

## NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd ("*the Company*") will hold its Annual General Meeting at 4.00 PM (AEDT) on THURSDAY, 30 OCTOBER 2014 at the Company's registered office located at 357 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 2014.

#### RESOLUTION 1 – ELECTION OF DIRECTOR: MR. CLYDE MCCONAGHY:

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

*"That Mr. Clyde McConaghy, 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: MR. MYER HERSZBERG:

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

*"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."*

#### RESOLUTION 3 – RE-ELECTION OF DIRECTOR: MR. RICHARD GRAHAM:

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

*"That Mr. Richard Graham, 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 4 – 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 2014."*

#### RESOLUTION 5 – ISSUE OF SECURITIES TO MR. ANDREW PATTINSON:

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

*"That for the purposes of ASX Listing Rules 10.14 and for all other purposes, approval is given to grant performance rights over ordinary shares in the Company ("**Performance Rights**") to Mr Andrew Pattinson in accordance with the Infomedia Ltd Performance Rights & Option Plan and its newly adopted Executive Incentive Plan on the basis set out in the Explanatory Statement."*

#### ADDITIONAL INFORMATION:

Please refer to the Explanatory Statement accompanying this Notice for more information on Resolutions 1 to 5. Voting exclusions apply to Resolutions 4 and 5.

By Order of the Board of Directors



Nick Georges,  
Company Secretary  
30 September 2014

## 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:**

- Please 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: <https://www.votingonline.com.au/infomediaagm2014>

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 Tuesday 28 October 2014 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 Resolutions 4 and 5. 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 or the conduct of the audit may be sent 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 1725 or Email to: [ngeorges@infomedia.com.au](mailto:ngeorges@infomedia.com.au)

### ELECTION AND RE-ELECTION OF DIRECTORS

**Background:** There was one new addition to the Company's Board of Directors during the 2014 financial year. Mr. Clyde McConaghy was appointed as an independent non-executive director by the Board with effect from 1 November 2013 as a replacement for Mr. Geoff Henderson, who resigned in January 2013. Since his appointment Mr McConaghy has acted as the independent Chairman of the Audit, Risk & Governance Committee. Mr McConaghy retires from office at this 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 Mr. Myer Herszberg and Mr. Richard Graham will also retire by rotation under Rule 7.1(f) and ASX Listing Rule 14.4.

Messrs McConaghy, Herszberg and Graham, being eligible, each offer 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. McConaghy and the re-election of Messrs Herszberg and Graham as Directors of the Company.

**Direction of proxies:** The Chairman of the meeting intends to vote undirected proxies in favour of the election of each candidate.

Messrs McConaghy and Herszberg are considered by the non-candidate directors to be independent in character and judgement.



**Candidate Profile: Resolution 1 – Elect as a non-executive Director – Mr. Clyde McConaghy:**

Mr. Clyde McConaghy was appointed to the Infomedia Board of Directors on 1 November 2013. Mr McConaghy has in excess of 15 years' experience as a senior international board director and executive of both publicly listed and private companies. Having lived in Germany, China, the UK and Australia, his experience encompasses both multinational and early stage companies spanning multiple sectors, including technology, media and publishing, and venture capital. Mr McConaghy has

held a number of senior positions within BMW Australia and was a director in The Economist Intelligence Unit in London, and a founding director of World Markets Research Centre Plc (LSX:WMRC), both including Automotive industry analysis divisions. He is also currently a director of Integrated Research Ltd (ASX:IRI) and Serko (NZX:SKO). He is also Managing Director of Optima Boards, a Board advisory firm for companies and non-for-profit entities worldwide.

Mr McConaghy is the non-executive Chairman of the Company's Audit, Risk and Governance Committee and was appointed to the Board on 1 November 2013.



**Candidate Profile: Resolution 2 – Re-elect as a non-executive Director – Mr. Myer Herszberg:**

Mr. 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 November 2012.



**Candidate Profile: Resolution 3 – Re-elect as a non-executive Director – Mr. Richard Graham:**

Mr. Richard Graham has held senior management positions in the American and Australian computer industry since 1977. In 1988, Mr. Graham co-founded the Company and served as the Chairman and Managing Director/CEO of Infomedia from its establishment until he retired as CEO in December 2004. He continued his role as Chairman from 2004 until August 2010. In August 2010, Mr. Graham returned to the Company in an operational role as Executive Chairman, until Mr Pattinson's

appointment as CEO in September 2013. Mr Graham retired from his role as Executive Chairman in February 2014 but remains on the Board as a Non-Executive Director.

Mr. Graham was last re-elected to the Board in October 2008.

## REMUNERATION REPORT

**Resolution 4 – 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 2014.

During FY2014, your Directors undertook a review of Infomedia's approach to senior executive remuneration. Ms. Hernon as Chairman engaged Mr. Ian Crichton of CRA Plan Managers Pty Limited to consider whether the Company's remuneration strategy was in keeping with current corporate governance and best practice. Mr. Crichton made several recommendations (**Crichton Review**) which the Directors recently accepted. Consequently, a number of changes to the Company's short and long term incentive scheme have now been

adopted in the form of a new Executive Incentive Plan (**Plan**). These changes take effect from 1 July 2014 and will be incorporated into Key Management Personnel (**KMP**) service agreements upon renewal of the same. The Plan will award KMP both Short Term Incentives (**STI**) and Long Term Incentives (**LTI**) on a rolling annual timetable and align these STI and LTI awards with corporate goals and targets (**Performance Goals**) resulting in at least 40% of KMP's total remuneration being at risk.

STI awards are in the form of cash bonuses and are subject to Performance Goals which include a combination of metrics including adjusted EBITDA, NPAT, Group Monthly Recurring Revenue (**MRR**) (as a measure of increasing subscription levels) and Regional Sales Revenue. STI hurdles will be set and communicated by the Board during its annual Group Budget process.

LTI awards are in the form of performance rights (**Rights**) and apply demanding EPS measures. These Rights vest 3 years after grant subject to meeting a forecasted EPS metric.

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

#### **Voting exclusion statement – Resolution 4**

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 any Key Management Personnel.

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.

KMP 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 KMP and their closely related parties for the financial year ending 30 June 2014.

#### **ISSUE OF SECURITIES**

##### **Resolution 5 – Issue of securities to Andrew Pattinson:**

##### **Summary**

- As noted in the Resolution 4 commentary above, the Company recently revised its Executive Remuneration Plan. Part of this review included a recommendation that Key Management Personnel be granted Long Term Incentives in the form of 'Performance Rights'.
- Each Performance Right is convertible to a fully paid ordinary share in the Company three years after grant and contingent upon the Company meeting an 'Earnings Per Share' target set by the Board. For example, Performance Rights issued in 2014 will vest in 2017 subject to the Company meeting an Earnings Per Share target of 8.5 cents (compared to 4.02 cents per share achieved in FY2014).
- The granting of Performance Rights represents a significant opportunity to align the interests of Executives with the interests of you the shareholder, and incentivises Executives to deliver long term, sustainable growth in Company earnings.

- Pursuant to Australian Stock Exchange Listing Rule 10.14, the Company now seeks approval from shareholders to grant Performance Rights to Mr Pattinson as part of his total remuneration package.
- The Board unanimously recommend a 'yes' vote in favour of this resolution.

## Detailed explanatory note – Resolution 5

In accordance with ASX Listing Rules and the Corporations Act and further to the above commentary in relation to the newly adopted Executive Incentive Plan, shareholders of the Company are asked to approve the granting of performance rights (**Rights**) to the Company's Chief Executive Officer (**CEO**), Mr. Andrew Pattinson, under the Infomedia Ltd Performance Rights & Option Plan and its newly adopted Executive Incentive Plan (collectively referred to as the '**Incentive Plan**').

The issue of Rights to Key Management Personnel (**KMP**) on a rolling annual basis is a key component of the Company's newly adopted Incentive Plan. The Directors consider the Rights to be important to bring KMP remuneration into line with market practice, ensuring that LTI forms a material component of KMP total remuneration, thus ensuring greater alignment of KMP interests with those of the Shareholders in the form of long-term, sustainable growth. The Rights further serve to attract and retain key talent to help achieve the Company's objectives.

On 18 September 2014 the Company made an offer of Rights to Mr. Pattinson which was accepted subject to shareholder approval. The Board considers that the value of Mr. Pattinson's total remuneration package, including the grant of Rights and existing share options, is within market range for a CEO of a successful medium-sized listed company in the technology sector in Australia.

Issuing performance rights is a recognised practice in Australia as part of the remuneration of senior executives. If no performance rights were issued, the cash remuneration of the CEO may have to be increased. Issuing performance rights is accordingly considered a preferable alternative as the recipient benefits if the Company's Earnings Per Share (**EPS**) increase - in which case all shareholders benefit. If, however, the Company's EPS does not equal or exceed predetermined growth targets during the assessment period, the performance rights are of no benefit and will lapse. This part of the CEO's remuneration is, therefore, 'at risk' and directly related to the longer-term improved performance of the Company.

Mr. Pattinson's current Total Remuneration Package (**TRP**) is \$608,135 comprised of the following:

- (a) Fixed Annual Remuneration (**FAR**) of \$364,881 (including both base salary and superannuation at 9.5%) equivalent to 60% of TRP;
- (b) maximum cash bonus or STI award equivalent to 20% of his TRP provided the Company achieves or exceeds pre-determined financial targets; and
- (c) maximum number of Rights or LTI awards equivalent to 20% of his TRP.

If this resolution is passed the Company will grant Mr. Pattinson, on an annual basis, the number of Rights (rounded to the nearest thousand) as is equivalent to 20% of Mr. Pattinson's TRP, applying the following formula:

$$\text{Number of Rights} = \frac{20\% \times \text{TRP}}{\text{Volume Weighted Average Price (VWAP) of the Company's shares over 5 trading days prior to the date of grant}}$$

The VWAP as at the grant date (18 September 2014) was \$1.15 per share. Accordingly, based on the above formula, 105,763 Rights were granted to Mr. Pattinson in 2014. Mr. Pattinson also holds the following interests in the Company:

- 2,447,567 fully paid ordinary shares; and
- 1,050,000 options over ordinary shares.

which (together) represent 1.14% of the total shares in the Company on issue (on a fully diluted basis).

A summary of the principal terms of the issue of the Rights to Mr. Pattinson are as follows:

- (a) The issue of Rights to Mr. Pattinson in 2014 is subject to approval by the Company's shareholders.
- (b) The issue Rights to Mr. Pattinson in each year following 2014 is subject to the following conditions:
  - the passing of the resolution set out in Item 5 of this Notice
  - Board approval of the number of Rights to be granted each year;
  - Mr Pattinson continuing in the role of CEO of the Company; and
  - approval by the Company's shareholders of the grant of Rights to Mr. Pattinson for the purposes of the ASX Listing Rules being "refreshed" every 3 years.
- (c) Each Right will entitle Mr. Pattinson to subscribe for one ordinary share subject to the rules governing the Incentive Plan (the **Plan Rules**).
- (d) The Rights will be granted at nil issue price. No funds will be raised by the issue of vested Rights.
- (e) The vesting of the Rights and the proportion of Rights that become vested is dependent on the achievement of growth in EPS to a specified value set by the Board.
- (f) In respect of the Rights proposed to be awarded in 2014: the EPS hurdle has been set at 8.5 cents (EPS achieved in 2014 was 4.02 cents). Achievement of this EPS hurdle will be assessed on 18 September 2017 and the Rights will either:
  - i. vest and the corresponding shares will be issued where the EPS hurdle has been achieved or exceeded; or
  - ii. the Rights will automatically lapse.
- (g) In respect of the Rights proposed to be granted in 2015, 2016 and 2017, achievement of the EPS criteria will be tested for vesting three years after the relevant allocation has been granted (e.g. in 2018, 2019 and 2020 respectively).
- (h) No Rights will be granted to Mr. Pattinson beyond 30 October 2017, 3 years after the date of the Company's 2014 AGM, without approval by a further Shareholder's resolution.

Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

As at the date of this Notice of Meeting, none of the Directors other than Mr. Pattinson is entitled to participate in the Incentive Plan.

Other than Mr. Pattinson, no other Director has an interest in the outcome of this resolution.

## **Voting exclusion statement – Resolution 5**

The Company will disregard votes cast by Andrew Pattinson or an associate of Andrew Pattinson.

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.

## 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](mailto:mchaffe@infomedia.com.au) or by calling (02) 9454 1711**

## 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](http://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 4:00pm AEDT on Tuesday, 28 October 2014.**

### 🖨 TO VOTE ONLINE

**STEP 1: VISIT** [www.votingonline.com.au/infomediaagm2014](http://www.votingonline.com.au/infomediaagm2014)

**STEP 2: Enter your holding/investment type:**

**STEP 3: Enter your Reference Number:**

**STEP 4: Enter your VAC:**

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

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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:

- (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

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 **4:00pm AEDT on Tuesday, 28 October 2014.** 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.votingonline.com.au/infomediaagm2014](http://www.votingonline.com.au/infomediaagm2014)

📠 **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** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair 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 Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Company's registered office located at 357 Warringah Road, Frenchs Forest, NSW, 2086 on Thursday, 30 October 2014 at 4:00pm AEDT** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though resolution 4 is connected with the remuneration of a member of key management personnel for Infomedia Ltd.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**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.

|              |  | For                      | Against                  | Abstain*                 |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Election of Director: Mr Clyde McConaghy   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director: Mr Myer Herszberg | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Director: Mr Richard Graham | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Adoption of Remuneration Report            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Issue of securities to Mr Andrew Pattinson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**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 / / 2014