

13 October 2022

Market Announcement Office  
Australian Securities Exchange

## NOTICE OF 2022 ANNUAL GENERAL MEETING

Infomedia Ltd will hold its Annual General Meeting (**AGM**) on Wednesday 16 November 2022 at 10:00am AEDT.

Please find the following documents attached which provide more information about the AGM and how shareholders may participate:

- Invitation Letter from your Chairman – Bart Vogel;
- Notice of the 2022 Annual General Meeting; and
- Sample Proxy Form.

Meeting documents will be dispatched to shareholders today.

Yours faithfully



Daniel Wall  
Company Secretary

The release of the Notice of the 2022 Annual General Meeting has been authorised by the Infomedia Board.

13 October 2022

## Infomedia 2022 Annual General Meeting - Invitation from the Chairman

Dear Shareholder,

I am pleased to invite you to Infomedia's 2022 Annual General Meeting (**AGM**) which will be held at 10:00am on Wednesday 16 November 2022 at Infomedia's global head office at 3 Minna Close, Belrose in Sydney Australia. After two years of virtual AGMs, we are delighted to invite our shareholders to a physical meeting. Infomedia'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.

If you are unable to attend the Meeting you can listen to the meeting online via logging in at the following link: <https://meetings.linkgroup.com/IFM22>. You cannot vote or ask questions online. If you cannot participate in the Meeting (in person or online) we encourage you to complete and return the enclosed voting form in accordance with the instructions included in this Notice.

The following matters will be considered at Infomedia's 2022 AGM:

- receipt, consideration and discussion of the Company's Annual Financial Report, together with the Directors' Report and Auditor's Report for the financial year ended 30 June 2022;
- adoption of the 2022 Remuneration Report;
- the re-election of Mr Jim Hassell as a Non-Executive Director;
- the re-election of Ms Kim Anderson as a Non-Executive Director;
- approval to issue a sign-on bonus in the form of equity incentives to the CEO & Managing Director; and
- shareholder approval to issue equity incentives to the CEO & Managing Director.

Infomedia welcomes your feedback and questions. If you would like to submit questions for consideration by the Board or the Company's Auditor prior to the meeting, please refer to page 8 of the Notice of Meeting for further details.

Please note that whilst the Company will facilitate a live audio stream of the AGM, shareholders attending online will not be able to vote or ask questions during the meeting. Accordingly, please ensure you submit your direct electronic vote and any questions prior to the meeting or attend in person or by proxy to vote. Details about how to vote are set out in the attached notice of meeting.

### Notice of Meeting

In accordance with recent legislative changes to the *Corporations Act 2001* (Cth), Infomedia will no longer send physical meeting documents unless a shareholder requests a copy to be mailed. In the interests of reducing our environmental footprint, Infomedia encourages all shareholders to provide an email address so we can communicate with you electronically. To review your communication preference, or sign up to receive your shareholder communications via email, please update your details at the Link Investor Centre at: <https://investorcentre.linkgroup.com/Login>

A copy of the Notice of Meeting (**NOM**) can be viewed and downloaded online by visiting the Infomedia Investor website at: <https://www.infomedia.com.au/annual-general-meeting/>

The NOM explains in detail the items of business you will be asked to consider at the AGM. You are encouraged to carefully read the NOM and its Explanatory Notes before deciding how to vote on the resolutions. The NOM also includes the Board's voting recommendation for each resolution.

On behalf of the entire Infomedia Board and leadership team, I thank you for your continued support of Infomedia Ltd and we look forward to your attendance at the 2022 AGM.

Yours sincerely,

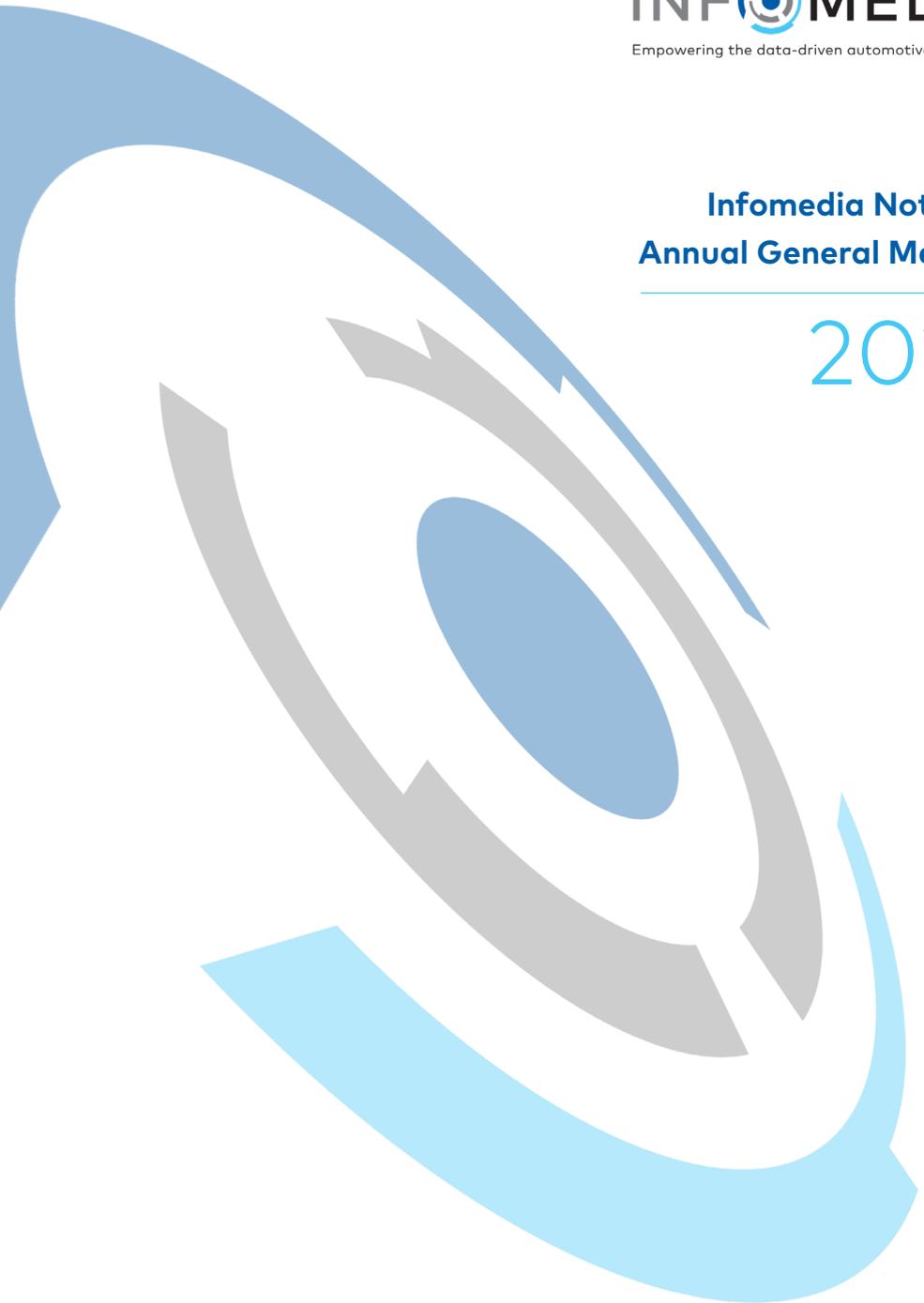


**Bart Vogel**  
Chairman

**Infomedia Notice of  
Annual General Meeting**

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2022



## NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is given that the 2022 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the **Company**) will be held at **10:00 AM (AEDT)** on **Wednesday 16 November 2022**.

The meeting will be held at the Company's global headquarters located at 3 Minna Close, Belrose NSW 2085.

### How to participate in the AGM

#### How to join the meeting

You can join the Annual General Meeting by attending in person at Infomedia's head office, located at 3 Minna Close Belrose NSW 2085. Alternatively, you may listen to a live audio feed of the meeting via webcast at <https://meetings.linkgroup.com/IFM22> using a desktop, mobile or tablet device with internet access. Registration will commence from 9:30am (AEDT). Once registration opens, enter your name, phone number and email address to join the meeting.

We recommend logging in to the online AGM webcast at least 15 minutes prior to the start of the meeting to ensure your internet connection and device are working and to attend to registration requirements.

#### Information required to join the meeting as a shareholder or proxyholder

Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN). This number is located at the top of your voting form.

Please note the deadline for receipt of proxy forms outlined in the detailed 'Shareholder Voting Information' section of this Notice of Meeting.

#### Shareholder questions

Shareholders and proxyholders may submit questions to the Company and its Auditor, Deloitte Touche Tohmatsu, ahead of the meeting. A reasonable opportunity will also be provided for shareholders and proxyholders to ask questions at the meeting. For further details about how to ask questions, please refer to page 8 of this Notice of Meeting.

## 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 2022. This item of ordinary business is for discussion only and is not the subject of a resolution.

### Resolution 1: Remuneration Report

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

*'That the Company's Remuneration Report for the year ended 30 June 2022 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.

### Resolution 2: Re-Election of Non-Executive Director Mr Jim Hassell

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

*'That Mr Jim Hassell, a Non-Executive Director retiring from office and resubmitting himself for election as an independent non-executive director, 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 Hassell abstaining) recommends that shareholders **vote FOR** this resolution.

## Resolution 3: Re-Election of Non-Executive Director Ms Kim Anderson

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

*‘That Ms Kim Anderson, a Non-Executive 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 (Ms Anderson abstaining) recommends that shareholders **vote FOR** this resolution.

## Resolution 4: Approval to issue the CEO & Managing Director sign-on bonus as equity interests

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 equity securities in the form of 313,370 Restricted Stock Units under the Company’s Equity Bonus Plan to Mr Jens Monsees as per the terms detailed in the Explanatory Notes.’*

Further details about this resolution are set out within the Explanatory Notes. Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

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

## Resolution 5: Approval to issue long-term equity incentives to the CEO & 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 equity securities in the form of Performance Rights and Share Appreciation Rights to Mr Jens Monsees in connection with the Company’s Long Term Incentive Equity Plan, with the number of equity instruments to be determined in accordance with the formulas detailed in the Explanatory Notes.’*

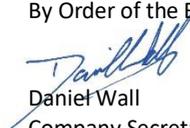
Further details about this resolution are set out within the Explanatory Notes. Voting exclusions apply to this resolution. Further details about the resolution and the voting exclusions are set out in the Explanatory Notes.

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

## Additional information

Additional information about the resolutions, including information about applicable voting exclusions, is set out in the Explanatory Notes which form part of, and are to be read in conjunction with, this Notice of Meeting.

By Order of the Board



Daniel Wall

Company Secretary

13 October 2022

## 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 a shareholder's entitlement to vote at the 2022 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Monday 14 November 2022. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM. Shareholders can vote by:

- a) physically attending the AGM (either in person or by proxy) and voting at the meeting; or
- b) by submitting a direct vote **in advance of the meeting** via the Link Market Services online investor platform.

Please note that shareholders will not be able to vote electronically during the meeting as has been the case in for meetings held during COVID related lockdowns.

### Resolutions to be determined by Poll

In accordance with the Company's usual approach to AGM voting, all resolutions considered at the AGM will be decided by a poll.

### Direct voting prior to the meeting

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 the Company prior to the meeting. Please note if you have lodged a direct vote or proxy vote before the meeting, and attend the AGM in person, you can revoke your votes and resubmit your votes at the meeting. Voting closes at 10:00am AEDT on Monday 14 November 2022 and, unless attending the meeting in person, all direct and proxy votes must be received by this time.

**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.
- 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 the proxy thinks fit.
- d) **Direction to abstain:** If a proxy is instructed to abstain from voting on an item of business, the proxy is directed not to vote on the shareholder's behalf, 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, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel (KMP) of the Company<sup>1</sup>.
- 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 accordance with paragraph g) below. If facsimile transmission is used, the power of attorney must be certified.

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<sup>1</sup> 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 2022.

- g) **Return of voting forms:** To be effective, your completed voting form (including details of any proxy appointment) 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 Monday 14 November 2022). The voting form, including the appointment of any 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:

<https://investorcentre.linkgroup.com>

**By facsimile:** +61 2 9287 0309

- h) **Voting Exclusion Statement:** Voting exclusions apply to Resolutions 1, 4 and 5. Refer to the Explanatory Notes below for further details.

## CONDUCT OF THE AGM

The AGM is an important forum for interaction between the Board and shareholders. Our AGM is intended to give shareholders the opportunity to:

- hear from the Chairman and the CEO about the performance and operations of the Company;
- consider and vote on the resolutions before the AGM (subject to the voting exclusions set out earlier in this Notice of Meeting); and
- ask questions of the Board and the Auditor.

To do this, we will:

- provide shareholders a reasonable opportunity to ask questions before and during the AGM, although those attending online will need to submit their questions in advance;
- inform shareholders of the proxy position on each Resolution and the manner in which the Chairman of the AGM will vote available proxies; and
- audio streaming of the AGM live via the online AGM platform accessible at <https://meetings.linkgroup.com/IFM22>

To assist us to achieve this, we ask that shareholders and proxyholders:

- are courteous and respectful to all attending, and running, the AGM;
- keep questions to a reasonable length, and not repeat questions already asked to allow as many shareholders as possible to participate; and
- confine questions to matters being considered at the AGM and which are relevant to shareholders as a whole. Questions relating to individual

circumstances can be raised with the Company, or with our Share Registry (Link Market Services) representatives.

## SHAREHOLDER QUESTIONS

Infomedia welcomes questions from shareholders and proxyholders both before and, for those attending in person, during the meeting. The Chairman of the AGM will generally answer questions from shareholders either directly, or as part of his address to the AGM. Some questions may be referred to the Auditor or to a senior executive who is best placed to answer. If appropriate, a response may be provided as soon as possible after the AGM.

### Submitting questions before the meeting:

Shareholders are encouraged to submit questions in advance via Link's Investor Centre which is accessible at: To do so, you will need your SRN/HIN number and postcode to log into your holding. Once logged in, select 'Voting' then click 'Ask Question'. Shareholders may address questions to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the FY2022 audit report or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2022.

All written questions addressed to the Auditor must be submitted electronically no later than **5:00pm AEDT on Wednesday 9 November 2022<sup>2</sup>**.

All other questions directed to the Company will be accepted electronically until **5:00pm AEDT on Monday 14 November 2022**.

### Questions during the meeting

Shareholders and proxyholders in attendance at the meeting will have a reasonable opportunity to ask questions, including the opportunity to ask questions of the Company's Auditor, Deloitte Touche Tohmatsu. Shareholders may ask questions by attending the meeting in person or by proxy, or by submitting written questions in advance of the meeting as outlined above. Shareholders listening to the proceedings via webcast will not have an opportunity to ask questions.

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<sup>2</sup> Refer section 250PA of the *Corporations Act 2001* (Cth)

## 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 the 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 8 of this document for further details on how to submit a question in writing.

### Resolution 1: Remuneration Report

#### Background

Shareholders must consider and adopt the Remuneration Report at each AGM<sup>3</sup>. The Remuneration Report forms part of the 2022 Directors' Report and contains details about:

- a) the remuneration philosophy and policies of Infomedia;
- b) the nature and amount of remuneration for the Company's Directors and key management personnel (**KMP**)<sup>4</sup>; and
- c) the relationship between remuneration policy and Company performance.

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 and compensation must be competitive and appropriate for the results delivered. Further details about the Company's remuneration philosophy, framework and outcomes relevant to FY2022 can be found in the Company's 2022 Annual Report located at [www.infomedia.com.au/FY22AR](http://www.infomedia.com.au/FY22AR).

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<sup>3</sup> Refer section 250R of the *Corporations Act 2001* (Cth)

<sup>4</sup> Refer footnote 1 above for a definition of KMP

A reasonable opportunity will be provided at the meeting for shareholders to ask questions about, or to make comments on, the Remuneration Report. The vote in relation to Resolution 1 is advisory only and is non-binding on the Company.

### Voting exclusion statement

The Company will disregard any votes on Resolution 1 that are cast:

- a) in any capacity by or on behalf of the KMP of the Company, the details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022, or by any of their closely related parties; 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.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Resolution 1, and:

- a) the vote is cast in accordance with a direction on the proxy form; or
- b) the vote is cast by the Chairman of the meeting pursuant to an express authorisation in the proxy form to vote an undirected proxy as the proxy decides.

### 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.

## Resolution 2: Re-election of Non-Executive Director Mr Jim Hassell

### Background

Mr Hassell was appointed to the Board on 10 May 2021 pursuant to Rule 7.1(c) of the Constitution and was subsequently elected by shareholders at the Company's 2021 Annual General Meeting.

On the basis that Mr Hassell acted as interim Chief Executive Officer (**CEO**) and Managing Director (**MD**) during the period 18 October 2021 to 22 May 2022, the Board previously signalled its intention that Mr Hassell would stand for re-election as a Non-Executive Director at the 2022 AGM, thus allowing shareholders the opportunity to endorse Mr Hassell's status as an independent director.

Mr Hassell currently serves as the Chair of the Technology & Innovation Committee and as a member of the Audit & Risk Committee. A summary of Mr Hassell's skills and

experience is set out on page 10 of the Company's 2022 Annual Report which is available at [www.infomedia.com.au/FY22AR](http://www.infomedia.com.au/FY22AR).

### Mr Hassell's independence between 18 October 2021 and 22 May 2022

On 18 October 2021, Mr Hassell accepted the role of interim CEO & MD at the request of the Board, following the resignation of the former CEO and MD. Accordingly, Mr Hassell's independence was technically compromised during the term of his interim appointment as CEO & MD.

### Mr Hassell's role following completion of his interim office as CEO & MD

Upon Mr Monsees' commencement on 23 May 2022, Mr Hassell resumed his status as a Non-Executive Director. At that time, the Board considered Mr Hassell's ongoing independence based on relevant indicators of independence, including the relatively short duration of his interim executive role and that his remuneration during that period did not contain any variable at-risk incentive component. The Board unanimously consider that Mr Hassell remains independent.

### Recommendation

The Board (Mr Hassell abstaining) have considered Mr Hassell's candidacy in respect of his skills, qualifications, and experience both individually and in the context of overall Board composition. The Board supports Mr Hassell's election as an independent Non-Executive Director.

Accordingly, the Board (Mr Hassell abstaining) recommends 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 this resolution.

## Resolution 3: Re-Election of Non-Executive Director Kim Anderson

### Background

Rule 7.1(e) of the Infomedia Constitution requires that the Company hold an election of directors at each annual general meeting, with the director who has held office the longest since their last election to retire at the meeting. Where two or more directors were elected at the same time, the director to retire may be decided in accordance with the Constitution.

Ms O'Driscoll and Ms Anderson were both re-elected at the Company's 2020 Annual General Meeting. Ms Anderson will stand for re-election as Non-Executive Director at the 2022 AGM. Ms Anderson was first appointed to the Board on 15 June 2020 and

has acted as the Chair of the Remuneration People & Culture Committee since 1 July 2020. Ms Anderson also serves as a member of the Audit & Risk Committee.

She currently serves as a Non-Executive Director of Carsales (ASX:CAR), InvoCare Ltd (ASX:IVC), SiteMinder (ASX:SDR) and the Sax Institute, a national leader in promoting the use of research evidence in health policy.

The Board has not identified any matters or conflicts which could materially impact Ms Anderson's independent judgment and considers Ms Anderson to be an independent Director. A summary of Ms Anderson's skills and experience is set out on page 10 of the Company's 2022 Annual Report which is available at [www.infomedia.com.au/FY22AR](http://www.infomedia.com.au/FY22AR)

### Recommendation

The Board (Ms Anderson abstaining) have considered Ms Anderson's candidacy in respect of her skills, qualifications, and experience both individually and in the context of overall Board composition. The Board supports Ms Anderson's election as an independent Non-Executive Director.

Accordingly, the Board (Ms Anderson abstaining) recommends 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 this resolution.

## Resolution 4 – Approval to issue the CEO & Managing Director sign-on bonus as equity interests

### Background

During the recruitment process to appoint a successor to the role of Chief Executive Officer (**CEO**) and Managing Director (**MD**), the Board considered a range of options to attract and secure a high calibre candidate to the position, including the use of a 'one-time' sign-on incentive. Accordingly, the Board made an offer to Mr Monsees to receive a one-time sign-on bonus in the amount of \$450,000. It is the Board's intention to confer the sign-on bonus in the form of Restricted Stock Units (**RSU**) under the Company's Equity Bonus Plan, which are convertible to fully paid ordinary shares on the terms described below.

The issue of the one-time sign-on bonus in the form of Restricted Stock Units, vesting in equal tranches over a period of three years, ensures an appropriate focus on the delivery of long-term shareholder value creation by directly aligning Mr Monsees’ interests with those of shareholders.

ASX Listing Rule 10.14 requires shareholder approval for a director’s acquisition of equity securities under an employee incentive program. Equity securities include shares and rights to acquire shares. Because Mr Monsees is an Executive Director he falls within the scope of the Listing Rule 10.14.1 and therefore shareholder approval is required to grant the proposed interests to Mr Monsees, subject to the exceptions in the ASX Listing Rules.

In the absence of shareholder approval to issue equity securities, the Board intends to honour the sign-on bonus in the form of cash payments, or alternatively, by procuring shares on market to satisfy the sign-on bonus.

### Terms of the Sign-On Bonus

Subject to shareholder approval, the sign-on bonus will be provided in the form of **313,370 RSUs**. Details about the RSUs are summarised in the table below.

SUMMARY OF KEY TERMS OF THE RSUs	
Sign-on Bonus	AUD \$450,000
Conversion to Restricted Stock Units	The number of RSUs is determined in accordance with the agreed terms of the bonus which is determined by the following formula: $\$450,000 / \$1.436 = 313,370$ RSUs  \$1.436 represents the 10-day variable weighted average price (VWAP) of Infomedia shares up to and including 3 March 2022, representing the period immediately preceding the announcement of Mr Monsees’ appointment to the role.
Terms of Issue	The interests will be issued subject to the terms of the Company’s Equity Bonus Plan Rules. A summary of the key terms of the issue are set out in this table.
Rights on vesting and exercise	Each vested RSU may be converted to fully paid ordinary shares in Infomedia on a ‘one for one’ basis.
Settlement of entitlements	The Board retains the discretion to settle any vested LTI entitlements by cash payment or by shares procured on market and transferred to Mr Monsees. If shareholders approve this resolution, entitlements may also be settled by the issue of new shares.
Price payable upon grant	Nil
Exercise Price	Nil
Issue Date	The Company intends to issue the equity incentives no later than 31 December 2022.
Vesting conditions and Vesting dates	Vesting of the RSUs is subject to the ongoing employment of Mr Monsees at each relevant point, subject to Board discretion. The RSU’s will vest as follows:

	<ul style="list-style-type: none"> <li>• one third will vest on 23 May 2023;</li> <li>• one third will vest on 23 May 2024; and</li> <li>• one third will vest on 23 May 2025.</li> </ul>
<b>Expiry date &amp; conversion dates</b>	Unvested RSUs will lapse and expire. Vested entitlements will convert to fully paid ordinary shares on the date of vesting or such other date determined by the Company. The RSUs under this grant will expire on 31 December 2026.
<b>Post vesting disposal restrictions</b>	Shares realised from the LTI scheme are not subject to specific post vesting disposal restrictions other than those set out in the Company's Securities Trading Policy.
<b>Malus &amp; Clawback</b>	The rights are subject to appropriate malus provisions entitling the Board, at its discretion, to pursue remedies where the participant has engaged in (among other things) fraud, dishonesty or gross misconduct. Remedies include the ability to suspend, reduce or extinguish outstanding entitlements in appropriate circumstances.
<b>Dividend and voting rights</b>	No dividend or voting right is attached to the Rights or the RSUs. Ordinary voting and dividend rights attach to fully paid ordinary shares issued upon conversion of the RSUs.
<b>Hedging Prohibited</b>	The terms of the Company's Equity Plan Rules expressly prohibit executives from entering into hedging arrangements to limit the economic risk of LTI awards.
<b>Change of Control</b>	The Equity Bonus Plan Rules confer the Board discretionary power to determine the manner in which any or all of the LTI will be dealt with taking into account all of the relevant circumstances leading to the change of control, including discretion to allow participants to benefit from the change of control event.
<b>Cessation of employment</b>	Subject to Board discretion, the LTI will generally lapse and be forfeited if Mr Monsees ceases employment with the Company prior to vesting.
<b>Further information disclosed in accordance with ASX Listing Rules 10.14 and 10.15</b>	<ul style="list-style-type: none"> <li>▪ No securities have been previously issued to Mr Monsees under the terms of the Company's Long Term Incentive program or Equity Bonus Plan.</li> <li>▪ No loan will be provided by the Company in relation to the grant or exercise of the RSUs proposed to be provided to Mr Monsees.</li> <li>▪ Mr Monsees' total annual remuneration package is comprised of: <ul style="list-style-type: none"> <li>○ Fixed Remuneration of \$600,000 (inclusive of superannuation entitlements)</li> <li>○ Short Term Incentive opportunity of \$540,000 (subject to the achievement of performance hurdles and other terms)</li> <li>○ Long Term Incentive opportunity of \$660,000 (subject to the achievement of performance hurdles and other terms)</li> <li>○ Reimbursement of up to \$25,000 per annum for personal health and life insurances, ongoing professional development and professional membership expenses.</li> </ul> </li> <li>▪ Where applicable, details of any securities issued under the scheme will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule.</li> <li>▪ Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</li> </ul>

## Recommendation

The Board (Mr Monsees abstaining) recommends 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 this resolution.

## Voting exclusion statement:

Resolution 4 is a resolution connected directly with the remuneration of a member of KMP. The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) by or on behalf of a member of the Company's Key Management Personnel (**KMP**) named in the Company's 2022 Remuneration Report, or any of their closely related parties, regardless of the capacity in which the vote is cast;
- b) as a proxy by any person who is a member of KMP at the date of the AGM or their closely related parties;
- c) a person referred to in Listing Rule 10.14.1 10.14.2 or 10.4.3 who is eligible to participate in the employee incentive scheme which is the subject of this resolution or any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- b) the chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

## Resolution 5: Approval of the CEO & Managing Director's FY23 Long -Term Incentive Grant

### Background

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a director which are issued under an employee incentive program. Equity securities include shares and rights to acquire shares. Because Mr Monsees is an Executive Director of Infomedia he falls within Listing Rule 10.14.1 and the grant of equity securities requires shareholder approval, subject to the exemptions in the ASX Listing Rules.

Long Term Incentives (**LTI**) form part of the Company's core remuneration strategy, providing executives with a variable, at-risk remuneration component, aligned with shareholder interests.

The Company last undertook a re-evaluation of its LTI program in 2020 to refine its use of Performance Rights (**PRs**) and Share Appreciation Rights (**SARs**) to further enhance their link with the Company's goals and shareholder returns. In FY23, the Company will use a combination of PRs and SARs as part of its LTI program, the terms of which are summarised below in this Explanatory Notes.

The objective of the proposed grant is to link Mr Monsees' incentives with long term value creation for shareholders, and to align his interests with those of shareholders generally by the imposition of performance measures over a three-year period. The Performance Rights are subject to rigorous performance goals associated with earning per share (**EPS**), which is directly linked to delivery of bottom-line performance for shareholders over the performance period. The SARs are subject to rigorous performance goals associated with top line revenue growth. The blended nature of the goals rewards Mr Monsees delivery of top line growth, whilst retaining appropriate focus on costs and operating leverage.

If shareholders approve the allocation of equity securities, the 'LTI Award Opportunity' will be allocated to the CEO & MD as per the calculations described in the table commencing on the next page. It should also be noted that if approval is given in relation to this resolution, Listing Rule 7.2 (Exception 14) will apply. Accordingly, equity securities issued in connection with this resolution will fall outside the 15% placement capacity specified in Listing Rule 7.1.

If shareholders do not approve the allocation of the proposed equity securities, then, subject to the achievement of the performance and service conditions described in the Explanatory Notes, Mr Monsees will receive either shares (purchased on-market) or a

cash payment at the end of the performance period, in each case equivalent to the value to the LTI he would have received had shareholder approval been obtained.

A summary of the key terms of the LTI Plan and the offer to Mr Monsees is set out below.

SUMMARY OF KEY TERMS OF THE FY23 LONG-TERM EQUITY INCENTIVES		
	Performance rights ('Rights')	Share appreciation rights ('SARs')
LTI Award Opportunity	Mr Monsees is contractually entitled to receive an annual long term incentive opportunity of AUD \$660,000.	
LTI Vehicle	The LTI Award Opportunity will be offered as long-term incentives comprised of 50% in Performance Rights ( <b>Rights</b> ) and 50% in Share Appreciation Rights ( <b>SARs</b> ).	
Terms of Issue	The Rights and the SARs will be granted subject to the terms of the Company's ongoing Equity Plan Rules (as amended from time to time). Vesting of the Rights and the SARs is subject to the rigorous performance measures described below.	
Method to determine the number of Rights and SARs to issue	<p>The number of Rights to be granted will be determined by dividing the LTI Award Opportunity referable to Rights by the 'Reference Price'.</p> <p>The number of Rights to be issued will be determined in accordance with the following formula:</p> $\frac{LTI\ Award\ Opportunity \times 50\%}{Reference\ Price} = Number\ of\ PRs$ <p>The 'Reference Price' will be determined using the Company's 20-day trading VWAP as measured from the day after the Company's 2022 Annual General Meeting.</p>	<p>The number of SARs to be allocated will be determined using the following formula:</p> $\frac{LTI\ Award\ Opportunity \times 50\%}{Estimated\ Value\ of\ the\ SARs} = Number\ of\ SARs$ <p>The 'Estimated Value' of the SARs will be determined using a Cox-Ross Rubinstein lattice valuation model, applying the 'estimated value' of the SARs as of 15 December 2022. The valuation work will be conducted by an independent qualified valuer.</p>
Rationale for valuation methodology	The Company has, in the past, generally used VWAP pricing to the end of the preceding account period. However, the Company has elected to use a VWAP post the Annual General Meeting, and a SARs valuation as at 15 December 2022 to ensure that the Company's trading price is sufficiently cleansed following the publicly announced conditional takeover offer for the Company and subsequent due diligence process which spanned from 13 May 2022 until 30 September 2022. The Board considers that this represents an equitable outcome for participants.	
Performance Period, Vesting & Expiry Dates	The Rights and SARs granted in FY23 will be tested over a three-year performance period spanning 1 July 2022 to 30 June 2025 inclusive.	
Performance Measures	<b>Earnings Per Share growth:</b> Rights will vest subject to achievement of compound annual growth ('CAGR') on	<b>Revenue growth:</b> SARs will vest subject to the attainment of compound annual growth rate of revenue over the performance period as outlined below.

	<p>earnings per share ('EPS') as outlined in the table below.</p> <p>The Company has selected CAGR EPS on the basis of its direct link with shareholder returns.</p> <p>The plan provides for Board discretion to adjust statutory results for non-trading items. The 2022 EPS has been adjusted to exclude various non-cash and non-recurring items for the purposes of determining LTI outcomes in 2022.</p>	<p>If maximum performance is achieved, the Award for Outperformance will be allocated in additional shares at vesting, equivalent to 50% of the shares awarded upon conversion of SARs.</p>		
	<p><b>CAGR above FY22 Adjusted EPS of 4.4 cents per share</b></p>	<p><b>% of Rights that vest</b></p>	<p><b>CAGR Revenue FY25 vs FY22</b></p>	<p><b>% of SARs that vest</b></p>
	<p>Below 10% CAGR</p>	<p>0%</p>	<p>Below 10% CAGR</p>	<p>0%</p>
	<p>Threshold: At 10% CAGR</p>	<p>25%</p>	<p>Threshold: At 10% CAGR</p>	<p>25%</p>
	<p>Between 10% and 15% CAGR</p>	<p>Straight line vesting between 25% and 100%</p>	<p>Between 10% and 20% CAGR</p>	<p>Straight line vesting between 25% and 100%</p>
	<p>Maximum: At or above 15% CAGR</p>	<p>100%</p>	<p>Maximum: At or above 20% CAGR</p>	<p>100% + Award for Outperformance (refer below for details)</p>
	<p>The Board may consider changes in gearing, changes in accounting standards and/or any other relevant factors or abnormal accounting items affecting underlying earnings when determining LTI outcomes so that the Executive will not be unfairly benefited, or penalised, from such changes. Similarly, the Board retains discretion as to the treatment of revenue streams acquired during the Performance Period for the purpose of determining LTI vesting outcomes. Acquired revenues will generally be included towards the performance goals, however the Board will take appropriate remuneration governance factors and market practice into consideration, including whether the acquired revenues were included in the Company's budget in the financial year upon which the instruments are due to be tested for vesting, when determining outcomes.</p> <p>Subject to the Plan Rules, the Participant must remain employed with the Company, or any Related Body Corporate at the time the LTI vest. Subject to the Plan Rules, Participants who leave such employment prior to vesting shall forfeit their LTI.</p>			
<p><b>Rights on vesting and exercise</b></p>	<p>Each vested Right entitles the Executive upon exercise to receive one fully paid ordinary Infomedia share.</p>		<p>Each vested SAR may be exercised and converted into fully paid ordinary shares in accordance with the following formula:</p>	

		$\frac{((SAR\ End\ Price - Reference\ Price) \times Number\ of\ SARs)}{(SAR\ End\ Price)}$ <p>= Number of Shares vested + Award for Outperformance</p> <p>Where:</p> <ul style="list-style-type: none"> <li>• <b>SAR End Price</b> means the 5-day Volume Weighted Average Price of the Company's shares up to the day of exercise; and</li> <li>• <b>Reference Price</b> means the 20-day VWAP calculation on the Company's share price for the 20 trading days immediately following the Company's 2022 Annual General Meeting.</li> <li>• <b>Award for Outperformance:</b> An additional award of shares to be allocated at vesting, equivalent to 50% of the shares awarded on conversion of the SARs. The awards for outperformance will only be awarded if revenue growth at the end of the performance period meets or exceeds 20% CAGR.</li> </ul>
<b>Settlement of entitlements</b>	The Board retains a discretion to settle any vested LTI entitlements by cash payment or by shares procured on market and transferred to Mr Monsees. If shareholders approve this resolution, entitlements may also be settled by the issue of new shares.	
<b>Price payable upon grant</b>	Nil	
<b>Exercise Price</b>	Nil	
<b>Issue Date</b>	The Company intends to issue the equity incentives late in calendar year 2022 or early calendar year 2023. The interests will be issued by 30 June 2023 at the latest.	
<b>Vesting and expiry dates</b>	<p>Vesting is subject to the attainment of the performance measures and the continued employment of the Executive until the vesting date, subject to the Company's 'good leaver' provisions in the Equity Plan Rules.</p> <p>The PRs and SARs will be tested for vesting following release of the Company's audited accounts for the year ending 30 June 2025 ('FY25').</p> <p>Unvested PRs and SARs will lapse and be forfeited if the performance measures are not met. Vested PRs and SARs may be exercised up to 4 years after the date of grant. After that time, unexercised PRs and SARs will lapse and be forfeited.</p>	

<b>Exercise Period – Performance Rights</b>	<p>Subject to the Plan Rules and the Company’s policies, Vested PR’s may be exercised at any time after vesting, up to expiry of the PRs which occurs automatically 4 years after the date of grant. After that time, unexercised PRs and SARs will lapse and be forfeited.</p>
<b>Exercise Period SARs</b>	<p>Subject to the Plan Rules, the terms of this Offer, and the Company’s Securities Trading Policy; Vested SARs may be exercised only during the following periods (for the purposes of this document ‘<b>Results</b>’ means results audited by the Company’s auditors and released to the market):</p> <ol style="list-style-type: none"> <li>1. 20 business days from the day after the Company’s FY25 Full Year Results;</li> <li>2. 20 business days from the day after the 2025 Annual General Meeting (<b>AGM</b>);</li> <li>3. 20 business days from the day after the Company’s FY26 Half Year Results;</li> <li>4. 20 business days from the day after the Company’s FY26 Full Year Results;</li> <li>5. 20 business days from the day after the 2026 AGM, provided however that all SARs must be exercised within four years of the grant date.</li> </ol>
<b>Post vesting disposal restrictions</b>	<p>Shares realised from the LTI scheme are not subject to specific post vesting disposal restrictions other than those set out in the Company’s Securities Trading Policy.</p>
<b>Malus &amp; Clawback</b>	<p>The LTI scheme is subject to appropriate malus provisions entitling the Board, at its discretion, to pursue remedies where the participant has engaged in (among other things) fraud, dishonesty or gross misconduct. Remedies include the ability to suspend, reduce or extinguish outstanding entitlements in appropriate circumstances.</p>
<b>Dividend and voting rights</b>	<p>No dividend or voting right is attached to the PRs or the SARs. Ordinary voting and dividend rights apply to fully paid ordinary shares realised on conversion of the PRs and the SARs.</p>
<b>Hedging Prohibited</b>	<p>The terms of the Company’s Equity Plan Rules expressly prohibit executives from entering into hedging arrangements to limit the economic risk of LTI awards.</p>
<b>Change of Control</b>	<p>The Equity Plan Rules confer the Board discretionary power to determine the manner in which any or all of the LTI will be dealt with taking into account all of the relevant circumstances leading to the change of control, including discretion to allow participants to benefit from the change of control event.</p>
<b>Cessation of employment</b>	<p>Subject to Board discretion, the LTI will generally lapse and be forfeited if Mr Monsees ceases employment with the Company prior to vesting.</p>
<b>Further information disclosed in accordance with ASX Listing Rules 10.14 and 10.15</b>	<ul style="list-style-type: none"> <li>▪ No securities have been previously issued to Mr Monsees under the terms of the Company’s Long Term Incentive program.</li> <li>▪ Mr Monsees’ total annual remuneration package is comprised of: <ul style="list-style-type: none"> <li>○ Fixed Remuneration of \$600,000 (inclusive of superannuation entitlements)</li> <li>○ Short Term Incentive opportunity of \$540,000 (subject to the achievement of performance hurdles and other terms)</li> <li>○ Long Term Incentive opportunity of \$660,000 (subject to the achievement of performance hurdles and other terms)</li> </ul> </li> <li>▪ Reimbursement of up to \$25,000 per annum for personal health and life insurances, ongoing professional development and professional membership expenses. No loan will be provided by the Company in relation to the grant or exercise of the SARs are proposed to be provided to Mr Monsees.</li> <li>▪ Where applicable, details of any securities issued under the scheme will be published in the Company’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule.</li> </ul>

	<ul style="list-style-type: none"><li>▪ Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</li></ul> <p style="text-align: center;">○</p>
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## Approval sought

For the purposes of Listing Rule 10.14, and for all other purposes, shareholder approval is sought to grant Mr Monsees, the Company's CEO & Managing Director, Share Appreciation Rights and Performance Rights under the Company's LTI Plan on the terms described in these Explanatory Notes.

## Voting exclusion statement:

Resolution 5 is a resolution connected directly with the remuneration of a member of KMP. The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) by or on behalf of a member of the Company's Key Management Personnel (KMP) named in the Company's 2022 Remuneration Report, or any of their closely related parties, regardless of the capacity in which the vote is cast;
- b) as a proxy by any person who is a member of KMP at the date of the AGM or their closely related parties;
- c) a person referred to in Listing Rule 10.14.1 10.14.2 or 10.4.3 who is eligible to participate in the employee incentive scheme which is the subject of this resolution or any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- b) the chair of the meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

- ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Recommendation:**

The Board (Mr Monsees abstaining) recommend 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.

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## LODGE YOUR VOTE

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **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  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150  
 \*subject to any COVID-19 public health orders and restrictions

 **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 (AEDT) on Wednesday, 16 November 2022**, 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 (AEDT) on Wednesday, 16 November 2022 at 3 Minna Close, Belrose NSW 2085 (the Meeting)** and at any postponement or adjournment of the Meeting.

You can participate by attending in person or logging in online at <https://meetings.linkgroup.com/IFM22> (refer to details in the Notice of Meeting).

**Important for Resolutions 1, 4 & 5:** 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, 4 & 5, even though the 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

STEP 2

### Resolutions

1 Adoption of Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval to issue long-term equity incentives to the CEO & Managing Director

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-Election of Non-Executive Director, Mr Jim Hassell

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-Election of Non-Executive Director, Ms Kim Anderson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval to issue the CEO & Managing Director sign-on bonus as equity interests

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 SHAREHOLDER VOTING FORM

### YOUR NAME AND ADDRESS

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

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 shareholder 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 shares 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 shares 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 share 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 shares 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 shareholder 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" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 (AEDT) on Monday, 14 November 2022**, 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

<https://investorcentre.linkgroup.com>

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).



#### 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 <https://investorcentre.linkgroup.com> 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to any COVID-19 public health orders and restrictions