 3 November 2011	303,276,855
Shares repurchased	**22,694,717**
Total Cost	$6.9m
Weighted average price	30.5c

Balance Sheet

$000	End Sept 11	End Jun 11
Cash	6,854	8,820
Trade Receivables	4,937	4,044
Derivatives	1,137	2,091
Goodwill & Intangibles	33,831	28,875
Other	3,223	3,973
TOTAL ASSETS	49,982	47,803
TOTAL LIABILITIES	(16,646)	(12,138)
NET ASSETS	**33,336**	**35,665**
Share capital	10,799	10,799
Retained profits brought forward	22,206	19,449
Current year profits	1,994	10,039
Dividends	(3,639)	(7,282)
Other reserves	1,976	2,660
TOTAL EQUITY	**33,336**	**35,665**

Summary of forward FX contracts as at 30 September 2011

Maturity	Company buys	Company sells	Exchange rate
Company sells United States Dollars (USD)	**$A'000**	**USD'000**	
FY12	5,602	4,701	0.839
Company sells Euros (E)	**$A'000**	**E'000**	
FY12	6,075	4,115	0.677
Company sells United States Dollars (USD)	**$A'000**	**USD'000**	
FY13	0	0	-
Company sells Euros (E)	**$A'000**	**E'000**	
FY13	2,271	1,600	0.705

Summary of range forward contracts as at 30 September 2011

Currency	Expires end	$USD '000	protection rate	Participation rate
USD	Q1FY13	1,100	110c	88c
USD	Q1FY13	350	99c	88c
USD	Q2FY13	1,100	110c	88c
USD	Q2FY13	350	99c	88c
USD	Q3FY13	1,000	110c	88c
USD	Q4FY13	775	110c	88c

Mike Roach

Director of Operations

Process Improvements

Improving Internal Processes

Weekly Online Data Publishing	*Global and local catalogue updates*	✓
On-demand local data publishing	*Pricing, VINs, Registration, Notes*	✓
APC	*Automated Production Control*	✓
Major Internal Systems Refresh	*Development and Production Systems*	✓
Major Hosting Facilities Upgrade	*Failover between USA and UK centres*	✓
	Very high speed transfer links	✓
	Distribution closer to users	✓
See & Learn video training	*Multi-lingual video training*	✓

Organising For One World

Technology progressions to support One World
- Migration tools
- Automated testing
- Increased quality

Offering a consistent user experience

Advancing interoperability towards Microcat.Network

Increased synergies bring value for both customer and Infomedia

Supporting One World

Authentication/Sign On Analytics

Market Intelligence Reporting Creates New Opportunities

Local to customers no matter where they are:

-Multilingual help desk 24/7
-See & Learn

See and Learn Multilingual Video Training

Questions One Infomedia Questions

Nick Georges

General Counsel & Company Secretary

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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**).

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Microcat. 21ST ANNIVERSARY 1990 – 2011

Infomedia Limited
ABN 63 003 326 243

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 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.

YOUR VOTE IS IMPORTANT

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

Reference Number:
Please note it is important you keep this confidential

TO VOTE ONLINE

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:
(a) 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.
(b) 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.

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.”

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.”

Resolution 3

Remuneration Report:

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

Resolution 4

Removal of Auditor:

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

Resolution 5

Appointment of Auditor:

"That, 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."

Infomedia®

Thank you for your participation.

Thank you