

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Infomedia Ltd

ABN / ARBN:

63 003 326 243

Financial year ended:

30 June 2016

Our corporate governance statement² for the above period above can be found at:³

☐ These pages of our annual report:

☒ This URL on our website: <http://www.infomedia.com.au/investors/corporate-governance/>

The Corporate Governance Statement is accurate and up to date as at 19 August 2016 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 29 August 2016

Name of Director or Secretary authorising lodgement: Daniel Wall – Company Secretary

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> in our Corporate Governance Statement, and also in our Board Charter on our website at: http://www.infomedia.com.au/investors/corporate-governance/	
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>		<input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the Directors Report section of the Infomedia 2016 Annual Report</p>	
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in the Directors Report section of the Infomedia 2016 Annual Report</p>	
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/	
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/	
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> in our Corporate Governance Statement	
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at in the Directors Report section of the Infomedia 2016 Annual Report</p>	
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... ⁴
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> at in the Directors Report section of the Infomedia 2016 Annual Report</p>	
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p><input checked="" type="checkbox"/> at http://www.infomedia.com.au/investors/corporate-governance/</p>	
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p>	

INFOMEDIA LTD

CORPORATE GOVERNANCE STATEMENT 2016

INTRODUCTION

Infomedia aims to achieve an acceptable level of compliance with the voluntary governance recommendations set out in the 'Corporate Governance Principles and Recommendations 3rd Edition' published by the ASX Corporate Governance Council (the **ASX Principles**).

Infomedia strives to meet the ASX Principles in a manner consistent with its relative size, resources, and within the context of its operating environment. Where Infomedia does not conform with elements of the voluntary framework, the Company follows the 'if not why not' framework.

This Corporate Governance Statement is current as at 19 August 2016, and has been approved by the Board of Infomedia. Further information about Infomedia's corporate governance is available at <http://www.infomedia.com.au/investors/corporate-governance/>

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1 Board and management responsibilities

The Company maintains a formal charter documenting the appropriate division between the responsibilities of the Board and management. The charter expressly reserves to the Board responsibility for various key matters, including:

- approving the Company's overall objectives;
- approving and monitoring the strategies formulated by management to achieve the Company's objectives;
- setting overall policy framework within which the business of the Company is conducted; and
- ensuring that the Company operates with integrity and in accordance with good management and governance practices.

A copy of the Board Charter is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/>.

The Charter delegates implementation of the Company's objectives and strategies to senior executives who are responsible for the day-to-day operations of the Company, and for ensuring that the Board is at all times sufficiently informed to enable it to perform its key strategic and risk-management functions.

1.2 Election and appointment of directors

Before appointing a new director, or recommending a candidate for election to the Board for the first time, the Company undertakes a range of checks to ensure that the individual has the appropriate background and skills to discharge the responsibilities of that position. These checks include:

- assessing the candidate against relevant selection criteria developed by the Board's Remuneration and Nominations Committee; and
- conducting, to the extent appropriate and with the assistance of the Company Secretarial Department, reference checks and other "due diligence" on the candidate.

Where a candidate is appointed by the Board in a non-executive capacity (either as an additional appointment or to fill a casual vacancy), the Board will ensure that the new appointee stands for election to the Board at the next Annual General Meeting of shareholders (**AGM**) as required by Infomedia's Constitution and the ASX Listing Rules.

The Board also provides all material information about the candidate, known to the Company and deemed relevant to shareholders' decision whether or not to elect or re-elect any candidate to the Board. This information includes:

- biographical details (including relevant qualifications, experience and skills), and details of any other material directorships currently held by the candidate;
- whether in the Board's view the person would, if elected or re-elected, qualify as an independent director;
- in the case of a new candidate for election - any material adverse information revealed by the various checks performed in relation to them by the Company, as well as details of any interest, position, association or relationship that might materially influence the person's judgment as a director;
- in the case of an existing director standing for re-election - the term of office already served by them; and
- a statement as to whether the Board supports the individual's election or re-election.

1.3 Written agreements with each director and senior executive

The terms of appointment for both for directors and for senior executives are documented by written agreements between each director and the Company to ensure a clear understanding of the roles, responsibilities and expectations.

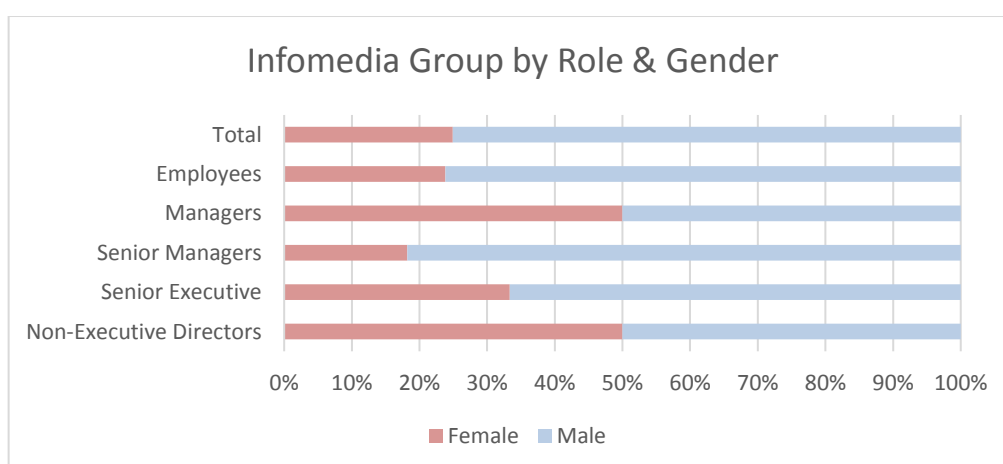
1.4 The Company Secretary

The Company recognises that the secretary plays a key role in supporting the Board's functions. To this end, the secretary is responsible for ensuring that business conducted at Board meetings (or at meetings of any of the Board's committees) is aligned with the Company's internal governance procedures and appropriately documented and minuted. The secretary is directly answerable to the Chairman of the Board in performing these functions. Appointments to the secretarial role are made by resolution of the Board.

1.5 Workplace Diversity

The Company is dedicated to equality and diversity within the workplace and maintains a formal Diversity Policy, a copy of which is available within the corporate governance section of the Company's website at: <http://www.infomedia.com.au/investors/corporate-governance/diversity-policy/>. The Company has, over the years, developed a culture in which all forms of diversity are valued and promoted.

The Company has also consistently achieved annual accreditation from the 'Equal Opportunity for Women in the Workplace Agency' for over a decade. The following diagram illustrates the Company's gender profiles at various levels of seniority across the business globally. The categories of executives and managers are classified based on their level of accountability within the organisation (e.g. a senior executive is directly accountable to the CEO, whilst a senior manager is directly accountable to a senior executive and so on):



The Board firmly believes that professional appointments should be made on merit, regardless of a candidate's gender, ethnicity or any other personal characteristics. Due to the Company's limited size and resourcing, there is a possibility that use of fixed gender diversity targets may restrict the Company's ability to recruit the best personnel. Consequently, the Company did not adopt formal, measurable objectives for achieving gender diversity during the reporting period. Whilst this places the Company outside of technical compliance with

recommendations 1.5(a) and (c) of the ASX Principles, the Board believes this approach is justified, and that its ongoing efforts to maintain and enhance workplace diversity are sufficient.

The Company is a “relevant employer” for the purposes of the Workplace Gender Equality Act. In accordance with recommendation 1.5(c)(2) of the ASX Principles, the Company tracks the following Gender Equality Indicators (as defined in and published under that Act) for its Australian workforce.

- gender composition of the workforce;
- equal remuneration between women and men;
- availability and utility of employment terms, conditions and practices relating to flexible working arrangements for employees and to working arrangements supporting employees with family or caring responsibilities;
- consultation with employees on issues concerning gender equality in the workplace; and
- sex-based harassment and discrimination.

A summary of the Company’s Diversity Policy and most recent Gender Equality Report – 2015-16 (Australia only) can be viewed in the “corporate governance” section of its website at

<http://www.infomedia.com.au/files/investors/infomedia-wgea-report-2016.pdf>

1.6 Performance evaluation of the Board

The Company maintains a Remuneration and Performance Evaluation Policy (**Remuneration Policy**). The Remuneration Policy outlines the criteria for assessing the performance of the Board as a whole, the directors as individuals, the Chairman of the Board and the senior executives. A summary of the Remuneration Policy can be viewed on the Company’s website at <http://www.infomedia.com.au/investors/corporate-governance/performance-evaluation/>.

Under the Remuneration Policy, the Remuneration and Nominations Committee oversees the performance evaluation of the Board, and ensures that the performance evaluation of individual directors is carried out. The Chairman’s performance evaluation is conducted by the Board. The Charters of each of the committees of the Board specify the evaluation of their own performance.

No formal performance review of the Board was conducted during the reporting period. The Board last conducted a formal review in the preceding reporting period, and intends to conduct a formal review during the next reporting period.

1.7 Performance evaluation of senior executives

The Remuneration Policy outlined in section 1.6 above also applies to senior executives who are subject to an annual performance evaluation process under the direction of the CEO. The performance evaluation of the CEO is conducted by the Board. No formal performance review of senior executives was conducted during the reporting period owing to the absence of an appointed CEO for the majority of FY16. The Company has set performance objectives for senior executives for FY17, and will conduct a formal performance evaluation against these objectives.

2. STRUCTURE THE BOARD TO ADD VALUE

2.1 Composition and structure of the Board

The composition and size of the Board is primarily shaped by Infomedia’s Constitution which makes provision for a minimum of three and a maximum of five directors. Careful consideration is given to the contribution each director is able to make both individually and collectively. There is strong emphasis on promoting, among other attributes, an appropriate mix of complementary skills, independence, expertise, business knowledge and executive and non-executive participation.

The details of each director’s name, terms of office, meeting attendance records, skills, experience and expertise appear in the Directors Report.

2.2 Board nomination and succession-planning

The Company maintained Remuneration and Nominations Committees throughout the reporting period, and this Committee now has responsibility for overseeing matters relating to Board composition and succession-planning. A copy of the Committee's charters are available via the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/> and <http://www.infomedia.com.au/investors/corporate-governance/nomination-committee-charter/>.

The composition of the Remuneration and Nominations Committees meet all of the requirements contained in recommendation 2.1(a) of the ASX Principles they:

- have at least three members, a majority of whom are non-executive independent directors; and
- are chaired by an independent non-executive director.

The current composition of the Remuneration and Nominations Committees, as well as meetings and individual attendances of members over the course of FY16, is set out in the Directors' Report.

2.3 Board skills matrix

Directors must collectively possess the appropriate skills, experience and independence to effectively discharge the Board's responsibilities. The Board's current "skills matrix" includes expertise and experience in the automotive industry, information technology, insurance services, mergers/acquisition, professional services (including accounting and communications), executive leadership (sales, marketing and human resources), governance structures, strategy development, risk management, management of international business operations, emerging markets business experience and investor relations. The Board also carefully assesses director independence as a core requirement in discharging its governance obligations.

2.4 Independent Directors on the Board & independence of the Chair

During the reporting period, the Board consisted of the following non-executive directors. Their names, tenure and independence when assessed against relevant criteria, are summarised below:

Director	Appointed	Status
Frances Hernon	June 2000	Refer commentary below
Mr Clyde McConaghy	November 2013	Independent
Ms Anne O'Driscoll	December 2014	Independent
Mr Bart Vogel	August 2015	Independent
Mr Myer Herszberg	1992	Retired 31 August 2015

The Board recognises that, as a result of Ms Hernon's long-standing association with the Company, there could be a perception that she is not in a position to exercise truly independent judgment. Ms Hernon also acted in an executive Chairman capacity in the period between the resignation of Mr Andrew Pattinson in August 2015, and the commencement of Mr Jonathan Rubinsztein in March 2016, providing appropriate oversight to business operations.

In the directors' view, Ms Hernon remains independent in her judgment notwithstanding these factors. Ms Hernon's length of tenure on the Board enables her to combine an independent perspective on current issues facing Infomedia, whilst drawing on a valuable knowledge of the Company's history and development. Consequently, the Company takes the view that all current non-executive directors are independent.

2.5 Board induction and professional development

As noted in section 3.2 above, the Company maintains a formal policy for the nomination and induction of directors. The induction process involves:

- Phase One: Informal introduction to the full Board;
- Phase Two: Formal Induction Process; and
- Phase Three: Information Packages and Documentation.

The Company also provides its directors with appropriate professional development opportunities to develop and maintain their relevant skills and knowledge.

3. ETHICAL BUSINESS CONDUCT

3.1 Infomedia's Code of Conduct

Since its inception, Infomedia has placed emphasis on personal integrity, mutual respect and ethical business practices as core values (**Core Values**). The Infomedia Code of Conduct strengthens the Company's commitment to the Core Values by articulating and formally entrenching positive cultural values within the Company, and by providing guidance on dealings with various stakeholders. A summary of the Code of Conduct is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/code-of-conduct/>.

4. INTEGRITY IN FINANCIAL REPORTING

4.1 The Audit & Risk Committee

Infomedia maintained an Audit & Risk Committee during the reporting period. The composition of the Audit & Risk Committee meets all of the requirements contained in recommendation 4.1(a) of the ASX Principles as it:

- has at least three members, all of whom are non-executive directors;
- consists of only independent directors; and
- is chaired by an independent director, who is not the chair of the Board.

The objectives of the Audit & Risk Committee are defined in its Charter. A copy of the Audit & Risk Committee Charter is available via the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>.

The current composition of the Audit & Risk Committee, including the relevant qualifications and experience of its members, as well as meetings and individual attendances of members over the course of FY16, is set out in the Directors' Report.

4.2 Financial reporting obligations

The Company's financial reporting obligations for FY16 were fulfilled in accordance with applicable legal and accounting requirements. For further information, please refer to the financial statements and notes contained in the Directors' Report and the Independent Audit Report.

Having acted in accordance with the Company's Risk Management Plan and Policy, the CEO and the Chief Financial Officer (**CFO**) have provided the Board with the necessary certifications required pursuant to the *Corporations Act 2001* (Cth) and in accordance with recommendation 4.2 of the ASX Principles.

4.3 Independent auditors

The Board acknowledges the importance of external auditor independence and the rotation of not only responsible audit partners but also audit firms. BDO were appointed as auditors with effect from FY12, following a tender process. Additionally, the Audit & Risk Committee has formalised procedures for the rotation of responsible audit partners from BDO on a regular basis. The Company's external auditor attends and is available at AGMs to answer questions from shareholders.

5. MARKET DISCLOSURE

5.1 Market disclosure

The Board maintains a Market Disclosure Policy in accordance with the ASX Principles. Internal reviews of the Market Disclosure Policy indicate that both the continuous and periodic reporting obligations imposed under the ASX Listing Rules, and the Company's internal procedures, are understood by management.

Infomedia is committed to providing relevant, timely and accurate information to the market regarding financial information, performance, ownership and governance. A summary of the Market Disclosure Policy can be found on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/market-disclosure/>.

6. SHAREHOLDER RIGHTS

6.1 Information available via the Company's website

Through a series of initiatives, Infomedia continues to demonstrate its commitment to promoting effective communication with all shareholders.

The Company also continues to develop its online content delivery for shareholders via the Company's website, where investors can find:

- information about the Company's directors and key management personnel;
- this Corporate Governance Statement;
- summaries of the various corporate governance charters, policies and guidelines;
- annual and half yearly reports;
- media releases, achievements and share price information; and
- relevant notices relating to members' meetings.

6.2 Shareholder relations and communication

The Company makes effective use of investor teleconferences and investor meetings to foster two-way communication with shareholders. During FY16 the Company appointed its first dedicated investor relations manager to facilitate meaningful engagement with shareholders.

Additionally, the Company:

- issues timely announcements concerning its activities;
- maintains dedicated to investor-relations materials on its website; and
- offers a facility on its website through which investors can submit queries directly to the Company electronically.

Shareholders are given the opportunity, and are encouraged, to receive electronic communications from the Company and from its security registry.

6.3 Shareholder participation in general meeting

Shareholder participation at general meetings is always encouraged by:

- allowing shareholders to submit questions or comments ahead of the meeting;
- ensuring senior executives are present at AGMs to answer queries about the Company's operations; and
- ensuring that Infomedia's independent auditor is present at AGMs to answer shareholder questions relevant to the audit of the Company's annual financial statements.

7. RISK MANAGEMENT

7.1 Audit & Risk Committee

The Company maintained an Audit & Risk Committee throughout the reporting period, consisting of three members, all of whom are classified as independent. The current composition, meetings and individual attendances of members of the Audit & Risk Committee during FY16 are set out in the Directors' Report. A copy of the Audit & Risk Committee Charter is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>.

7.2 Risk management review

The Board, through the Audit & Risk Committee, is primarily responsible for the establishment, implementation and monitoring of appropriate risk management frameworks and internal controls. To this end, the Company maintains a formal Risk Management Plan and Policy (**Risk Policy**). A summary of the Company's Risk Policy is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/risk-management/>.

Establishment of risk management procedures, compliance and control rests with the CEO, CFO and senior executives and, at a daily operating level, with departmental managers. During the reporting period, the Audit & Risk Committee reviewed the entity's risk management framework and re-confirmed its effectiveness.

7.3 Internal audit function

In the Board's view, given the Company's current size and high degree of centralisation of financial and commercial functions, no significant benefit would be gained from establishing a separate internal audit function. Internal audit processes are instead managed by the CFO who reports directly to the Audit & Risk Committee. Under the Audit & Risk Committee's oversight, the CFO is tasked with continually monitoring the Company's risk management processes. In the Board's view this arrangement, combined with the Company's policy for monitoring the independence of the external auditor, is sufficient to ensure that effective and appropriate risk management processes are maintained.

7.4 The Company's economic, environmental and social sustainability risk profile

No material exposure to economic, environmental or social sustainability risks was identified during the reporting period.

8. EXECUTIVE & NON-EXECUTIVE REMUNERATION

8.1 Remuneration Committee

The Company maintained a Remuneration Committee throughout FY16. The Committee is chaired by an independent director, and consists of a majority of independent directors. The current composition, meetings and individual attendances of members of the Remuneration Committee during the period are set out in the Directors' Report. A copy of the Remuneration Committee Charter is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/>.

8.2 Infomedia's remuneration policies

The Board, through the Remuneration Committee, is primarily responsible for the establishment, implementation and monitoring of appropriate remuneration frameworks. The Board has processes in place to raise issues relating to remuneration in the form of regular reporting by senior executives.

The Company also maintains a formal Remuneration Policy which aims to provide a framework for structuring total remuneration that:

- facilitates the long-term growth and success of the Company;
- implements a mixture of fixed, performance and equity-based incentives;
- distinguishes between non-executive director remuneration and executive remuneration;
- is competitive with the market; and
- is linked to the Company's overall performance and shareholder value.

The range of remuneration incentives available to directors and executives is summarised in the table below:

Non-Executive	Executive	
Components of Non-Executive Director Remuneration*	Components of Executive Director Remuneration*	Components of Senior Executive and Staff Remuneration*
<ul style="list-style-type: none"> ▪ Directors' fees ▪ Statutory Superannuation contributions 	<ul style="list-style-type: none"> ▪ Salary ▪ Statutory Superannuation contributions ▪ Incentive payments ▪ Share options and/or Performance Rights 	<ul style="list-style-type: none"> ▪ Salary ▪ Statutory Superannuation contributions ▪ Bonuses ▪ Share options and/or Performance Rights ▪ Commissions

* Note –Differing combinations of remuneration and incentives are offered on a case-by-case basis.

The Company has two equity based incentive plans that govern equity-based awards. These are:

- an Executive Incentive Plan, applicable to certain eligible employees (including senior executives and the managing director) as designated by the Board, under which eligible participants may receive short term and/or long term incentives; and
- a Performance Rights and Option Plan, applicable to all those who participate in any options or performance rights as part of their remuneration.

Further details concerning the Company's policies and practices regarding the remuneration of executive directors and senior executives on the one hand, and non-executive directors on the other, are contained in the Company's Remuneration Report.

8.3 Prohibition of hedging arrangements

The terms of the Company's Performance Rights & Option Plan, which governs all security based incentives, expressly forbids participants from entering into transactions which limit the economic risk of participating in the scheme unless specifically permitted by the *Corporations Act 2001* (Cth).