

Dear Shareholder,

I am pleased to enclose the Notice of Meeting and Proxy Form for Infomedica Limited's 2015 Annual General Meeting. The meeting will be held on Thursday 22 October 2015, commencing at 10:00 am in the Warrane Theatre at The Museum of Sydney located on the corner of Phillip and Bridge Street in Sydney.

The resolutions on the agenda this year are for:

- the election of up to four Directors from amongst the five nominees named in the Notice of Meeting. The Notice of Meeting includes recommendations from the current Directors on voting in favour of three of the candidates, including myself. Further details about each nominee for the position of Director are set out in the Explanatory Notes; and
- adoption of the 2015 Remuneration Report.

Under our Constitution, there can be a maximum of five directors on your Board and this number will include the Managing Director. There are currently four directors on the Board, after the recent resignation of Mr Andrew Pattinson as CEO and MD and three of those directors are standing for re-election.

After careful consideration, your Board recommends to shareholders that only three directors be elected, in order to allow the new CEO to be offered a board seat if suitably qualified. The Company has commenced a selection process with our recruitment advisor for the appointment of a new CEO, to replace Mr Pattinson. The Board believes that it is essential that the search and appointment of the new CEO be dependent on and inclusive of a board seat; that is, that the CEO also be the Managing Director.

If all four vacant positions are filled at the AGM, there will not be a directorial position available for the incoming CEO. Your Directors believe that the absence of a directorial position will jeopardize the quality of candidate that the Company will be able to attract. With the search well underway, the inability to offer the CEO a board position would create an unwanted redirection of effort, focus, cost and time.

Having determined that it is appropriate to recommend to shareholders that they only elect three of the five candidates standing for election, the Board, through its Nomination Committee, undertook a process to assess the candidates against the overall skills and competencies of the Board necessary for the future of the Company, and to maintain the capacity to appoint the new CEO as a director. As a result, your Board recommends that shareholders vote for the three candidates considered most suitable, and recommends against the other two candidates.

As Chairman of the Company, I am also standing for re-election. Accordingly, I propose that Mr Clyde McConaghy as Chairman of the Nomination Committee, will Chair that part of the meeting which deals with the election of directors.

All resolutions to be put to the meeting are discussed in the Explanatory Notes attached to the Notice of Meeting. Directors' voting recommendations on the resolutions are set out in the Notice of Meeting and in the Explanatory Notes.

If you would like to submit questions for consideration by the Board before the meeting, please complete and return the shareholder question form that is included with the Notice of Meeting.

The Board hopes you are able to attend the Annual General Meeting and that you will take the opportunity to meet with my fellow Directors and senior executives. I look forward to seeing you there.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Fran Hernon', is written over a horizontal line.

**Fran Hernon**  
**Chairman**

**21 September 2015**

## NOTICE OF ANNUAL GENERAL MEETING

Infomedia Ltd ("*the Company*") will hold its Annual General Meeting at 10:00 AM (AEDT) on THURSDAY, 22 OCTOBER 2015 in the Warrane Theatre of The Museum of Sydney, located on the corner of Phillip and Bridge Streets, Sydney.

### 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 2015.

#### ELECTION OF NON-EXECUTIVE DIRECTORS

##### **RESOLUTION 1 – ELECTION OF ANNE O'DRISCOLL:**

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

*"That Ms. Anne O'Driscoll, 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."*

The Directors (Ms O'Driscoll abstaining) recommend you vote in favour of this resolution.

##### **RESOLUTION 2 – ELECTION OF BART VOGEL:**

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

*"That Mr. Bart Vogel, 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."*

The Directors (Mr Vogel abstaining) recommend you vote in favour of this resolution.

##### **RESOLUTION 3 – ELECTION OF JONATHAN POLLARD:**

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

*"That Mr. Jonathan Pollard, having nominated as a candidate pursuant to rule 7.1(k)(ii) of the Company's Constitution, be elected as a director of the Company pursuant to rule 7.1(j) of the Constitution."*

The Directors recommend you vote against this resolution.

##### **RESOLUTION 4 – ELECTION OF RICHARD GRAHAM:**

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

*"That Mr. Richard Graham, having nominated as a candidate pursuant to rule 7.1(k)(ii) of the Company's Constitution, be elected as a director of the Company pursuant to rule 7.1(j) of the Constitution."*

The Directors recommend you vote against this resolution.

## **RESOLUTION 5 – RE-ELECTION FRAN HERNON:**

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

*“That Ms. Fran Heron, 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.”*

The Directors (Ms Heron abstaining) recommend you vote in favour of this resolution.

## **REMUNERATION REPORT**

### **RESOLUTION 6 – REMUNERATION REPORT:**

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

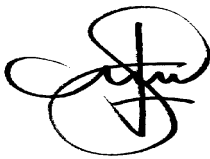
*“That the Remuneration Report be adopted for the year ended 30 June 2015.”*

The Directors recommend you vote in favour of this resolution.

### **ADDITIONAL INFORMATION:**

Please refer to the Explanatory Statement accompanying this Notice for more information on Resolutions 1 to 6. Voting exclusions apply to Resolution 6.

By Order of the Board of Directors



**Nick Georges,  
Company Secretary  
21 September 2015**

## 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 (**AGM**).
- 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/infomedიაagm2015>

**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, 20 October 2015 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 to Resolution 6. 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 AGM.

## 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 AGM. 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 using the 'Questions Form' enclosed with this notice. The question may be submitted by following the instructions on the form and returning it to Boardroom. Forms must arrive no later than 5:00pm AEDT 15 October 2015.

## DIRECTOR ELECTIONS

**Background:** Two new independent non-executive directors were appointed to the Company's Board during the 2015 financial year. The first was Ms. Anne O'Driscoll whose appointment took effect from 15 December 2014 to fill the vacancy left following the resignation of Mr. Richard Graham in November 2014. The second appointment was that of Mr. Bart Vogel, taking effect on 31 August 2015, to fill the vacancy left following the resignation of Mr. Myer Herszberg who resigned on the same day.

Both Ms. O'Driscoll and Mr Vogel retire from office at this AGM pursuant to Rule 7.1(d) of the Company's Constitution and ASX Listing Rule 14.4.

Ms. Fran Herson will also retire by rotation at the AGM under Rule 7.1(f) and ASX Listing Rule 14.4.

Ms. O'Driscoll, Mr Vogel and Ms. Heron, being eligible, each offer themselves for election as a Director.

Additionally, Mr Richard Graham and Mr Jonathan Pollard have each offered themselves for election as a Director.

Rule 7.1(a)(ii) of the Company's Constitution restricts the number of Directors of the Company to five Directors. On the basis that Mr McConaghy was last elected in 2014 and remains in office, a total of four positions are available on the Board. Therefore, whilst five candidates are standing; a maximum of four candidates may be elected as Directors. To be elected, a candidate needs to receive more "for" votes than "against" votes. If more than four candidates satisfy this condition, the candidates elected will be those four with the highest number of "for" votes. In the event that there are candidates who have an equal number of 'For' votes, then the one with the fewer 'Against' votes will be elected.

However, whilst it is open to shareholders to elect a total of four candidates, the Board recommends to shareholders that they only vote in favour of up to three candidates at the AGM, so that the remaining Board position may remain vacant for the appointment of a new Managing Director (MD) to replace the outgoing CEO for which the Company is undertaking an international search.

The Company has commenced a selection process with its recruitment advisor for the appointment of a new CEO and MD. The Board believes that it is essential that the search and appointment of the new CEO be dependent on and inclusive of a board seat; that is, that the CEO also be the MD. Under the Constitution, the MD may occupy one of the five board seats available. Accordingly, if all four vacant positions are filled at the AGM, there will not be a directorial position available for the incoming CEO. Your directors believe that, if the Company cannot offer a board seat to its candidate, if that person is otherwise of appropriate skills, it will jeopardize the quality of candidate that the Company will be able to attract. With the search well underway, the inability to offer the CEO a board position would create an unwanted redirection of effort, focus, cost and time.

Having determined that it is appropriate to recommend to shareholders that they only elect three of the five candidates standing for election, the Board, through its Nomination Committee, undertook a process to assess the candidates against the overall skills and competencies of the Board necessary for the future of the Company, and to maintain the capacity to appoint the new CEO as a director. As a result, your Board recommends that shareholders vote for the three candidates considered most suitable, and recommends against the other two candidates.

The proxy form contains further information on voting.

The order of candidates on this Notice of Meeting and the proxy form has been determined by ballot by the Company's Auditor.

**Recommendation:** The Board recommends the election of Ms. O'Driscoll and Mr Vogel and the re-election of Ms. Heron, as directors of the Company. The Board recommends against the election of Mr Pollard and Mr Graham.

**Direction of proxies:** The Chairman of the meeting intends to vote undirected proxies in favour of the election of Ms O'Driscoll, Mr Vogel and Ms Heron and against the election of Mr Pollard and Mr Graham.



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

**Anne O'Driscoll:** Ms. O'Driscoll, FCA, GAICD, ANZIIF (Fellow), joined the Board on 15 December 2015 and took over as independent Chairman of the Audit & Risk Committee on 1 March 2015. Ms. O'Driscoll is also a director of Steadfast Group Limited, the insurance subsidiaries of Commonwealth Bank Limited, (known as CommInsure) and MDA National Insurance Pty Limited. Her last executive role was as CFO of Genworth in Australia from 2009 to

2012. Prior to that, she spent over 13 years with NRMA/Insurance Australia Group Limited in a range of roles in finance, strategy, investor relations and governance. Before that she worked in accounting firms, now PwC and Deloitte, in Sydney, London and Dublin.

The Board (Ms O'Driscoll abstaining) has considered Ms O'Driscoll's candidacy both in respect of her individual merits and contribution to the Board composition and **recommends you vote in favour of Ms O'Driscoll's election.** The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.



**Candidate Profile: Resolution 2 – Elect as a non-executive Director –**

**Bart Vogel:** Mr Vogel, BComm(Hons), FCA, GAICD, joined the Board on 31 August 2015 to fill the casual vacancy caused by Mr Herszberg's retirement. He currently serves on the Company's Audit & Risk Committee and Remuneration & Nominations Committee. Mr. Vogel is also a director of Macquarie Telecom Group Limited, Sedgman Limited and the Children's Cancer Institute Australia. He has had extensive commercial experience from a range of sectors including Telecommunications, IT and Business Services. His executive career included

CEO roles with Asurion Australia and Lucent Technologies (Australia and Asia Pacific), and over 20 years in the management consulting industry with Bain & Company, A.T. Kearney and Deloitte.

The Board (Mr Vogel abstaining) has considered Mr Vogel's candidacy both in respect of his individual merits and contribution to the Board's composition and **recommends you vote in favour of Mr Vogel's election.** The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.



**Candidate Profile<sup>1</sup>: Resolution 3 – Elect as a non-executive Director –**

**Jonathan Pollard:** Mr Pollard is a Chartered Accountant and holds an honours degree in Mathematics. He has worked in senior positions in global software businesses for 14 years. He has a proven keen and natural sense for maximising financial performance in an IP development company space. In 2015, he became CEO of Codisto, a leading provider of integration software for global online marketplaces. He held management and Executive roles at Infomedia for 10

years. He was CFO from 2008 – 2014 during a crucial time as Infomedia transitioned from disc to fully online solutions. He was a key part of the management team that saw the company share price increase 600%, the company readmitted into the ASX 300, and genuine investor communication flourish.

The Board has considered Mr Pollard's candidacy both in respect of his individual merits and contribution to the Board's composition. Having considered the best interests of the business and the requirement for an independent Board, the Board **recommends you vote against Mr Pollard's election.** The Chairman of the meeting intends to vote undirected proxies against this resolution.

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<sup>1</sup> The Company has not verified the information provided by Mr Pollard.





**Candidate Profile<sup>2</sup>: Resolution 4 – Elect as a non-executive Director – Richard Graham:**

Mr. Graham was a co-founder of Infomedica in 1988, and instrumental in the creation of its Microcat, AutoPartsBridge and Superservice product lines. He has over 30 years' experience in technology companies and before Infomedica helped to establish global retailer ComputerLand in 1977 and bring Microsoft to Australia in the 1980s. He served for a majority of the next 24 years as its Chairman and CEO, until the appointment of Mr Pattinson as CEO in 2013 and

his retirement from the Board in 2014. Mr Graham holds the honorary title of Director Emeritus. He is an elected Councillor in his home shire near Canberra.

The Board has considered Mr Graham's candidacy both in respect of his individual merits and contribution to the Board's composition. Having considered the best interests of the business and the requirement for an independent Board, the Board **recommends you vote against Mr Graham's election.** The Chairman of the meeting intends to vote undirected proxies against this resolution.



**Candidate Profile: Resolution 5 – Re-elect as a non-executive Director – Fran Heron:**

Ms. Heron, MAICD, was appointed Non-Executive Chairman in February 2014. She had previously held the role of Lead Non-Executive Director and first joined the Board in June 2000, just prior to the Company's listing on ASX. Ms. Heron has extensive experience in media, publishing, communications and technology. Her last executive role was as Corporate Affairs Manager for Nestlé Australia. Previous roles included account management for IT&T at Insurance Australia Group Limited and managing editor of NRMA's Open Road magazine. She began her career in journalism progressing to senior editorial positions in News Limited and Murdoch Magazines; Director of Publicity at Channel Ten and general manager of a communications firm.

The Board (Ms Heron abstaining) has considered Ms Heron's candidacy both in respect of her individual merits and contribution to the Board's composition and **recommends you vote in favour of Ms Heron's re-election.** The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

## REMUNERATION REPORT

**Resolution 6 – 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 Infomedica 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 2015.

As noted in last year's Annual Report, during FY14, your Directors undertook a review of the Company's approach to both executive and non-executive remuneration. Ms. Heron 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 accepted. Following from the Crichton Review, a new Remuneration & Nominations Committee was

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<sup>2</sup> The Company has not verified the information provided by Mr Graham.

established in January 2015. This Remuneration & Nominations Committee now has responsibility for overseeing the levels and structure of both executive and non-executive remuneration.

The Company's short and long term incentive schemes, in the form of a new Executive Incentive Plan (**Plan**), have been in operation for the last 12 months and have been incorporated into Key Management Personnel (**KMP**) service agreements upon renewal of the same. The Plan awards KMP both Short Term Incentives (**STI**) and Long Term Incentives (**LTI**) on a rolling annual timetable and aligns 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 are 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 6 is advisory only and does not bind the Directors of the Company.

## **Voting exclusion statement – Resolution 6**

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 Infomedica include the directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Report identifies KMP for the financial year ending 30 June 2015.

## **Questions from shareholders**

A shareholder of the Company who is entitled to vote at the AGM may submit a written question either to the Chairman of the AGM or the Company's auditor using the 'Questions Form' enclosed with this notice. The question may be submitted by following the instructions on the form and returning it to Boardroom. Forms must arrive no later than 5:00pm AEDT 15 October 2015.

## Questions Form

The Annual General Meeting (AGM) of Infomedial Limited will be held at the Warrane Theatre located in the Museum of Sydney, located on the corner of Bridge and Phillip Streets Sydney, on Thursday, 22 October commencing at 10.00 am AEDT. Shareholders are invited to register questions in advance of the AGM.

A shareholder who is entitled to vote at the Meeting may submit written questions to the Chairman or the external Auditor via the Company Secretary in advance about the business of the Meeting or the Annual Report.

If your question is directed to the external Auditor, it must be relevant to the:

- (i) conduct of the audit;
- (ii) preparation and content of the Auditor’s report;
- (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- (iv) independence of the Auditor in relation to the conduct of the audit.

**Question Forms must be received by the registrar, Boardroom Pty Limited, before 5.00 pm AEDT on Thursday, 15 October 2015. Forms may be lodged by email, post, facsimile transmission or in person.**

During the Meeting we intend to respond to as many of the more frequently asked questions as is practicable.

Shareholder’s Name

Securityholder Reference Number (SRN)

I																			
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or

Holder Identification Number (HIN)

X																			
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Question(s)

Please tick  if it is a question directed to the external Auditor

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2. ....

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3. ....

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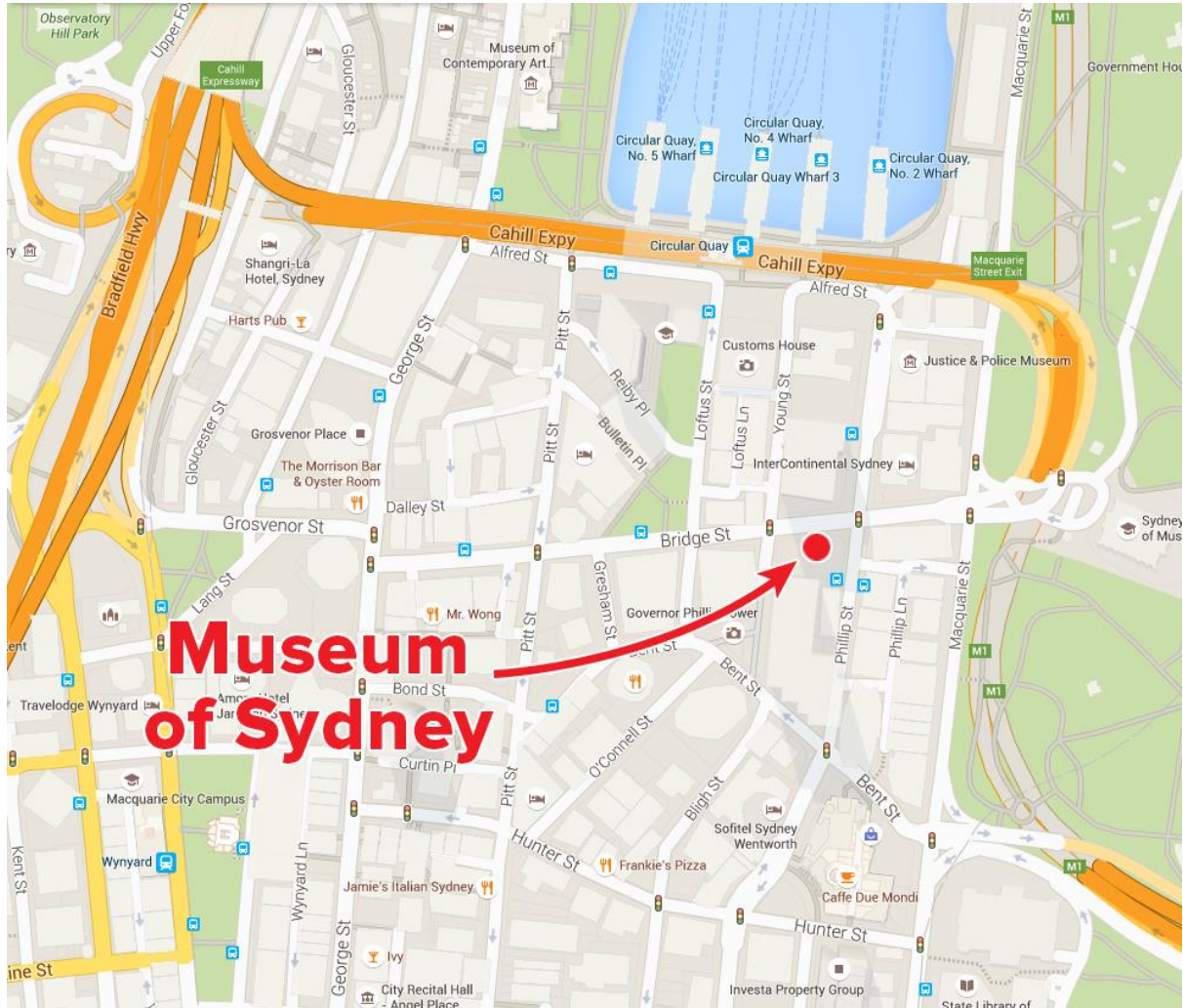
4. ....

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## GETTING THERE:

The Museum of Sydney is located on the corner of Phillip and Bridge Streets in the Sydney CBD. The Annual General Meeting will be held in the Warrane Theatre.



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

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00 am (AEDT) on Tuesday, 20 October, 2015.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/infomedиаagm2015](http://www.votingonline.com.au/infomedиаagm2015)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 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 **10.00 am (AEDT) on Tuesday, 20 October, 2015.** 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/infomedиаagm2015](http://www.votingonline.com.au/infomedиаagm2015)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 12, 225 George 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 Limited** (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 **Warrane Theatre of The Museum of Sydney, located on the corner of Phillip and Bridge Street, Sydney on Thursday, 22 October, 2015 at 10.00 am (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 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 6 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 6). 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.

<sup>^</sup> **Resolutions 1, 2, 3, 4 and 5:** There are five candidates for election as Directors at this AGM. Due to restrictions set out in the Company's constitution, only four places are available on the Board of Infomedia. A separate resolution will be put for each candidate standing. Only those candidates who receive more 'For' votes than 'Against' votes will be considered for election as a director, and will be elected if vacancies exist.

If the above process would result in there being a greater number of directors than the maximum number set under the Company's constitution, those candidates with the higher number of 'For' votes will be elected, such that the total number of directors does not exceed the maximum. If there are candidates who have equal number of 'For' votes, then the one with fewer 'Against' votes will be elected.

**In the Chairman's covering letter and the Explanatory Statement, the Directors have recommended that each shareholder limit the number of candidates for whom they vote to a maximum of three. Please refer to the Notice of Meeting for further information.**

The order of candidates on this Notice of Meeting and the proxy form has been determined by ballot by the Company's Auditor.

		For	Against	Abstain*
Resolution 1	Elect as a non-executive Director Board endorsed candidate – Anne O'Driscoll <sup>^</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Elect as a non-executive Director Board endorsed candidate – Bart Vogel <sup>^</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Elect as a non-executive Director Board not-endorsed candidate – Jonathan Pollard <sup>^</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Elect as a non-executive Director Board not-endorsed candidate – Richard Graham <sup>^</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-elect as a non-executive Director Board endorsed candidate – Fran Hemon <sup>^</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of Remuneration Report	<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 Securityholder 2 Securityholder 3

Sole Director and Sole Company Secretary Director Director / Company Secretary