

REMUNERATION AND PERFORMANCE EVALUATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Infomedia regularly monitors and evaluates the performance of its Board, individual Directors, and Senior Executive team.

The performance evaluation scheme is designed to attract, retain and motivate Directors and the Senior Executive Managers, ensuring they have the appropriate quality and skills, according to market factors and the Company's financial capacity; and to link remuneration directly to corporate and individual performance. The corporate and individual performance of Directors and Senior Executives will be assessed in accordance with this policy.

1. PERFORMANCE EVALUATION OF THE BOARD AND DIRECTORS

The evaluation of the performance of the Board and its Directors will occur at least annually,

The Remuneration, People and Culture Committee will (under the Direction of the Board Chair) arrange for the performance evaluation of the Board (including the Chair) to ensure that the overall performance evaluation process of individual Directors is carried out.

2. PERFORMANCE EVALUATION OF THE BOARD

Matters for consideration when evaluating the performance of the Board include:

- examination of whether the objectives of the Board have been met;
- composition of the Board, its mix of knowledge, skills and experience;
- the diversity of the Board and the tenure and independence of its members;
- the Board's management of issues or crises that have occurred throughout the year;
- review of the Board's utilisation of communication mechanisms with Management and Employees;
- assessment of the quality of Board papers and other materials and whether it has sufficient information to make decisions and judgements within a reasonable amount of time
- effectiveness of the Committees, the number of meetings and composition, and the quality of the papers and other materials
- assessment of effective time management in Board and Committee meetings and the frequency of such meetings; and
- evaluation of the flexibility of Board procedure, and whether Board policy is followed satisfactorily.
- Board contribution to ensuring and enforcing the adoption of an effective risk management strategy;
- An effective succession plan for the CEO and Senior Executives of the Company

The findings of the report will be shared with the Board and the Chair and appropriate plans for addressing any issues.

3. PERFORMANCE EVALUATION OF THE CHAIRMAN

Matters for consideration when evaluating the performance of the Chairman:

- effective leadership of the Board;
- maintenance and management of relationships and communication within the Board and the Chief Executive Officer, with Management and with Shareholders; and
- effective and efficient utilisation of the Company Secretary.

4. PERFORMANCE EVALUATION OF DIRECTORS

In evaluating the performance of individual Directors, areas for consideration include:

- satisfactory meeting attendance, including the quality of participation and contribution, and their preparation prior to discussion;
- proactive involvement in the company and willingness to spend additional time understanding the company and actively participating in events outside of the Boardroom, such as site visits;
- the value and quality of their contribution to the Company's risk management strategy;
- attention to areas of concern and persistence in following up matters raised by the Board;
- maintaining and updating their knowledge and skills in areas such as financial reporting, corporate governance, market conditions and the industry;
- meeting individual performance objectives;
- supporting executive management while monitoring their conduct and performance
- effective communication with Management and fellow Board members

5. PERFORMANCE EVALUATION OF SENIOR MANAGEMENT AND CHIEF EXECUTIVE OFFICER

The performance evaluation of the Chief Executive Officer is conducted annually by the Chairman with ultimate oversight by the Board. The evaluation of the Chief Executive Officer involves an assessment of a range of factors including the overall financial performance of the Company, its culture and the achievement of specific predetermined goals.

The performance evaluation of individual Senior Managers (including Executive Directors) will be conducted annually by the Chief Executive Officer (Managing Director) and will occur at least annually, in concurrence with the annual assessment of remuneration, in conjunction with financial year end. Additional performance evaluations may be conducted throughout the year, as the Chief Executive Office (Managing Director) sees fit.

- the executive management needs of the Company, to ensure it remains competitive in the market; and
- whether prescribed company and individual performance objectives have been met.

6. REMUNERATION

This Remuneration Policy will deliver total remuneration that is competitive with the remuneration received by comparable companies, and has been structured in a way that is intended to:

- attract, motivate and retain senior executives and key talent within the Company
- provide consistency, transparency and accountability
- demonstrate a clear link between corporate and individual performance
- provide a balance between fixed and variable or “at risk” remuneration
- reviewed annually in accordance with year-end results
- compensates non-executive directors by way of cash fees, superannuation contributions and non cash benefits in lieu of fees (such as salary sacrifice into superannuation or equity).