

NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd ("*the Company*") will hold its Annual General Meeting at 10.30 AM (AEDT) on WEDNESDAY, 30 OCTOBER 2013 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/131361976> (further details about the webinar are contained on page 6).

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 2013.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR FRAN HERNON:

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

"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 2 – REMUNERATION REPORT

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

"That the Remuneration Report be adopted for the year ended 30 June 2013."

SPECIAL BUSINESS

RESOLUTION 3 – REDUCE THE APPOINTMENT OF DIRECTORS TO A MAXIMUM OF FIVE

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

"That Rule 7.1(a)(ii) of the Constitution of the Company be modified effective immediately upon the passing of this special resolution by deleting the numeral "7" (seven) and replacing it with the numeral "5" (five)."

ADDITIONAL INFORMATION

Please refer to the Explanatory Statement on pages 3 for more information on Resolutions 1 to 3.

Voting exclusions apply to Resolution 2.

By Order of the Board of Directors



Nick Georges,
Company Secretary
27 September 2013

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:

We request that attending Shareholders arrive at the venue 30 minutes prior to the time designated for the meeting so that we may check the shareholding against the Company Share Register and record attendances.

A body corporate Shareholder may appoint an individual to act as its representative at the meeting. 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/infomediaagm2013

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

Eligibility to vote:

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, within 48 hours prior to a general meeting, at which a record of shareholders may be taken for the purposes of determining shareholder entitlements to vote.

The Directors have determined that the shares of the Company which are on issue at 7.00pm (AEDT) on Monday 29 October 2013 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:

Voting exclusions apply in respect of Resolution 2. Refer to the Explanatory Statement below for details.

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 Ms Fran Hernon will retire by rotation at the Annual General Meeting and, being eligible, offers herself for re-election as a director of the Company.

Recommendation: The Board has considered Ms Hernon's candidacy, both in respect of her individual merits and overall Board composition, and the Board now recommends the re-election of Ms Hernon as director of the Company. Ms Hernon 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 Ms Hernon.

Candidate Profile: *Resolution 1 – Elect as a non-executive Director – Fran Hernon:*

Fran Hernon was appointed to the Infomedia Board of Directors on 19 June 2000. Ms Hernon has extensive experience in media, publishing, marketing and technology. She 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 was formerly Corporate Affairs Manager for Nestlé Australia Ltd and now serves as Communications Manager for one of Nestlé's business divisions in Australia.

Ms Hernon serves the Board as Lead Non-executive Director for all matters that formerly fell within the ambit of the Remuneration & Nomination Committee. She was last re-elected to the Board in November 2011.

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 2013.

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 2013.

AMEND CONSTITUTION TO REDUCE THE NUMBER OF DIRECTORS

Item 3 – Reduce the number of directors to a maximum of 5

The Company's Constitution currently provides for a maximum of 7 directors. Resolution 3 seeks to reduce the maximum number of directors from 7 to 5 by special resolution. A special resolution is a resolution that is passed by at least 75% of all votes cast by shareholders entitled to vote on the resolution. The Board supports this resolution on the basis that the Company has not, in its 13-year history as a public company, appointed the maximum number of directors, nor does it anticipate needing to do so in the foreseeable future.

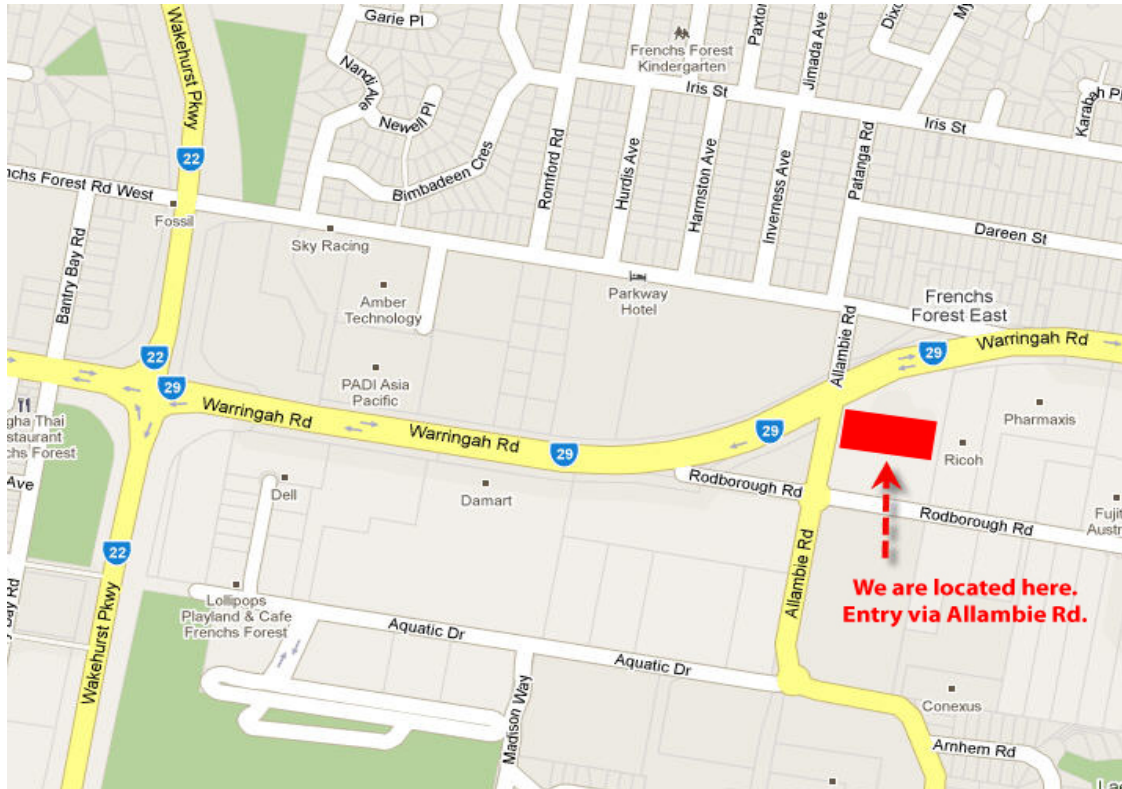
By way of background, since the enactment of the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 a board no longer has the power to pass a 'no vacancy' declaration when the number of appointed directors falls short of the maximum number of directors specified in the Company's Constitution.

Since September 2010, the Company's Board has operated with no more than 4 directors and, in recent times, with just 3 directors. This period can be characterised as one of great positive transformation and recovery in the Company's abilities and fortunes. The Board points to these facts as evidence that, in the case of Infomedia's business model and operational scope, a board of 5 directors is the optimal number to satisfy corporate governance requirements and provide the leadership and direction for the challenges that lay ahead.

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. If arriving from the Sydney city centre by car or taxi allow for a 45 minute commute. 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 via 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:

Shareholders may follow the AGM by viewing a live webinar. Please note that Shareholders attending by webinar **will not** have the opportunity to participate directly in the meeting by casting votes or posing questions. You will, however, be able to listen and watch the presentation. Shareholders may register to view the webinar by visiting:

<https://www1.gotomeeting.com/register/131361976>

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.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30 am (AEDT) on Monday 28 October 2013.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/infomediaagm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received **no later than 48 hours before** the commencement of the meeting, therefore by **10.30 am (AEDT) on Monday, 28 October 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.boardroomlimited.com.au/vote/infomediaagm2013

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

☐

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at 10.30 AM (AEDT) on WEDNESDAY, 30 OCTOBER 2013** at the Company's registered office located at 357 Warringah Road, Frenchs Forest, NSW, 2086 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

* 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 vote will not be counted in calculating the required majority if a poll is called.

Ordinary Business

Resolution 1 Re-Election of Director Fran Hemon

For Against Abstain*

☐ ☐ ☐

Resolution 2 To Adopt the Remuneration Report

☐ ☐ ☐

Special Business

Resolution 3 Reduce the Appointment of Directors to a maximum of Five

☐ ☐ ☐

Other than resolution 2, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed 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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013