

8 August 2016

ASX Announcements Office

Dear Sir / Madam

APPENDIX 3B: ISSUE OF NEW UNQUOTED SECURITIES

Please find an Appendix 3B **attached** relating to the following unquoted securities issued today:

- 2,891,135 Performance Rights; and
- 5,750,000 Options with an exercise price of 92.2 cents.

Further Background Information

The Performance Rights and Options have been issued as Long Term Incentives to Company Executives under the terms of the Company's Executive Incentive Plan (EIP).

The Performance Rights (Rights) and Options issued today relate to performance periods from FY17 through FY19 and remain subject to robust vesting hurdles.

Details about relevant performance periods, vesting hurdles, dates and disposal restrictions are clearly explained in Parts B, C and D of Annexure 1 to the Appendix 3B, attached to this note.

CEO Performance Rights and Options

A portion of the Performance Rights and Options have been issued to the Company's recently appointed Chief Executive Officer, Mr. Jonathan Rubinsztein. The Company provided a summary of Mr. Rubinsztein's contractual entitlements by notice to the ASX on 27 January 2016. As noted in that release, Mr. Rubinsztein has been awarded three years' worth of LTI entitlements relating to performance periods FY17, FY18 and FY19.

The final number of Rights and Options to be issued remained subject to calculations which were reliant on the variable weighted average price (VWAP) of the Company's share price during June 2016 as a key input. Mr Rubinsztein's entitlements have now independently calculated as follows:

- **Performance Rights:** The initial award of \$843,750 has been divided by a VWAP of 59.5 cents equating to 1,418,067 Performance Rights.
- **Options:** A binomial tree valuation of the Options granted to Mr. Rubinsztein, yielded a result of 7.5 cents per option. The initial award of \$281,250 divided by 7.5 cents equates to 3,750,000 Options. The exercise price is 92.2 cents.

The Company intends to acquire shares on market to satisfy any vested entitlements due to Mr. Rubinsztein. Further details about the Company's Executive Incentive Plan will be included in the Company's 2016 Remuneration Report.

Yours faithfully,



Daniel Wall
Company Secretary

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Infomedia Ltd

ABN

63 003 326 243

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

1. Performance Rights: FY17 allocation issued to Senior Executives;
2. Performance Rights issued to CEO & CFO; and
3. Performance Options issued to CEO & CFO.

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. **Senior Executive Performance Rights:**
716,766
2. **CEO & CFO Performance Rights:**
2,174,369
3. **CEO & CFO Options:**
5,750,000

+ See chapter 19 for defined terms.

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New issue announcement

- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

All Options and Performance Rights are issued pursuant to Infomedia's Executive Incentive Plan and Performance Rights & Option Plan.

The Principle terms on which the Options and Rights are granted are summarised in **Part A of Annexure 1** to this Appendix 3B.

Specific terms relating to the Rights and Options are set out as follows:

1. **Senior Executive Performance Rights:**
Refer **Part B of Annexure 1**
2. **CEO & CFO Performance Rights:**
Refer **Part C of Annexure 1**
3. **CEO & CFO Options:**
Refer **Part D of Annexure 1.**

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	No. Refer Annexure 1 for detail
5	Issue price or consideration	Nil. Refer Annexure 1 for further detail.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance Rights are granted to eligible Company employees under the Infomedia Ltd Performance Rights & Option Plan and Executive Incentive Plan to link a component of employee remuneration to Company performance (representing “at-risk” remuneration) and as a retention strategy for key employees.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

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6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	8 August 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		309,986,854	Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
	876,667	Employee Options issued 17/1/14 with an exercise price of 56.5 cents, expiring 31/12/16
	760,000	Performance Rights issued to senior managers issued 13/10/15 with testing dates 1/10/16, 1/10/17 and 1/10/18
	424,184	Performance Rights issued 1/10/14 with a testing date of 1 August 2017
	716,766	FY17 allocation of Performance Rights issued to senior executives with a testing date of 1/10/19. Further terms relating to this issue are described in Part B of Annexure 1 .
	2,174,369	Performance Rights issued to CEO & CFO with testing dates over three years as further described in Part C of Annexure 1 to this notice
	5,750,000	Options issued to CEO & CFO with vesting date and hurdles as described in Part D of Annexure 1 to this notice

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends are not payable on the unquoted securities described in this Appendix 3B until such time as they are converted to ordinary shares
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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+ See chapter 19 for defined terms.

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New issue announcement

12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	<p>Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

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- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☐ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 8 August 2016

Print name: Daniel Wall – Company Secretary

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Principle Terms of the Performance Rights & Options

PART A:

Principle Terms of the Executive Incentive Plan and Performance Rights and Option Plan Rules applying to all grants of Performance Rights & Options

Plan Overview	The Board of Directors (Board) may, from time to time at its discretion, grant Performance Rights or Options to any employee of the Company or any of its related bodies corporate that the Board determines is eligible to participate in the Company's Performance Rights and Option Plan and/or the Executive Incentive Plan (Eligible Participants).
No Shareholder Rights	Neither Performance Rights or Options confer a right to receive a dividend, to vote on a resolution, or any other shareholder rights. Any share issued or transferred to an Eligible Participant upon exercise of an Option, or vesting of a Performance Right, will rank equally from the date of allotment to the individual.
Transfer	A Performance Right granted under the Plan is not transferable other than with the prior written consent of the Board.
Lapse of Performance Rights:	<p>If the holder of Performance Rights or Options dies, is made redundant or retires (including due to illness), unless the Board determines otherwise, the Performance Rights and Options will continue for a further three-month period before automatically lapsing.</p> <p>If the holder of Performance Rights or Options ceases employment with the Company or any of its related bodies corporate for any other reason, unless the Board determines otherwise, the Performance Rights or Options automatically lapse.</p> <p>If any applicable Vesting Condition is not met, the Performance Rights or Options automatically lapse.</p>
Change of control and corporate events:	If a change of control has occurred, the Board may determine that all or a portion of the unvested Performance Rights or Options automatically vest and may be exercised. If the Company undertakes a bonus issue, rights issue or any other reconstruction, the terms of the Performance Rights or Options will be adjusted consistent with the manner provided for by the Listing Rules.

+ See chapter 19 for defined terms.

Amendments:	Subject to the Listing Rules, the Board may amend the provisions of the Plan, or the terms or conditions of any Performance Right granted under the Plan, including Vesting Conditions, but, subject to certain exceptions, may not do so in a way which reduces the rights of Eligible Participants' existing rights without their consent.
Allocation of Shares on Vesting	The Company retains discretion whether to acquire shares on-market or to issue new shares to satisfy any vested Performance Rights or Options. However, the terms of the Company's Performance Rights & Option Plan Rules require that shares be acquired on-market to satisfy any shares due to a 'related party' (as defined in the Listing Rules) following the exercise of Performance Rights or Options, unless shareholder approval has been sought, and obtained, to issue new shares to satisfy such allocation, as required by the Listing Rules.
Service Condition	It is generally a condition that Eligible Participants remain employed with the Company until vesting and exercise is complete. Options and Performance Rights are automatically forfeited and will lapse on the date the Eligible Participant ceases to be employed by the Company (or its related bodies) for any reason other than injury, ill health, disability, retirement, pregnancy or redundancy (subject to any other overriding factors warranting cancellation such as fraud, defalcation or gross misconduct).

+ See chapter 19 for defined terms.

PART B:
Specific Terms relating to the issue of FY 17
Performance Rights to Senior Executives

Grant Price	Nil
Price payable on vesting	Nil
LTI Testing Date	1 October 2019
Post Vesting Disposal Restrictions	Nil
PERFORMANCE / VESTING HURDLES	
Compound EPS Growth % Above FY16 EPS	% of Rights that vest
Below 10% CAGR	Nil
At 10% CAGR	25%
Between 10 and 15% CAGR	Straight line pro-rata vesting between 25%-100%
At or above 15% CAGR	100%
Notes: <ul style="list-style-type: none"> • CAGR: Compound Annual Growth Rate • The Board will take into account changes in gearing when determining the earnings per share (EPS) outcome for EPS vesting purposes so that the participant will not benefit from such changes. Accordingly, the Board may adjust the level of earnings to take into account the cost of the debt (net of applicable income tax) and if considered appropriate, adjust the number of shares equivalent in value to that debt. Infomedia's auditor will adjudicate any dispute regarding calculation of EPS. 	

+ See chapter 19 for defined terms.

PART C:
Specific Terms relating to the issue of Performance
Rights to the CEO & CFO

Grant Price	Nil
Price payable on vesting	Nil
LTI Testing Dates	<p>Tranche 1: 33% of Rights measured over 1 July 2016 – 30 June 2017 Tranche 2: 33% of Rights measured over 1 July 2017 – 30 June 2018 Tranche 3: 33% of Rights measured over 1 July 2018 – 30 June 2019</p> <p>To the extent Tranches 1 and/or 2 do not vest in full after their first testing date, performance will be retested over an extended performance period as follows:</p> <p>Tranche 1: Performance measured over 1 July 2016 – 30 June 2018 (first retest) Tranche 1: Performance measured over 1 July 2016 – 30 June 2019 (second retest) Tranche 2: Performance measured over 1 July 2017 – 30 June 2019 (final testing for all unvested rights)</p> <p>Upon retesting, additional Rights may vest where a higher compound annual EPS growth rate is achieved. Any Rights that do not vest following the final retest will lapse. The Eligible Participant may exercise the rights following vesting, provided the Eligible Participant remains in the service of the Company at the time of vesting and exercise, subject to the terms of the Executive Incentive Plan Rules (current rules summarised in Part A of this Annexure 1).</p>
Post Vesting Disposal Restrictions	Shares acquired upon vesting of Rights can be disposed of following the announcement of audited full year results for the financial year ending 30 June 2021
PERFORMANCE/ VESTING HURDLES	
Compound EPS Growth % Above FY16 EPS	% of Rights that vest
Below 10% CAGR	Nil
At 10% CAGR	25%
Between 10 and 15% CAGR	Straight line pro-rata vesting between 25%-100%
At or above 15% CAGR	100%
<p>CAGR: Compound Annual Growth Rate. The Board will take into account changes in gearing when determining the earnings per share (EPS) outcome for EPS vesting purposes so that the participant will not benefit from such changes. Accordingly, the Board may adjust the level of earnings to take into account the cost of the debt (net of applicable income tax) and if considered appropriate, adjust the number of shares equivalent in value to that debt. Infomedia's auditor will adjudicate any dispute regarding calculation of EPS.</p>	

+ See chapter 19 for defined terms.

PART D:
Specific Terms relating to the issue of Options
to the CEO & CFO

Grant Price	Nil
Exercise Price	92.2 cents
Exercise Hurdles	<p>Options will become exercisable subject to the following criteria:</p> <ul style="list-style-type: none"> • The Company's share price must exceed the Exercise Price; • The Options may not be exercised prior to the release of the Company's full year financial results for the financial year ending 30 June 2019; and • Continuing service of the Eligible Participant at the time of vesting and exercise, subject to the Executive Incentive Plan Rules (current rules summarised in Part A of this Annexure 1). <p>Un-exercised Options will automatically expire on 1 July 2020.</p>
Post Vesting Disposal Restrictions	<p>50% of the shares acquired following the exercise of Options may be disposed following exercise.</p> <p>The remaining 50% of shares remain subject to a disposal restriction until after the release of the Company's audited FY21 results.</p>

+ See chapter 19 for defined terms.