For personal use only

22 October 2021

Market Announcement Office
Australian Securities Exchange

NOTICE OF 2021 ANNUAL GENERAL MEETING

Infomedia Ltd will hold its Annual General Meeting (**AGM**) as a virtual event on Thursday 25 November 2021 at 9:00am 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 2021 Annual General Meeting; and
- Sample Proxy Form.

Meeting documents will be dispatched to shareholders today.

Yours faithfully

Daniel Wall
Company Secretary
02 9454 1728

The release of the Notice of the 2021 Annual General Meeting has been authorised by the Infomedia Board.

For personal use only

22 October 2021

Dear Shareholder,

Invitation to the Infomedia Ltd Virtual Annual General Meeting

I am pleased to invite you to Infomedia's 2021 Annual General Meeting (AGM) to be held at **9:00am on Thursday 25 November 2021 (AEDT)**. The health and safety of our shareholders and our people is paramount. Considering the ongoing Coronavirus (COVID 19) pandemic and ongoing uncertainty about restrictions on public gatherings, the Company has elected to hold its 2021 AGM as a virtual event.

The AGM is an important event in our corporate calendar. The Board and management look forward to the opportunity to provide a recap on FY2021, answer your questions and attend to the business of the meeting. We have implemented measures to support shareholder participation at the meeting regardless of your location. Shareholders will be able to view and listen to the presentations, as well as ask questions and vote on the resolutions put to the meeting in real time.

Infomedia welcomes your feedback and questions. Shareholders will be able to submit questions in writing online during the AGM by following the instructions set out in the Virtual Meeting Online Guide. Shareholders may also submit questions prior to the meetings through the Company's Share Registry's website at https://investorcentre.linkmarketservices.com.au/Login/Login

In addition, Shareholders will be able to ask questions by telephone during the AGM. Shareholders who wish to ask questions by telephone must contact the Company's Share Registry, Link Market Services on +61 1800 990 363 (Australia and International) from 16 to 23 November 2021 to request a personalised PIN and the applicable telephone number, which are required to ask a question by telephone during the meeting. More information about how to ask questions by telephone during the meeting is contained in the Virtual Meeting Online Guide. Please review the information about participating in the AGM carefully. If your holding cannot be verified by the moderator, you will attend the AGM as a visitor and will not be able to ask a question.

Notice of Meeting

The Notice of Meeting is available online at Infomedia AGM website (refer below for details) and will also be emailed to shareholders who have elected to receive investor communications electronically. Hard copies of the Notice of Meeting will not be sent by post this year, consistent with the relief provided by the Commonwealth Treasurer in response to the COVID 19 pandemic.

AGM Website

The Notice of Meeting, as well as related information and guidance, including a Virtual AGM Guide, can be downloaded from our AGM website at www.infomedia.com.au/agm. The virtual AGM will be hosted via an online portal which can be accessed at https://agmlive.link/IFM21

Electronic communications

Receiving your communications electronically is an important way to stay informed and to keep in touch as an Infomedia shareholder, as well as helping the Company to reduce its environmental footprint. Accordingly, I encourage all shareholders who have not yet done so to switch to electronic communications to guarantee you receive the most streamlined, cost-effective and environmentally sustainable communications. To update your communications preferences online, please visit https://investorcentre.linkmarketservices.com.au/Login

On behalf of the entire Infomedia Board and leadership team, I thank you for your continued support of Infomedia. The Board looks forward to your attendance at the 2021 AGM.

Yours sincerely,

Bart Vogel
Chairman

INFOMEDIA LTD
3 Minna Close, Belrose NSW 2085, Australia
+61 2 9454 1300 | www.infomedia.com.au

For personal use only

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting (**AGM**) of Infomedia Ltd ACN 003 326 243 (**Infomedia** or the **Company**) will be held at **9:00 AM (AEDT)** on **Thursday 25 November 2021**.

The meeting will be held virtually due to the ongoing Coronavirus (COVID 19) pandemic and the response from government authorities to restrict gatherings and implement social distancing requirements.

How to participate in the AGM

How to join the meeting

You can join the Annual General Meeting online by visiting https://agmlive.link/IFM21 from a desktop, mobile or tablet device with internet access and wait for **registration to commence from 8:30am (AEDT)**. Once registration opens, enter your name and email address to join the meeting.

We recommend logging in to the online AGM at least 15 minutes prior to the start of the AGM 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 proxy form.

Proxy holders will require their proxy code which Link Market Services will provide via email 24 hours prior to the AGM. 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 auditors, Deloitte Touche Tohmatsu, ahead of the meeting. A reasonable opportunity will also be provided for shareholders and proxyholders to ask questions at the meeting either in writing, or by telephone.

For further details about how to ask questions, including important details about pre-registration requirements to ask questions at the meeting itself, please refer to page 5 of this Notice of Meeting, and to the Link Online Meeting Guide.

Link Online Meeting Guide

Please refer to the Virtual Meeting Online Guide, annexed to this Notice of Meeting, for detailed instructions demonstrating how to join the meeting, to register to vote as a shareholder or proxyholder, and how to ask questions. The guide is also available by visiting www.infomedia.com.au/agm

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 2021.

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 2021 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: Election of Director Mr Jim Hassell

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

> *'That Mr Jim Hassell, a Director appointed to the Board since the last Annual General Meeting and who is retiring from office in accordance with Rule 7.1(c) of the Company's Constitution, be elected as a 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 and Chairman Mr Bart Vogel

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

'That Mr Bart Vogel, 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 (Mr Vogel 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
22 October 2021

For personal use only

For personal use only

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 2021 AGM is as set out in the Company's share register at 7:00pm (AEDT) on Tuesday, 23 November 2021. 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) attending the AGM virtually (either in person or by proxy) and voting using the technology provided;

b) appointing a proxy to attend the AGM virtually and to vote using the technology provided; or

c) by submitting a direct vote in advance of the meeting via the Link Market Services online investor platform.

Virtual attendance at the AGM

Due to health concerns and ongoing government restrictions on public gatherings arising from the COVID 19 pandemic, shareholders will not be able to attend the AGM in person. This is consistent with the provisions of Infomedia's Constitution, and with COVID relief revisions to the Corporations Act allowing companies to hold general meetings remotely as virtual meetings, instead of in person.

Consequently, Infomedia will hold its AGM virtually via an online platform. There will be no physical attendance at the AGM, except for those members of the Board and Management who are able to attend in person in a safe manner.

The AGM will be live streamed and will allow for participation by shareholders and proxyholders online at https://agmlive.link/IFM21. To participate you will need a desktop or mobile/tablet device with internet access. When you log onto the online platform at https://agmlive.link/IFM21 on the morning of the AGM, you will need to provide your details (including your Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a shareholder or proxyholder.

Proxyholders will need their login details which will be provided by Link Market Services no later than 24 hours before the AGM. Following this you will be given details as to how to vote and ask questions during the AGM.

More information about how to use the online platform is available in the Virtual Meeting – Online Guide, which forms Annexure 1 to this Notice of Meeting and which is also available at http://www.infomedia.com.au/agm. If you intend to use the online platform, we recommend that you test your connection and your device to ensure they are working with the platform before the AGM commences. Shareholders and proxyholders will be able to log in to the online platform up to 30 minutes prior to the scheduled start time.

More information about how shareholders can submit questions can be found below on page 5 of this document.

All resolutions will 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.

Voting via the online platform during the AGM

Shareholders participating in the AGM via the online platform will be able to vote electronically at any time between the start of the AGM at 9:00am AEDT and the closure of voting which will be approximately 5 minutes after closure of the meeting or such other time as announced by the Chairman during the AGM.

Direct voting

Shareholders may vote directly in accordance with the instructions contained on the voting form. A direct vote enables shareholders to vote on resolutions considered at the meeting by lodging their votes with 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, you can

revoke your votes and resubmit your votes at the meeting. Direct voting closes at 9:00am AEDT on Wednesday 24 November 2021.

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[1].

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.

g) **Return of proxy forms:** To be effective, your completed proxy form must be received at the Company's corporate registry at least 48 hours prior to the appointed time of the AGM (i.e. by 9:00am AEDT on Tuesday, 23 November 2021). The proxy (and any authority appointing an attorney or corporate representative) must be sent by post, fax or lodged online to one the following locations:

By mail to:
Link Market Services
Locked Bag A14
Sydney South NSW 1235

Online via the investor centre:
www.linkmarketservices.com.au

By facsimile: +61 2 9287 0309

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

[1] KMP of Infomedia include the Directors, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company's Annual Report identifies KMP for the financial year ending 30 June 2021.

For personal use only

For personal use only

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;
- inform shareholders of the proxy position on each Resolution and the manner in which the Chairman of the AGM will vote available proxies; and
- webcast the AGM live via the online AGM platform accessible at https://agmlive.link/IFM21

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

- 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 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: https://investorcentre.linkmarketservices.com.au/Login. Shareholders may address questions to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of the FY2021 audit report or the conduct of the audit of the Company's Financial Report for the year ended 30 June 2021.

All written questions addressed to the auditor must be submitted electronically no later than **5:00pm AEDT on Thursday 18 November 2021[2].**

All other questions directed to the Company will be accepted electronically until **5:00pm AEDT on Monday 22 November 2021**.

Questions during the meeting

Shareholders and proxyholders will have a reasonable opportunity to ask questions during the meeting, including the opportunity to ask questions of the Company's auditor, Deloitte Touche Tohmatsu. Shareholders may ask questions during the meeting by one of two methods:

- **In writing:** Shareholders and proxyholders may submit questions in writing online during the AGM by following the instructions set out in the Virtual Meeting Online Guide which is attached to this Notice of Meeting as Annexure 1.

- **By telephone:** Shareholders and proxyholders will be able to ask questions by telephone during the AGM. Shareholders who wish to ask questions by telephone **must contact the Company's Share Registry, Link Market Services on +61 1800 990 363 (Australia and International) from 16 to 23 November 2021 to request a personalised PIN** and the applicable telephone number, which are required to ask a question by telephone during the meeting. More information about how to ask questions by telephone during the meeting is contained in the Virtual Meeting Online Guide which is attached to this Notice of Meeting as Annexure 1.

[2] 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 5 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[3]. The Remuneration Report forms part of the 2021 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**)[4]; 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. Compensation must be competitive and appropriate for the results delivered. Further details about the Company's remuneration philosophy, framework and outcomes relevant to FY2021 can be found in the Company's 2021 Annual Report located at www.infomedia.com.au/agm.

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 2021, 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.

[3] Refer section 250R of the *Corporations Act 2001* (Cth)
[4] Refer footnote 1 above for a definition of KMP

For personal use only

For personal use only

Resolution 2: Election of Director Mr Jim Hassell

Background

ASX Listing Rule 14.4 and Rule 7.1(c) of the Company's Constitution require that any Director appointed to fill a casual vacancy, or as an addition to the Board, must not hold office past the next annual general meeting unless elected by shareholders.

Mr Hassell was appointed as an additional Director on 10 May 2021 pursuant to Rule 7.1(c) of the Constitution and has served as the Chair of the Technology & Innovation Committee since 31 May 2021.

Mr Hassell has also served as a member of the Company's Audit & Risk Committee and the Nominations Committee from the date of his appointment, until 18 October 2021, when he assumed the role of interim Chief Executive Officer and Managing Director. Please refer below for further discussion regarding Mr Hassell's ongoing position and independence.

A summary of Mr Hassell's skills and experience is set out on page 14 of the Company's 2021 Annual Report which is available at https://www.infomedia.com.au/FY21AR

Prior to his appointment, the Company undertook appropriate checks to verify Mr Hassell's background and experience. No areas of concern were identified from those checks.

Mr Hassell's independence at the time of his appointment

At the time of appointing Mr Hassell, the Board did not identify any matters or conflicts which could materially impact Mr Hassell's independent judgment. Accordingly, Mr Hassell was appointed as an Independent Non-Executive Director from the time of his appointment.

Mr Hassell's independence from 18 October 2021

On 18 October 2021, Mr Hassell accepted the role of acting Chief Executive Officer (**CEO**) and Managing Director (**MD**) at the request of the Board, following the resignation of former CEO and MD, Mr Jonathan Rubinsztein. Accordingly, Mr Hassell's independence is 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

As previously notified to the ASX on 18 October 2021, the Company is actively engaged in a comprehensive executive search process to appoint a permanent Chief Executive Officer at the earliest opportunity. Following the appointment of a permanent CEO, it is intended that Mr Hassell will resume his non-executive position on the Board. The question of independence will be considered at that time based on relevant indicators of independence, including the duration of his interim executive role. Notably, the Board has taken the following steps to ensure robust governance standards are met, and to minimise the impact of the interim appointment to Mr Hassell's independence:

- Mr Hassell has temporarily stepped down from the Audit & Risk Committee and will be temporarily replaced by Mr Vogel to ensure that the Committee retains a membership of three and is solely comprised of non-executive directors. Mr Hassell has also stepped down from the Nominations Committee;
- Mr Hassell has also temporarily stepped down from his role as Chair of the Company's Technology & Innovation Committee in line with the Committee charter, however he will remain a member of that Committee, as permitted by the Charter;
- Mr Hassell's remuneration has been purposely structured in the form of a fixed, monthly recurring salary. No short-term incentive, cash bonus or long term-incentive will be payable in connection with the interim engagement to ensure that Mr Hassell does not carry any financial interests in outcomes and/or events which post-date his engagement; and
- despite the fact that Mr Hassell is technically exempt from election at this AGM by virtue of his 'Managing Director' status, Mr Hassell has volunteered to submit himself for election by shareholders. Further, in the interests of corporate governance and in recognition of shareholder rights, it is the Board's intention that Mr Hassell will also stand for re-election at the Company's 2022 Annual General Meeting to allow shareholders the opportunity to vet Mr Hassell's appointment and ongoing status as a director.

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 a 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 and Chairman Mr Bart Vogel

Background

ASX Listing Rule 14.4 and Rule 7.1(d) of the Infomedia Constitution requires that a Director (other than the Managing Director) must not hold office without re-election past the third annual general meeting after that Director's last election, or for more than three years, whichever is longer.

Having last been elected at the Company's 2018 Annual General Meeting, Mr Vogel will retire at the AGM under Rule 7.1 (d) of the Company's Constitution.

Being eligible, Mr Vogel offers himself for re-election as a Non-Executive Director.

Mr Vogel has served as a Director of Infomedia since 31 August 2015 and was appointed as Chairman on 1 October 2016. Mr Vogel currently serves on the Company's Remuneration, People & Culture Committee, Technology & Innovation Committee and Nominations Committee. The Board considers that Mr Vogel remains independent. He is also serving as an interim member of the Company's Audit & Risk Committee whilst Mr Hassell assumes the role of interim CEO & MD.

Mr Vogel currently serves as Chair of InvoCare (ASX:IVC) and is a Non-Executive Director of Macquarie Telecom Group (ASX:MAO), BAI Communications and the Children's Cancer Institute of Australia.

A summary of Mr Vogel's skills and experience is set out on page 14 of the Company's 2021 Annual Report which is available at https://www.infomedia.com.au/FY21AR

Recommendation

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

Accordingly, the Board (Mr Vogel 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.

For personal use only

For personal use only

ANNEXURE 1

Link Group
Virtual Meeting - Online Guide

LINK Group

Virtual Meeting Online Guide

For personal use only

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

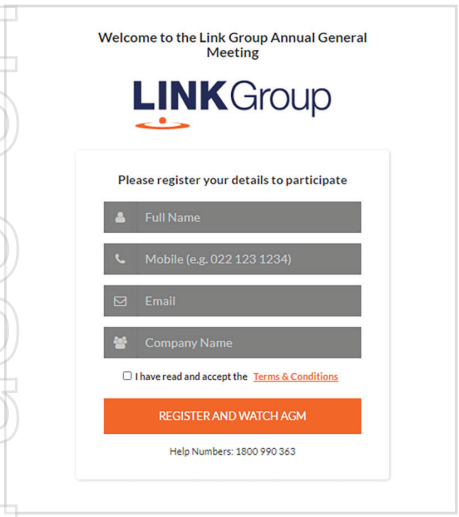
Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Corporate Markets

Virtual Meeting Online Guide

For personal use only



Step 1

Open your web browser and go to https://agmlive.link/IFM21

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

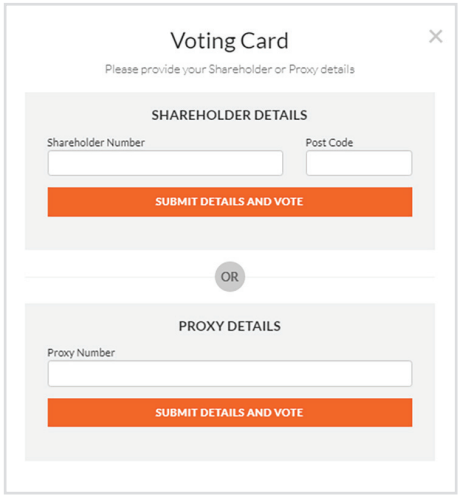
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



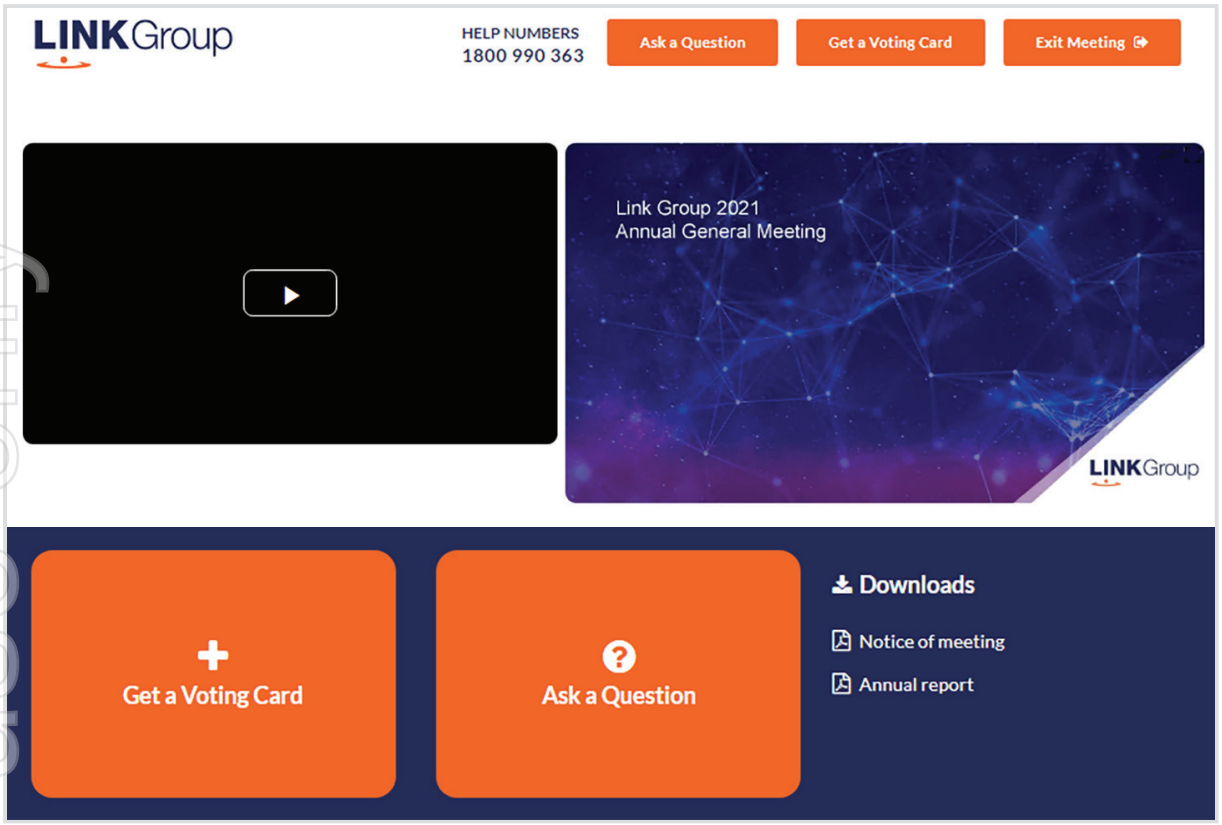
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

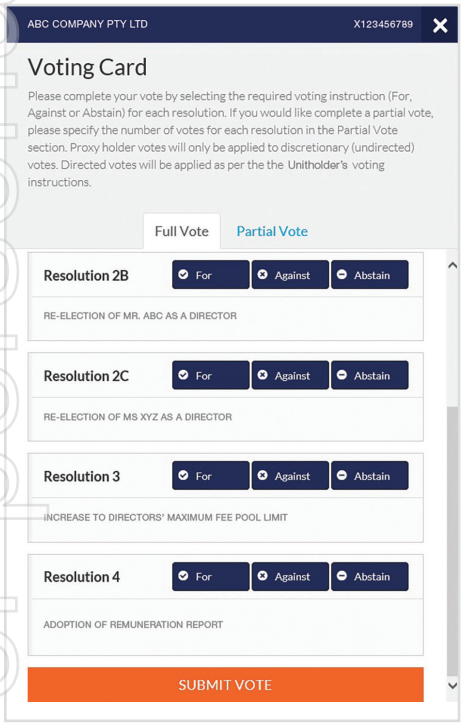
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.

For personal use only





Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

Virtual Meeting Online Guide *continued*

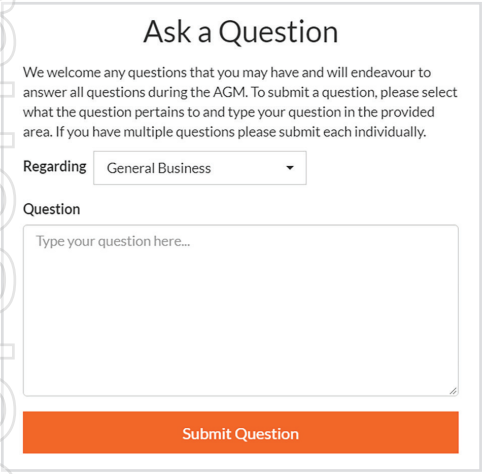
For personal use only

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The **'Ask a Question'** box will then pop up with two sections for completion.



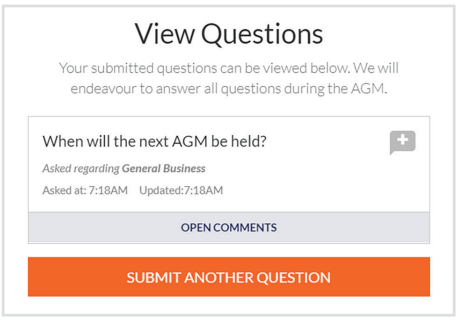
In the **'Regarding'** section click on the drop down arrow and select the category/resolution for your question.

Click in the **'Question'** section and type your question and click on 'Submit'.

A **'View Questions'** box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

a) Land line or mobile phone

b) The name of your holding/s (Registered Name & SRN/HIN NOs.)

c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Australia Toll Free: 1800 719 665
International: +61 2 9189 2032

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** (asterisk 1) on your keypad should you wish to "raise your hand" to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or a specific resolution (by referencing the Resolution number).

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can "lower your hand" by **pressing *2** (asterisk 2) on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Voting

Please note that you will not be able to vote on any resolutions via telephone.

If you would like to vote on a resolution, and you have not yet lodged a proxy vote (or you wish to change your proxy vote), please ensure that you have joined the meeting online in accordance with this guide (see, in particular, page 2).

For personal use only

Contact us

Australia
T 1300 554 474
E info@linkmarketservices.com.au

New Zealand
T +64 9 375 5998
E enquiries@linkmarketservices.co.nz

INFOMEDIA™

ACN 003 326 243

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

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

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
*subject to any COVID-19 public health orders and restrictions

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

For personal use only

SAMPLE

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 **9:00am (AEDT) on Thursday, 25 November 2021,** 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **9:00am (AEDT) on Thursday, 25 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at **https://agmlive.link/IFM21** (refer to details in the Notice of Meeting and Virtual Meeting Online Guide).

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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.

STEP 2

VOTING DIRECTIONS

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

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

Resolutions	For	Against	Abstain*
1 Remuneration Report	☐	☐	☐
2 Election of Director Mr Jim Hassell	☐	☐	☐
3 Re-Election of Non-Executive Director and Chairman Mr Bart Vogel	☐	☐	☐

* 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.

STEP 3

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).

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 and email address 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:

(a) 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

(b) 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at 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.

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 **9:00am (AEDT) on Tuesday, 23 November 2021,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE

www.linkmarketservices.com.au

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

BY MOBILE DEVICE

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

QR Code

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

BY MAIL

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

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

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

For personal use only
SAMPLE