

INFOMEDIA LIMITED SHARE PURCHASE PLAN BOOKLET

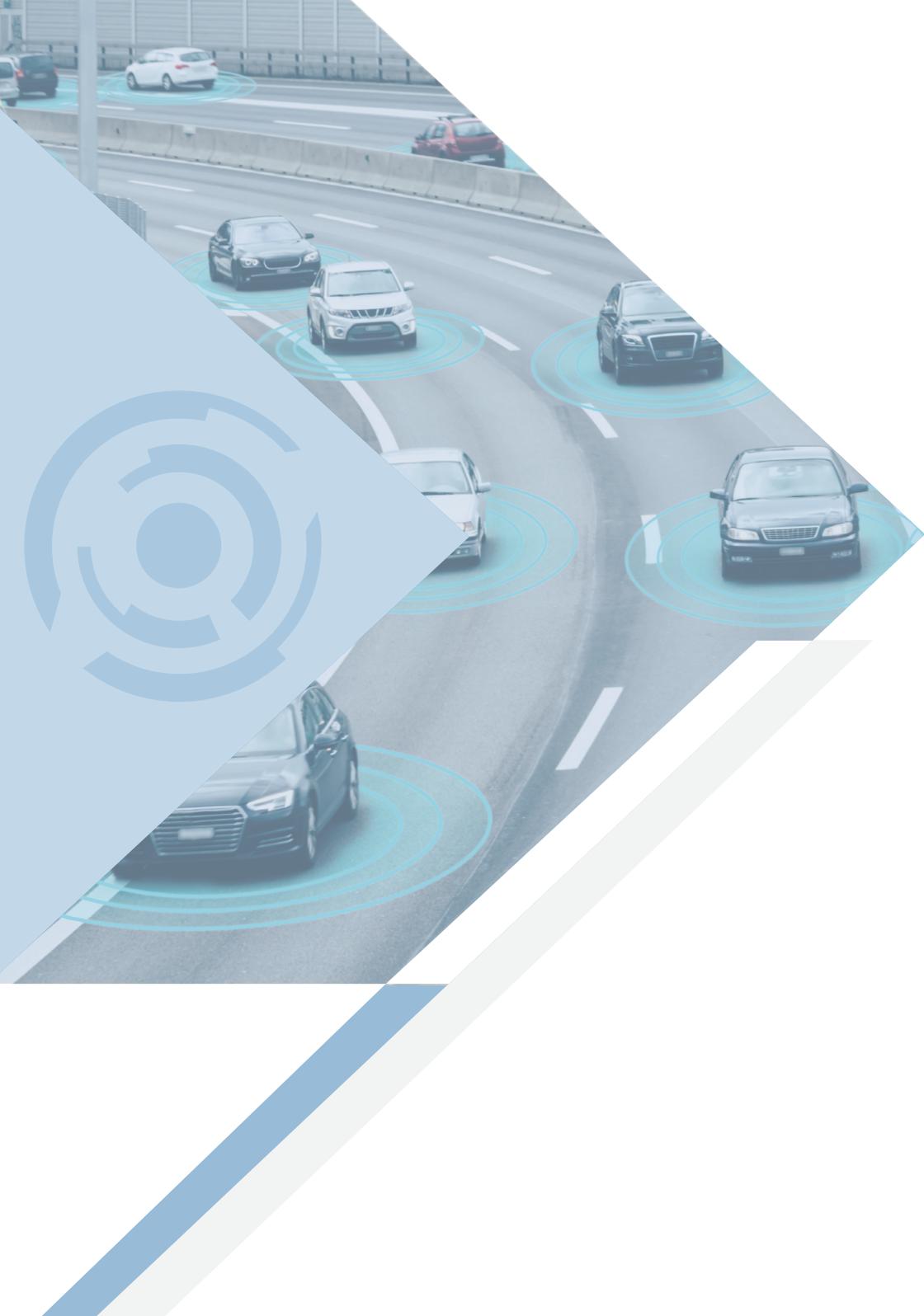


This is an important document and requires your immediate attention.
You should read this Booklet in full.

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to \$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate are set out in this Booklet.

**Applications for new Shares under the SPP must be received by 5.00 pm (Sydney time)
on Thursday, 21 May 2020.**

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES



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Important information

This document is intended for use only in connection with the SPP Offer to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any U.S. state or other jurisdiction of the United States. Accordingly, the new Shares will only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

1. LETTER TO SHAREHOLDERS

Dear Shareholder

On behalf of the directors of Infomedica Limited (**Infomedica**), I am pleased to offer you the opportunity to participate in a share purchase plan (**SPP**), pursuant to which Eligible Shareholders may apply to subscribe for up to \$30,000 of new Shares in Infomedica (**SPP Shares**) without incurring brokerage or other transaction costs.

The SPP aims to raise up to \$15 million and is not underwritten. Infomedica reserves the right to increase the size of the SPP or scale back applications under the SPP at its discretion. The SPP follows an underwritten institutional placement through which, as Infomedica announced on Friday, 24 April 2020, Infomedica successfully raised approximately \$70 million (**Placement**).

The SPP offers Eligible Shareholders who were not able to participate in the Placement an opportunity to subscribe for shares at (or potentially below) the price paid for Infomedica shares under the Placement.

The proceeds from the Placement and SPP will provide enhanced funding flexibility to further accelerate Infomedica's growth strategy from a position of strength. This includes deploying funds progressively to:

- execute on Infomedica's expanding pipeline of acquisitions to enhance technology capability, customers and geographies; and
- accelerate organic parts, services and data insight capabilities to improve operating leverage.

The Issue Price for the SPP Shares will be the lower of:

- \$1.50, being the price at which new Shares were issued under the Placement; and
- a 2% discount to the VWAP of Infomedica shares traded on the ASX over the five trading days up to, and including, the day on which the SPP Offer is closed (expected to be Thursday, 21 May 2020).

Participation in the SPP is voluntary and is open to all Eligible Shareholders, being holders of Shares in Infomedica at 7.00pm (Sydney time) on Wednesday, 22 April 2020 (**Record Date**) and whose address on the Register is in Australia or New Zealand.

Details on how to apply under the SPP are set out in sections 3 and 4 of this Booklet. The fastest and easiest way to apply and pay is by BPAY®. Alternatively, you can complete and return the enclosed personalised Application Form with a cheque to the Registry. Please ensure that the Registry receives your application and payment by the Closing Date (expected to be 5.00pm (Sydney time) on Thursday, 21 May 2020).

Infomedia may decide to accept applications (in whole or in part) that result in the SPP Offer raising more or less than \$15 million in its absolute discretion. The \$15 million SPP Offer amount was chosen to provide existing retail shareholders with a meaningful opportunity to continue to invest in Infomedia, having regard to both the size of the Placement and the number of retail Eligible Shareholders. Any scale back in the number of SPP Shares applied for under this SPP Offer will be on a pro rata basis based on the number of shares applied for.

This Booklet and its attachments set out the details and terms and conditions of the SPP Offer. We encourage you to read the enclosed material and seek your own independent advice in relation to the SPP Offer before you decide whether to participate.

If you have any questions about the SPP Offer please contact the share registry, Link Market Services, from 8.30 am to 5.30 pm (Sydney time) Monday to Friday on 1300 202 738 (callers within Australia) or +61 1300 202 738 (callers outside Australia).

On behalf of the directors of Infomedia, we invite you to participate in the SPP Offer and thank you for your continued support of Infomedia.

Yours sincerely



Bart Vogel
Chairman, Infomedia Limited

2. SUMMARY OF IMPORTANT DATES

Event	Date*
Record Date (the date that eligibility to participate in the SPP was determined)	7.00 pm (Sydney time), Wednesday, 22 April 2020
Opening Date for applications	Thursday, 30 April 2020
Closing Date for applications**	5.00 pm (Sydney time), Thursday, 21 May 2020
Results of SPP announced	Monday, 25 May 2020
Issue of SPP Shares	Thursday, 28 May 2020
SPP Shares commence trading on ASX	Friday, 29 May 2020
Despatch of holding statements	Friday, 29 May 2020
<p>* <i>This timetable is indicative only and subject to change. Infomedia reserves the right to alter the dates above at its discretion and to accept applications for SPP Shares that are received after the Closing Date, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Sydney time.</i></p> <p>** Important Notice: <i>Australia Post is currently experiencing significant delays in its delivery services due to COVID 19. Please factor these delays in if you intend to return your application form by post to ensure that your forms are received at the Registry by the Closing Date. For up to date information about the current postal delays please refer to the Australia Post website at www.auspost.com.au</i></p>	

3. SUMMARY OF SPP

You should read this section in conjunction with the terms and conditions of the SPP Offer set out in section 4 of this Booklet.

Key SPP details	Summary
SPP Offer	Eligible Shareholders of Infomedia may subscribe for up to \$30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	<p>The proceeds of the Placement and SPP will be used to provide enhanced financial flexibility to further accelerate Infomedia's growth strategy from a position of strength. This includes deploying funds progressively to accelerate:</p> <ul style="list-style-type: none"> • the execution of Infomedia's expanding pipeline of acquisition opportunities that will enhance its core technology capabilities globally, open access to new customers and increase breadth and depth in key geographic markets; and • the development of organic parts, service and data insight capabilities and investments in product innovation to further improve operating leverage. <p>Further details about the purpose of the Placement and SPP are included in Infomedia's ASX announcement released on Thursday, 23 April 2020, which we encourage you to read.</p>
Voluntary participation	<p>Participation in the SPP Offer is entirely voluntary.</p> <p>Before you decide whether to participate in the SPP Offer, Infomedia recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.</p> <p>If you do not wish to participate in the SPP Offer, no action is required.</p>

Key SPP details	Summary
Issue Price of the SPP Shares	<p>The SPP Shares are offered at the Issue Price, being the lower of:</p> <ul style="list-style-type: none"> • \$1.50 per SPP Share, that is the price paid by institutional investors in the Placement; and • a 2% discount to the VWAP of Infomedia shares traded over the five ASX trading days up to, and including, the Closing Date (expected to be Thursday, 21 May 2020). <p>There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP Offer. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue.</p> <p>Your application is irrevocable and may not be withdrawn even if the market price of Shares is less than the Issue Price.</p>
Eligible Shareholders	<p>Eligible Shareholders are eligible to participate in the SPP Offer, being Shareholders who were registered holders of Shares at 7.00 pm (Sydney time) on Wednesday, 22 April 2020 with a registered address in either Australia or New Zealand as shown on the Register.</p> <p>The SPP Offer is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP Offer on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.</p> <p>Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP Offer. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.</p>
Not transferable	<p>The SPP Offer cannot be transferred.</p>

Key SPP details	Summary
<p>Investment amount</p>	<p>Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.</p> <p>The number of SPP Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding) will be refunded to you without interest unless the amount is less than \$2, in which case it will be donated to a charity or charities nominated by Infomedia. Applications may be scaled back at the absolute discretion of Infomedia.</p>
<p>How to apply</p>	<p>If you wish to participate in the SPP, you need to do one of the following:</p> <p>Option 1: Apply via BPAY®</p> <p>This is the fastest and easiest way to apply. To apply via BPAY® you will need to:</p> <ul style="list-style-type: none"> • use the personalised reference number that is required to identify your shareholding as shown on your personalised Application Form that accompanies this Booklet; • be an account holder with an Australian branch of a financial institution; and • ensure that your payment for the appropriate amount is received by the Registry before 5.00 pm (Sydney time) on Thursday, 21 May 2020. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. <p>You can only make payment via BPAY® if you are the holder of an account with an Australian branch of a financial institution that supports BPAY® transactions.</p> <p>If you are paying via BPAY®, there is no need to return the Application Form but you will be taken to have unconditionally agreed to the terms and conditions of the SPP Offer as set out in this Booklet.</p>

Key SPP details	Summary
<p>How to apply (continued)</p>	<p>Option 2: Pay by cheque by applying using your personalised Application Form</p> <p>Please complete the personalised Application Form that accompanies this Booklet and return it with your cheque made payable to “Infomedia Ltd”, drawn on an Australian branch of a financial institution and crossed “Not Negotiable” in the enclosed reply envelope to:</p> <p>Mailing address:</p> <p>C/- Link Market Services Limited GPO Box 3560 Sydney NSW 2001</p> <p>Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.</p> <p>Your completed Application Form and cheque for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at 5.00 pm (Sydney time) on Thursday, 21 May 2020.</p> <p>Infomedia reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.</p>
<p>Rights attached to SPP Shares</p>	<p>SPP Shares will rank equally with all other Shares on issue.</p>
<p>Custodians and nominees</p>	<p>The SPP Offer is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries.</p> <p>The SPP is being offered to Custodians and nominees as the registered Shareholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP Offer to their Eligible Beneficiaries.</p>

Key SPP details	Summary
<p>Custodians and nominees (continued)</p>	<p>Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP Offer on behalf of and may not distribute this Booklet or any documents relating to this SPP Offer to, any person in the United States. If a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.</p> <p>If you wish to apply as a Custodian or nominee under the SPP Offer to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional 'Custodian Certificate' that contains further certifications and details (as required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.</p> <p>To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30 am to 5.30 pm (Sydney time) Monday to Friday on 1300 202 738 (callers within Australia) or +61 1300 202 738 (callers outside Australia).</p> <p>A Custodian will be ineligible to participate in the SPP Offer if their participation would be in breach of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.</p>
<p>Issue of SPP Shares</p>	<p>The SPP Shares are expected to be issued on Thursday, 28 May 2020 and holding statements despatched on or around Friday, 29 May 2020.</p>

Key SPP details	Summary
Oversubscriptions and scale back	<p>The amount that each Eligible Shareholder can apply for under the SPP Offer is capped at \$30,000. The SPP aims to raise up to \$15 million. The \$15 million SPP Offer amount was chosen to provide existing retail shareholders with a meaningful opportunity to continue to invest in Infomedia, having regard to both the size of the Placement and the number of retail Eligible Shareholders.</p> <p>Infomedia may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. Infomedia may scale back the number of SPP Shares that will be issued under this SPP. In the event that a scale back is applied, Infomedia intends that the scale back policy applied would be on a pro rata basis to all applicants based on the size of your application.</p> <p>If this happens you may be issued less than the parcel of SPP Shares for which you applied. The balance of any application money that is not applied to acquire SPP Shares will be refunded to you without interest. If the scale back produces a fractional number of new Shares when applied to your parcel, the number of new Shares you will be issued will be rounded down to the nearest whole number of new Shares.</p>
Refunds	<p>Any application monies refunded by Infomedia will be paid by cheque or direct credit (the payment method will be determined by Infomedia in its absolute discretion) in Australian currency. By applying for SPP Shares, each Shareholder authorises Infomedia to pay any monies to be refunded by using the payment instructions of the Shareholder recorded in the Registry's records if Infomedia should elect to pay in this manner.</p> <p>Any refunds are expected to be paid on or around Friday, 29 May 2020.</p>
More information	<p>If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30 am to 5.30 pm (Sydney time) Monday to Friday on 1300 202 738 (callers within Australia) or +61 1300 202 738 (callers outside Australia) or consult your financial or other professional adviser.</p> <p>If you have any questions in relation to whether an investment in Infomedia through the SPP Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.</p>

4. SPP TERMS AND CONDITIONS

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP Offer is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement for Infomedia to provide prospectus disclosure in relation to the SPP Offer. This Booklet does not constitute a prospectus or product disclosure statement and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP Offer. You must rely on your own knowledge of Infomedia, previous disclosures made by Infomedia to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP Offer by completing and returning the Application Form or by making a payment by BPAY®, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send the Application Form to the Registry or make a payment by BPAY® and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP Offer. Shareholders accepting the SPP Offer will also be bound by the constitution of Infomedia.

The previous sections of this Booklet and the Application Form form part of these terms and conditions.

4.1 Offer

- (a) Infomedica offers each Eligible Shareholder the opportunity to purchase up to \$30,000 of SPP Shares under the SPP Offer subject to and in accordance with the terms and conditions set out below, in the previous sections of this Booklet and the Application Form (**SPP Offer**).
- (b) The SPP Offer opens on Thursday, 30 April 2020 and closes at 5.00 pm (Sydney time) on Thursday, 21 May 2020 (or such other date as Infomedica determines, in its absolute discretion).
- (c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm (Sydney time) on Thursday, 21 May 2020 (or such other date as Infomedica determines, in its absolute discretion). Infomedica reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.
- (d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (e) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (f) All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:
 - (i) were registered on the Register as a Shareholder at 7.00 pm (Sydney time) on Wednesday, 22 April 2020 (Record Date);
 - (ii) had a registered address in either Australia or New Zealand at that time as shown on the Register; and
 - (iii) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP Offer in respect of that person).
- (b) The SPP Offer is also extended to Eligible Shareholders who are Custodians or nominees, in accordance with sections 4.3(b) and 4.4(e) below.

- (c) The SPP Offer is not made to Shareholders with a registered address outside of Australia and New Zealand.

Shareholders in the United States are not eligible to participate in the SPP Offer. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.

4.3 Joint holders and Custodians and nominees

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.
- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP Offer on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute this Booklet to any person in, and may not participate in the SPP Offer on behalf of any beneficial Shareholder in the United States. If a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

4.4 Applications for SPP Shares

- (a) Eligible Shareholders may apply for SPP Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000.
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must either:
 - (i) **make a payment for the appropriate amount via BPAY®** in accordance with the instructions on the Application Form so that it is received prior to **5.00 pm (Sydney time) on Thursday, 21 May 2020**; or
 - (ii) **complete the enclosed Application Form** and forward it with a cheque drawn for the appropriate amount from an Australian branch of a financial institution made payable to **"Infomedia Ltd"** and crossed

"Not Negotiable" in the enclosed reply envelope so that it is received prior to **5.00 pm (Sydney time) on Thursday, 21 May 2020**. Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope. Infomedia reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.

- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30 am to 5.30 pm (Sydney time) Monday to Friday on 1300 202 738 (callers within Australia) or +61 1300 202 738 (callers outside Australia).
- (f) Infomedia may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:
 - (i) your application does not comply with these terms and conditions;
 - (ii) it appears you are not an Eligible Shareholder;
 - (iii) your Application Form and cheque or BPAY® payment is not received by the Closing Date;
 - (iv) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by Infomedia to be invalid;
 - (v) your cheque is dishonoured or has been incorrectly completed;

- (vi) it appears that you are applying to purchase more than \$30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000;
- (vii) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian branch of a financial institution; or
- (viii) the amount of your BPAY® payment or cheque is not equal to the amount of your application. If this occurs, Infomedica will:
 - (A) refund in full your application monies and not issue any SPP Shares to you; or
 - (B) issue to you the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest) unless the amount to be refunded is less than \$2, in which case it will be donated to a charity or charities nominated by Infomedica.
- (g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable:
 - (i) by direct credit to your nominated account (as recorded on the Register) or cheque; or
 - (ii) by returning your Application Form and cheque, if not processed, to your registered address (as recorded on the Register).

4.5 Issue Price

- (a) The Issue Price per SPP Share will be the lower of:
 - (i) \$1.50 per SPP Share, being the price paid by institutional investors in the Placement; and
 - (ii) a 2% discount to the VWAP of Infomedica shares traded over the five ASX trading days up to, and including, the Closing Date (expected to be Thursday, 21 May 2020).

- (b) The current Share price can be obtained from the ASX website at www.asx.com.au (ASX code: **IFM**).
- (c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under section 4.6(a) or, if there is a scale back, the number of SPP Shares calculated under section 4.10.

4.6 Number of SPP Shares to be issued

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Infomedica will divide the value of your application monies by the Issue Price (as determined under section 4.5(a)) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded down to the nearest whole SPP Share. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding) will be refunded to you without interest unless the amount is less than \$2, in which case it will be donated to a charity or charities nominated by Infomedica.

4.7 Issue of SPP Shares

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- (c) Infomedica will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on ASX immediately after their issue.
- (d) You will be sent a holding statement, confirming the issue of SPP Shares, on or around Friday, 29 May 2020.

4.8 Shareholders outside Australia and New Zealand

- (a) The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any other jurisdiction.

New Zealand

- (b) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Infomedia at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).
- (c) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

- (d) Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

4.9 Acknowledgements

By returning an Application Form with a cheque or making a payment via BPAY®, you:

- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;

- (e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
- (f) acknowledge that Infomedia and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per SPP Share up to the maximum of:
 - (i) the value you have selected on the Application Form; or
 - (ii) the value of your BPAY® payment or cheque;
- (h) acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
 - (ii) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly, in the United States;
 - (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;
 - (iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);

- (i) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:
 - (i) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and
 - (ii) the total of the application price for the following does not exceed \$30,000:
 - (A) the SPP Shares the subject of the application;
 - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
 - (C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and
 - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;
- (j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) or a nominee;
 - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than \$30,000 under the SPP; and
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;

- (l) are responsible for any dishonour fees or other costs Infomedica may incur in presenting a cheque for payment that is dishonoured;
- (m) agree to be bound by the constitution of Infomedica;
- (n) acknowledge that none of Infomedica, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (o) you authorise Infomedica, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (p) you acknowledge that Infomedica may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (q) you authorise Infomedica, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

4.10 Scale back

- (a) Infomedica may scale back the number of SPP Shares that will be issued under the SPP Offer. If a scale back is applied, Infomedica intends that the scale back policy applied would be on a pro rata basis to all applicants based on the size of your application.
- (b) If there is a scale back you may receive less than the parcel of SPP Shares for which you have applied.
- (c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded down to the nearest whole number of SPP Shares.
- (d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you (without interest) unless the amount to be refunded is less than \$2, in which case it will be donated to a charity or charities nominated by Infomedica.

4.11 Dispute resolution

- (a) Infomedia may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP Offer whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- (b) The powers of Infomedia under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 Variation and termination

- (a) Infomedia reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP Offer;
 - (iv) vary the timetable for the SPP Offer, including the Closing Date and accept late applications, either generally or in particular cases; and
 - (v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP Offer by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).
- (b) In the event that the SPP Offer is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

4.13 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.

- (b) Infomedia and the Registry may collect personal information to process your application, implement the SPP Offer and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Infomedia and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (d) A copy of Infomedia's privacy policy is available on the Infomedia website at www.infomedia.com.au/privacy-policy/
- (e) A copy of the Registry's privacy policy is available on their website at https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf.

4.14 Underwriting

The SPP Offer is not underwritten.

4.15 Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

5. GLOSSARY

The following definitions apply throughout this Booklet unless the context requires otherwise.

Term	Meaning
\$	Australian dollars.
Application Form	your personalised application form enclosed with this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 7.00 pm (Sydney time) on the Record Date.
Booklet	This offer booklet dated 30 April 2020.
Closing Date	5.00 pm (Sydney time) on Thursday, 21 May 2020 (or such other date as Infomedia determines, in its absolute discretion).
Corporations Act	the Corporations Act 2001 (Cth).
Custodian	a custodian as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Custodian Certificate	a certificate complying with paragraph 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Directors	the directors of Infomedia.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	<p>a Shareholder who is a registered holder of Shares at 7.00 pm (Sydney time) on the Record Date with a registered address in either Australia or New Zealand as shown on the Register.</p> <p>Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP Offer, and Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.</p>

Term	Meaning
Infomedia	Infomedia Limited (ACN 003 326 243).
Issue Date	Thursday, 28 May 2020 (or such other date as Infomedia determines, in its absolute discretion).
Issue Price	the price per SPP Share as determined under section 4.5 of the terms and conditions.
Opening Date	Thursday, 30 April 2020.
Placement	the placement of Shares to institutional investors, announced to ASX on Thursday, 23 April 2020.
Record Date	7.00 pm (Sydney time) on Wednesday, 22 April 2020.
Register	the register of Shareholders.
Registry	Link Market Services Limited (ACN 083 214 537).
Share	a fully paid ordinary share in Infomedia.
Shareholder	a registered holder of a Share.
SPP	the Share Purchase Plan offer made to Eligible Shareholders under the terms of this Booklet.
SPP Offer	the offer in section 4.1 of the terms and conditions.
SPP Share	a fully paid ordinary share in Infomedia issued in accordance with this SPP Offer.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
VWAP	volume weighted average price.



