

NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd ("*the Company*") will hold its Annual General Meeting at 10.30 AM (AEST) on THURSDAY, 8 NOVEMBER 2012 at the Company's registered office located at 357 Warringah Road, Frenchs Forest, NSW, 2086. Shareholders may view a live webinar of the AGM online by registering at <https://www1.gotomeeting.com/register/321036489> (further details about the webinar are contained on page 4).

ITEMS OF 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 2012.

RE-ELECTION OF DIRECTOR

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

Resolution 1 – Re-election of director Myer Herszberg:

"That Mr Myer Herszberg, 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."

REMUNERATION REPORT

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

Resolution 2 – Remuneration Report:

"That the Remuneration Report be adopted for the year ended 30 June 2012."

ADDITIONAL INFORMATION

Please refer to the Explanatory Statement on page 3 for more information on Resolutions 1 and 2.

Voting exclusions apply to Resolution 2.

By Order of the Board of Directors



Nick Georges
Company Secretary

5 October 2012

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.boardroomlimited.com.au/vote/infomediaagm2012

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 6 November 2012 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:

Certain voting exclusions apply in respect of Resolution 2 and are discussed in detail in the Explanatory Statement on page 3 below.

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 DIRECTOR

Background: Under Rule 7.1(f) of the Company's Constitution Mr Myer Herszberg will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election as a director of the Company.

Recommendation: The Board has considered Mr Herszberg's candidacy, both in respect of his individual merits and overall Board composition, and the Board now recommends the re-election of Mr Herszberg as director of the Company. Mr Herszberg is a non-executive Director and despite being a substantial shareholder of the Company, is considered by the Board to be independent in character and judgement.

Direction of proxies: The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of each of Mr Herszberg.

Candidate Profile: Resolution 1 – Elect as a non-executive Director – Myer Herszberg:

Myer Herszberg has been a Director of the Company since 1992. Mr Herszberg has extensive consumer electronics experience and was active in bringing home computers to Australia in the early 1980s, as well as many other leading edge electronic products. He also has extensive experience in the commercial property market, and is active in a number of community service organisations.

Mr Herszberg currently serves on the Company's Audit, Risk and Governance Committee and was last re-elected to the Board in October 2010.

REMUNERATION REPORT

Resolution 2 – 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 2012.

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

Voting Exclusion:

The Company will disregard votes cast by the following persons:

- a) a member of the key management personnel (details of whom 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:

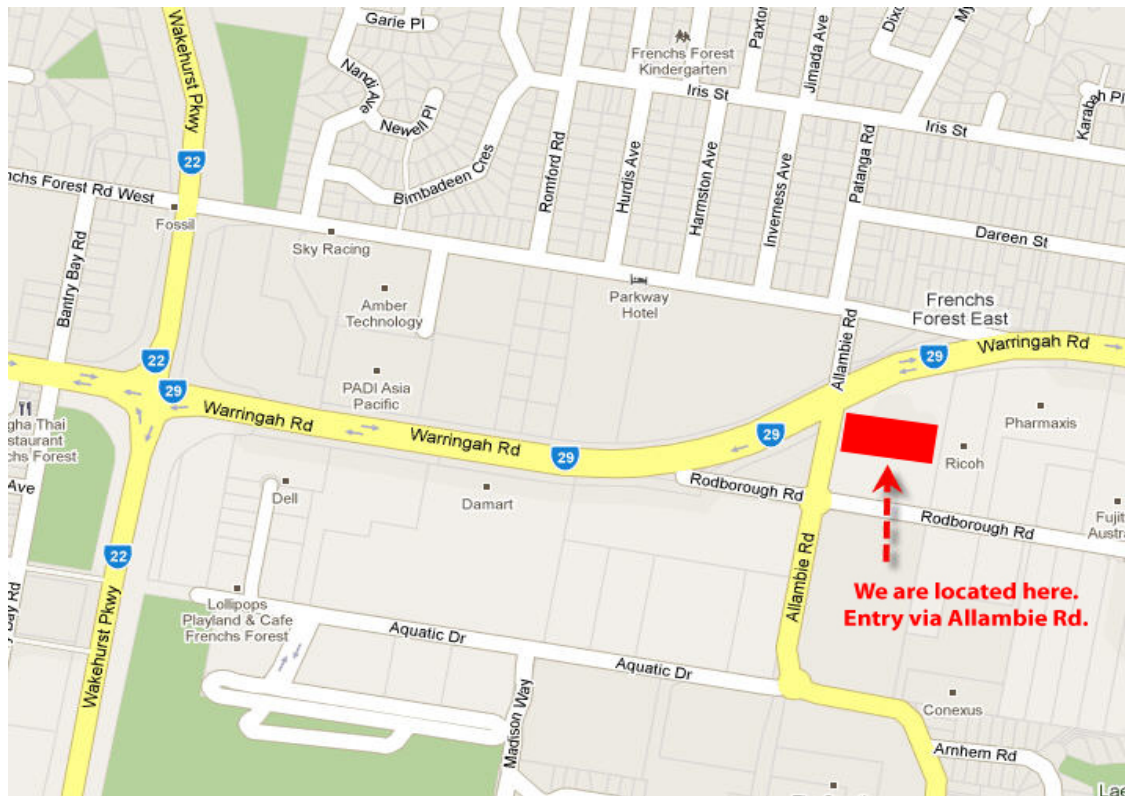
- a) the person does so as a proxy appointed in writing, expressly specifying how the proxy is to vote; **and**
- b) the vote is not cast on behalf of a person described above.

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 2012.

GETTING THERE:

Infomedia's registered office address is:

357 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 trip 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.

To assist our planning please RSVP by sending an email to mchaffe@infomedia.com.au or by calling (02) 9454 1711

REGISTER FOR WEBINAR OF THE AGM:

<https://www1.gotomeeting.com/register/321036489>

Once you register by going to the above link, all the information required to join the event will be sent to you in a confirmation email. It is recommended that you log into the webinar approximately 10 mins before the scheduled starting time.

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.**

Reference Number:

Please note it is important you keep this confidential

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.30AM (AEST)
TUESDAY 6TH NOVEMBER 2012**

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/infomediaagm2012

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 security holders 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 which is scheduled to occur at **10.30am on Thursday, 8th November 2012**. Any Proxy Form received within 48 hours of the meeting 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/infomediaagm2012
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 Warringah Road, Frenchs Forest, NSW 2086 on Thursday, 8 November 2012 at 10.30am (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 2, 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

- Resolution 1 Re-election of director Myer Herszberg
- Resolution 2 To adopt the Remuneration Report

For	Against	Abstain*
☐	☐	☐
☐	☐	☐

Other than resolution 2, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.
*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	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2012