

24 September 2018

ASX – Market Announcements Office

Dear Sir / Madam

[NOTICE OF 2018 ANNUAL GENERAL MEETING AND SAMPLE PROXY FORM](#)

Please find attached the 2018 Notice of Annual General Meeting (**AGM**) and sample proxy form.

The Notice of AGM and individualised proxy forms will be dispatched to shareholders today.

The AGM will take place on Friday 26 October 2018 at 10:00 am AEDT at the Company's head office located at 3 Minna Close, Belrose NSW.

Yours faithfully



Daniel Wall

Company Secretary

T: 9454 1728



Global leaders in parts and service software

A large, abstract graphic composed of several concentric, overlapping circular segments in shades of light blue and grey, creating a sense of motion or a gear-like structure. The segments are arranged in a way that they appear to be interlocking or rotating.

Notice of
**2018 ANNUAL
GENERAL MEETING**

24 September 2018

AGM 2018: Invitation from the Chairman

Dear Shareholder,

Thank you for your support of Infomedica in 2018.

I am pleased to invite you to Infomedica's 2018 Annual General Meeting (**AGM**) to be held at 10:00am on Friday 26 October 2018 at Infomedica's global head office at 3 Minna Close, Belrose in Sydney Australia.

Infomedica's AGM is an important event in our corporate calendar and the Board and management look forward to the opportunity to meet with you, answer your questions and attend to the business of the meeting as outlined in this Notice of Meeting.

The following matters will be considered at Infomedica's 2018 AGM:

- adoption of the 2018 Remuneration Report;
- the re-election of Mr Bart Vogel as a Non-Executive Director; and
- approval to issue new shares to the CEO & Managing Director following the potential vesting of performance rights and options in 2019.

Infomedica welcomes your feedback and questions. If you would like to submit questions for consideration by the Board or the Company's Auditors prior to the meeting, please refer to page 16 of this Notice of Meeting for further details.

On behalf of the entire Infomedica Board and leadership team, I thank you for your continued support of Infomedica Ltd. The Board looks forward to your attendance at the 2018 AGM.

Yours sincerely,



Bart Vogel

Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the **Company**) will be held at **10:00 AM (AEDT)** on **Friday 26 October 2018** at **3 Minna Close, Belrose NSW 2085**.

ORDINARY BUSINESS

Statutory Reports

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2018.

Resolution 1: Remuneration Report

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

'That the Company's Remuneration Report for the year ended 30 June 2018 be adopted.'

This resolution is advisory only and does not bind the Directors or the Company. Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

The Board recommends that shareholders **vote FOR** this resolution.

A voting exclusion applies to this resolution – refer to page 7 for further details.

Resolution 2: Re-Election of Mr Bart Vogel

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

'That Mr Bart Vogel, a Director retiring from office by rotation in accordance with Rule 7.1(d) of the Company's Constitution, be re-elected as a Non-Executive Director of the Company.'

Further details about this resolution are set out within the Explanatory Notes.

The Board (Mr Vogel abstaining) recommends that shareholders **vote FOR** this resolution.

Resolution 3: Approve issue of new shares to fulfil long term incentive entitlements to the CEO and Managing Director

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

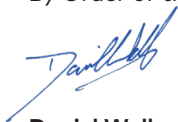
'That pursuant to Listing Rule 10.14, and for all other purposes, approval is given for Infomedia Ltd to issue new fully paid ordinary shares to fulfil entitlements upon the potential vesting and exercise of existing Performance Rights and Options issued to the CEO and Managing Director in 2016.'

Further details about this resolution are set out within the Explanatory Notes.

The Board (Mr Rubinsztein abstaining) recommends that shareholders **vote FOR** this resolution.

A voting exclusion applies to this resolution – refer to page 14 for further details.

By Order of the Board



Daniel Wall

Company Secretary

24 September 2018

SHAREHOLDER VOTING INFORMATION

Eligibility to attend and vote: In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that entitlement to vote at the 2018 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Wednesday, 24 October 2018. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM. Shareholders can vote by attending and voting in person or by attorney, by appointing a proxy to attend and vote on their behalf, or by submitting a direct vote.

Voting in person: Please arrive 15 minutes prior to the time designated for the meeting so that we may verify your 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 2001 (Cth) (**Corporations Act**). The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

Direct voting: Shareholders may vote directly in accordance with the instructions contained on the Voting Form. A direct vote enables shareholders to vote on resolutions considered at the meeting by lodging their votes with Company prior to the meeting. Please note if you have lodged a direct vote, and then you attend the AGM, you will not be entitled to vote, and any vote cast will be disregarded.

Voting by proxy: Shareholders may participate by a proxy appointed in accordance with the following guidelines:

- a) **Appointment of proxy:** You are entitled to attend and vote directly. Alternatively, you are entitled to appoint not more than two proxies, who need not be Shareholders, to vote on your behalf. A validly completed proxy form must be returned as specified in paragraph g) below to be effective.

- b) **Appointment of two proxies:** If two proxies are appointed, you may specify the proportion or number of votes that each proxy may exercise. If you do not specify the proportion or number of votes, each proxy may exercise half your votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
- c) **Undirected proxies:** 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.
- d) **Direction to abstain:** 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.
- e) **Chairman as proxy:** The Chairman intends to vote undirected proxies in favour of the resolutions set out in this Notice to the extent permitted by law. If you appoint the Chairman of the meeting as your proxy expressly or by default and you do not direct the Chairman how to vote on a resolution, by completing and returning the voting form you authorise the Chairman of the meeting to exercise the proxy and to vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel (**KMP**) of the Company¹.
- f) **Powers of attorney:** 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.

¹ KMP of Infomedia include the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company's Annual Report identifies KMP for the financial year ending 30 June 2018.

g) **Return of proxy forms:** To be effective your completed proxy form must be received at the Company's corporate registry at least 48 hours prior to the appointed time of the AGM (i.e. by 10:00am AEDT on Wednesday 24 October 2018). The proxy (and any authority appointing an attorney or corporate representative) must be sent by post, fax or lodged online to one the following locations:

By mail to:

Link Market Services
Locked Bag A14
Sydney South NSW 1235

Online via the investor centre:

www.linkmarketservices.com.au

By facsimile: +61 2 9287 0309

h) **Voting Exclusion Statement:** Voting exclusions apply to Resolution 1 and Resolution 3. Refer to the Explanatory Notes below for further details.

EXPLANATORY NOTES

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

Background

The Corporations Act requires that Directors' Report, Financial Statements and the Auditor's Report be considered at the AGM. A reasonable opportunity will be provided for shareholders to ask questions about, or make comments on the management of the Company, and to ask the auditor questions at the meeting. Shareholders may also submit written questions in advance of the meeting. Please refer to 'Shareholder Questions' on page 16 for further details on how to submit a question in writing.

Resolution 1: Remuneration Report

Background

Shareholders must consider and adopt the Remuneration Report (**Report**) at each AGM². The Report forms part of the 2018 Directors' Report and contains details about:

- a) the remuneration philosophy and policies of Infomedia Ltd for determining the nature and amount of remuneration for the Company's Directors and senior executives;
- b) the relationship between remuneration policy and Company performance; and
- c) remuneration details for KMP for the period ended 30 June 2018.

Infomedia's remuneration framework aligns executive reward with achievement of strategic objectives and shareholder returns. The performance of the Company relies upon the quality of its Directors and executives. The Company must attract, motivate and retain skilled Directors and executives to deliver on key strategic goals. Compensation must be competitive and appropriate

² Refer section 250R of the Corporations Act 2001 (Cth)

for the results delivered. Further details about the Company's remuneration philosophy, framework and outcomes in FY18 can be found in the Company's 2018 Annual Report located at: <https://www.infomedia.com.au/investors/annual-and-half-year-reports/>

A reasonable opportunity will be provided at the meeting for Shareholders to ask questions about, or to make comments upon the Remuneration Report. Under the Corporations Act, the vote in relation to Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting exclusion statement

A vote on Resolution 1 (Remuneration Report) must not be cast:

- a) in any capacity by or on behalf of the key management personnel (**KMP**)³ of the Company, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2018, or by any of their closely related parties (such as certain of their family members, dependants and companies they control); or
- b) as a proxy, by a person who is a KMP of the Company at the date of the meeting, or by any of their closely related parties unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:
 - i. in accordance with a direction on the proxy form; or
 - ii. by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote an undirected proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP of the entity (refer note (e) on page 4 of this Notice for further detail).

Recommendation

The Board recommends that shareholders vote **FOR** this resolution.

Undirected proxies held by the Chairman

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

³ Refer footnote 1 above for a definition of KMP

Resolution 2: Re-Election of Non-Executive Director Bart Vogel

Background

The Company must hold an election of directors at each annual general meeting⁴. Mr Bart Vogel will retire at the AGM under Rule 7.1 (d) of the Company's Constitution.

Being eligible, Mr Bart Vogel offers himself for re-election as a Non-Executive Director. Mr Vogel is the current Chairman of the Infomedia Board and serves on the Company's Remuneration & Nominations Committee and the Technology & Innovation Committee. A summary of Mr Bart Vogel's skills and experience is contained in the Company's 2018 Annual Report.

Recommendation

The Board (Mr Vogel abstaining) have considered Mr Vogel's candidacy in respect of his individual merits and the overall Board composition and recommend the re-election of Mr Vogel as a Non-Executive Director of the Company.

Accordingly, the Board (Mr Vogel abstaining) recommend that you **vote FOR** this resolution.

Undirected proxies held by the Chairman

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Mr Bart Vogel.

⁴ Refer ASX Listing Rule 14.5 and Rule 7.1(d) of the Company's Constitution

Resolution 3: Approval to issue new securities to fulfil entitlements upon the potential vesting and exercise of existing Performance Rights and Options issued to the CEO and Managing Director in 2016.

The Company is asking shareholders to approve the issue of new shares to fulfil entitlements upon the potential vesting and exercise of Performance Rights (**Rights**) and Options (**Options**) granted in 2016 to the CEO & Managing Director (**Managing Director**), Mr Jonathan Rubinsztein. The Rights and Options will be tested and may vest, subject to the attainment of performance conditions.

Background

The Company issued Rights and Options to the Managing Director under the terms of his employment agreement and the Company's Executive Incentive Plan upon his commencement with the Company in 2016⁵.

The Rights and Options form Mr Rubinsztein's current long-term incentive (**LTI**) remuneration. LTI forms part of the Company's remuneration framework and is designed to give executives the opportunity to earn variable awards through the achievement of defined company performance conditions which are aligned to long-term value creation for shareholders.

LTI is granted under the Company's Executive Incentive Plan and vests upon satisfaction of predetermined performance conditions. For further detail about the Company's remuneration philosophy, please refer to the Company's 2018 Annual Report at:

<https://www.infomedia.com.au/investors/annual-and-half-year-reports/>.

Rights and Options previously granted without shareholder approval

Unless an exception applies, ASX Listing Rule (**LR**) 10.14 requires shareholder approval be obtained before the

⁵ Refer ASX Announcement dated 27 January 2016

⁶ As defined in LR 19 and which includes convertible securities in the form of Options and Rights

⁷ Specifically, the exception described in LR10.15B

Company grants 'securities'⁶ to (among others) any director of the Company.

When issuing the Options and Rights to the Managing Director in 2016, the Company chose to rely on an exception to LR10.14⁷ and did not seek shareholder approval at that time. The Board chose to rely on the exception to secure a quality candidate at a critical time in Infomedia's development. At the time of granting the Performance Rights and Options, the 2016 Annual General Meeting was ten months away and the expense of an extraordinary general meeting to approve long term incentives with attached performance hurdles was not warranted. The exception relied on requires that the Company procure shares on-market to satisfy Mr Rubinsztein's entitlement to shares upon exercise of the Rights and/or Options. The Company has adopted this approach for Mr Rubinsztein's Rights which have vested in 2017 and 2018.

Why shareholder approval is now sought

The Company has identified a strategic framework for growth. Importantly, investment in innovative technology and strategic acquisitions are fundamental aspects of the strategic framework with a focus on sustaining and improving the Company's growth trajectory. Approval of this resolution will provide the Company with maximum flexibility to manage its cashflow requirements and facilitate the pursuit of strategic opportunities that can be wholly or partly funded by available cash reserves, thus reducing the need to rely on debt and/or equity raisings.

Specifics about the resolution

The Company is specifically seeking shareholder approval for the purposes of LR10.14 to issue new fully paid ordinary shares (**Shares**) to the Managing Director to fulfil entitlements upon the potential vesting of Rights and Options in 2019⁸.

The maximum number of shares that may be issued is **4,456,671** new Shares. This represents the number of shares required to satisfy all Rights and Options

⁸ Note this is to be contrasted with a request to approve the Rights and Options themselves with retrospective effect.

currently on issue to Mr Rubinsztein, not all of which may vest. The number of Rights and Options vesting in 2019 will be determined against predefined performance conditions. The performance conditions and vesting criteria are set out in further detail on page 12 of this Notice of Meeting.

Of the 4,456,671 potential new shares:

- 706,761 Rights have a nil exercise price; and
- 3,750,000 Options have an exercise price of 92.2 cents which is payable to the Company on exercise and will form part of the Company's paid up capital.

If the resolution is passed, the Company retains a discretion to satisfy vested entitlements in whole or in part using shares acquired on market, or to cash settle entitlements as may be appropriate. If shareholders do not approve this resolution, the Company will settle any vested Rights and Options by purchasing existing securities on market, or by cash settling the entitlements.

It should be noted that the Company has the capacity and flexibility to issue new shares to satisfy entitlements of all other participants in the Company's LTI program as and when those entitlements vest and are exercised.

The Rights and Options at a glance

On page 12 we have provided a high-level overview of the Rights and Options as granted to the Managing Director in 2016 to assist shareholders' understanding about:

- a) the incentives;
- b) the relevant performance conditions; and
- c) the vesting outcomes based on performance conditions.

This information is also set out in more detail in the Company's 2018 Remuneration Report. The terms of the Rights and Options were set in 2016 by the Board and included in the Remuneration reports for the past three years.

SUMMARY OF PERFORMANCE RIGHTS & OPTIONS INCLUDING VESTING CRITERIA					
Performance period	Vesting opportunity	Financial Performance conditions and vesting outcomes at varying levels of achievement	Vesting Outcome	Restesting of unvested rights	Outstanding Balance
Rights	After release of:				
Tranche 1 2016-2017	FY17 accounts	Rights divided into three equal tranches with testing events following release of accounts in FY17, FY18 and FY19. Performance tested against FY16 earnings per share (EPS) and Rights vest as follows: 0% vesting if less than 10% compound annual growth rate (CAGR) in EPS Pro rata vesting between 10% and 15% CAGR in EPS 100% vesting at 15% or greater CAGR in EPS	100% or 472,689 Rights	n/a	0
Tranche 2 2016-2018	FY18 accounts		50.5% or 238,707 Rights	After release of FY19 accounts	233,982
Tranche 3 2016-2019	FY19 accounts		TBD	No retesting of Tranche 3	472,689
Options					
2016-2019	After release of FY19 accounts until expiry	Share price must exceed strike price of 92.2 cents per share	n/a	n/a	3,750,000

Other information

ASX Listing Rule 10.15A requires the following additional information to be disclosed:

- a) The maximum number of new fully paid ordinary shares that may be issued in connection with this resolution is 4,456,671.
- b) The underlying Rights and Options were issued for nil consideration to Mr Rubinsztein in 2016. Upon vesting and exercise:
 - i. up to 706,671 new Shares will be issued for nil consideration in respect of the Performance Rights; and
 - ii. up to 3,750,000 new Shares will be issued with strike price of 92.2 cents per share payable by Mr Rubinsztein to the Company upon exercise.
- c) The Rights and Options were issued pursuant to the Company's Executive Incentive Plan and associated Rights and Option Plan Rules (**Rules**) as approved by the Board in 2016. Mr Rubinsztein is the only director or director's associate who has acquired Rights or Options under the terms of the Rules. No prior approvals have been sought by the Company pursuant to Listing Rule 10.14 in respect of the current Rules, and no prior approvals have been sought for Mr Rubinsztein or any other current 'related party' of the Company.
- d) As at the date of this notice, Mr Rubinsztein is the only director or associate of directors entitled to participate in the Company's employee incentive scheme.
- e) There is no loan in relation to the acquisition of Rights or Options or any resulting securities following their exercise.
- f) Details of any securities issued under the employee incentive scheme will be published in each annual report of the entity relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under listing rule 10.14. Any additional directors or their associates (or any other person whose relationship with the entity or

a director, or an associate of a director of the entity is, in the ASX's opinion, such that approval should be obtained) who become entitled to participate in the employee incentive scheme after this resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under listing rule 10.14, unless an exception applies.

- g) Any securities to be issued upon vesting and exercise of the Options or Rights are expected to be issued by 1 October 2019, and in any case, no later than 1 October 2021.

It should also be noted that if approval is given in relation to this resolution, no approval pursuant to LR7.1 will be required and any Shares issued in connection with the Rights and/or Options will fall within the Exception 14 described in LR7.2. Accordingly, the issue of shares will not detract from the Company's 15% placement capacity pursuant to LR7.1.

Voting exclusion statement:

Resolution 3 is a resolution connected directly with the remuneration of a member of the KMP. The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Jonathan Rubinsztein (who is the only director eligible to participate in the Executive Incentive Scheme) and any of his associates. However, the Company need not disregard a vote if it is cast:

- a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote cast as a proxy on Resolution 3 by any member of the Company's KMP or any of their closely related parties will be disregarded. However, the Company will not disregard the vote if it is cast:

- a) as a proxy for a person entitled to vote on the resolution and in accordance with a direction on the proxy form; or

b) the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman deems fit.

Recommendation: The Board (excluding Mr Rubinsztein) consider that the proposed ability to issue new shares to satisfy vested Rights and Options to be appropriate and in the interests of the Company by providing maximum flexibility with regard to cashflow management.

Preserving cash allows the Company to pursue strategic acquisition opportunities wholly or partly funded by available cash reserves, thus reducing the potential reliance on, or size of any debt and/or equity raisings.

The Board (excluding Mr Rubinsztein) therefore recommends that shareholders **vote FOR** this resolution.

Undirected proxies held by the Chairman: The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

SHAREHOLDER QUESTIONS

Shareholders will have reasonable opportunity to ask questions at the meeting, including an opportunity to ask questions of the Company's external auditor.

Shareholders are encouraged to submit questions in advance via Link's Investor Centre which is accessible via the following link:

<https://investorcentre.linkmarketservices.com.au/Login/Login>

Written questions must be submitted no later than **5:00pm AEDT on Friday 19 October 2018.**

The Chair of the AGM will answer as many of the frequently asked questions as possible within the available time. To ensure orderly conduct of the meeting, please ensure that questions are clear, concise, and relevant to the business of the meeting, the conduct of the audit or management of the Company generally.

WEBCAST

The AGM will be broadcast live via webcast at:

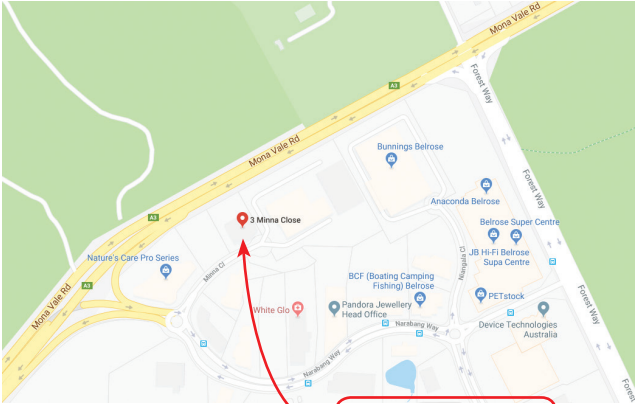
<http://www.openbriefing.com/OB/3065.aspx>

at the scheduled time of the annual general meeting.

Shareholders can also access an archived recording at the same link.

LOCATION OF THE ANNUAL GENERAL MEETING

The 2018 AGM will be held at Infomedia's head office located at 3 Minna Close, Belrose NSW 2085, approximately 35 minutes North of the Sydney CBD by car. Limited off-street visitor parking is available in the marked parking spaces located adjacent to reception.



3 Minna Close
Belrose NSW 2085




LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Infomedia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

VOTING FORM

I/We being a member(s) of Infomedia Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:00am on Friday, 26 October 2018**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 26 October 2018 at 3 Minna Close, Belrose NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

Important note for Resolutions 1 and 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 3, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Bart Vogel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approve issue of new shares to the CEO and Managing Director upon vesting and exercise of long-term incentives	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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 votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SECURITYHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Security Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If a member casts a valid direct vote on a resolution, any additional vote cast by the member (or by their proxy, attorney or representative) at the meeting on that resolution will be disregarded.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 24 October 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Infomedia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**