

## INFOMEDIA LTD

# CORPORATE GOVERNANCE STATEMENT 2020

### Contents

1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT .....	1
2. STRUCTURE THE BOARD TO ADD VALUE .....	5
3. ETHICAL BUSINESS CONDUCT .....	7
4. INTEGRITY OF CORPORATE REPORTING .....	8
5. TIMELY AND BALANCED MARKET DISCLOSURE .....	9
6. SHAREHOLDER RIGHTS .....	10
7. RISK MANAGEMENT .....	10
8. EXECUTIVE AND NON-EXECUTIVE REMUNERATION .....	11

### INTRODUCTION

Infomedia has historically followed the governance framework and recommendations set out in the ‘*Corporate Governance Principles and Recommendations 3<sup>rd</sup> Edition*’ published by the ASX Corporate Governance Council. The Company has determined to early adopt and report against the governance framework and recommendations set out in the ‘*Corporate Governance Principles and Recommendations 4<sup>th</sup> Edition*’ (the **ASX Principles**) which formally come into effect for the Company’s FY21 financial year.

The Company strives to meet the ASX Principles in a manner consistent with its size, resources, and within the context of its operating environment. Where Infomedia does not conform with an element of the voluntary framework, the Company follows the ‘if not, why not’ framework by explaining and contextualising areas of non-conformance in this statement.

This Corporate Governance Statement is current as at 24 August 2020 and has been approved by the Board of Infomedia. Further information about Infomedia’s corporate governance is available at: [www.infomedia.com.au/governance](http://www.infomedia.com.au/governance)

## 1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### 1.1 Board and management responsibilities

The Company maintains a formal charter documenting the appropriate division between the responsibilities of the Board and management. The charter reserves the following matters to the Board:

<b>Strategy and Goals</b>	Approving strategic plans and confirming Company direction, objectives and performance targets
<b>Risk Management</b>	Review business risks, set organisational risk appetite and monitor the effectiveness of risk management and internal controls in conjunction with the Audit and Risk Committee
<b>Financial Oversight and Reporting</b>	Approving budgets and annual and half-year financial statements Overseeing the integrity of financial reporting systems and the effectiveness and independence of the Company’s audit
<b>Corporate Governance</b>	Approving and monitoring the effectiveness of key corporate governance policies and practices and overseeing policies for timely and balanced disclosure and shareholder communications

<b>Board Composition</b>	Conduct Board evaluations and to ensure it is comprised of an appropriate mix of skills, experience, talent and diversity
<b>Major Transactions</b>	Approve major capital expenditures, changes in capital structures and transactions falling outside management's authority
<b>Dividends and Funding</b>	Approving dividend policy, dividend reinvestment plans and the amount and timing of dividends
<b>Funding</b>	Monitoring and approving the Company's funding arrangements
<b>Remuneration</b>	Approving remuneration of key management personnel
<b>Performance Review</b>	Monitoring and evaluating the performance of the CEO and maintaining oversight in respect of the CEOs direct reports
<b>Diversity</b>	Fostering within the Company a culture of, and commitment to, workplace diversity

The Charter delegates implementation of the Company's objectives and strategies to senior executives who are responsible for the day-to-day operations of the Company and for ensuring that the Board is sufficiently informed to perform its key strategic and risk-management functions. A copy of the Board Charter is available on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/board-charter](http://www.infomedia.com.au/investors/corporate-governance/board-charter)

## 1.2 Election and appointment of directors

Before appointing a new director, or recommending a candidate for election to the Board for the first time, the Company assesses the candidate against the following criteria:

<b>Skills, Experience, Composition and Diversity</b>	<b>Capacity</b>	<b>Independence</b>	<b>Background</b>
Assessment of relevant skills, experience and personal qualities that will best complement and enhance Board effectiveness and diversity of composition	Ensuring the candidate is ready and able to devote the necessary time and commitment to the role	Assessing potential conflicts of interest and the overall independence of the candidate	Conducting, to the extent appropriate reference checks and other 'due diligence' on the candidate

Any newly appointed non-executive director will stand for election at the next Annual General Meeting of shareholders (**AGM**) as required by Infomedia's Constitution and the ASX Listing Rules. The Company and the Board conduct appropriate background checks on new director candidates and provides all known and material information about the candidate which is deemed relevant to shareholders' decision to elect or re-elect any candidate. This information includes:

- biographical details (including relevant qualifications, experience and skills), and details of any other material directorships currently held by the candidate;
- whether in the Board's view the person would, if elected or re-elected, qualify as an independent director;
- in the case of a new candidate for election - any material adverse information revealed by the various background checks performed in relation to them by the Company, as well as details of any interest, position, association or relationship that might materially influence the person's judgment as a director;
- in the case of an existing director standing for re-election - the term of office already served by them; and
- a statement as to whether the Board supports the individual's election or re-election.

## 1.3 Written agreements with each director and senior executive

The terms of appointment both for directors and for senior executives are documented by written agreements between each director and the Company to ensure a clear understanding of their respective roles, responsibilities and expectations.

During the period, the Company undertook a comprehensive review of its appointment documents referable to non-executive directors and implemented a series of enhancements to meet with established and evolving governance standards.

### 1.4 The Company Secretary

The company secretary plays a key role in supporting the Board’s functions. The company secretary is responsible for ensuring that business conducted at Board and Committee meetings is aligned with the Company’s internal governance procedures and appropriately documented, and is directly accountable to the Infomedia Board, through the Chairman, in performing these functions. Appointments to the secretarial role are made by resolution of the Board.

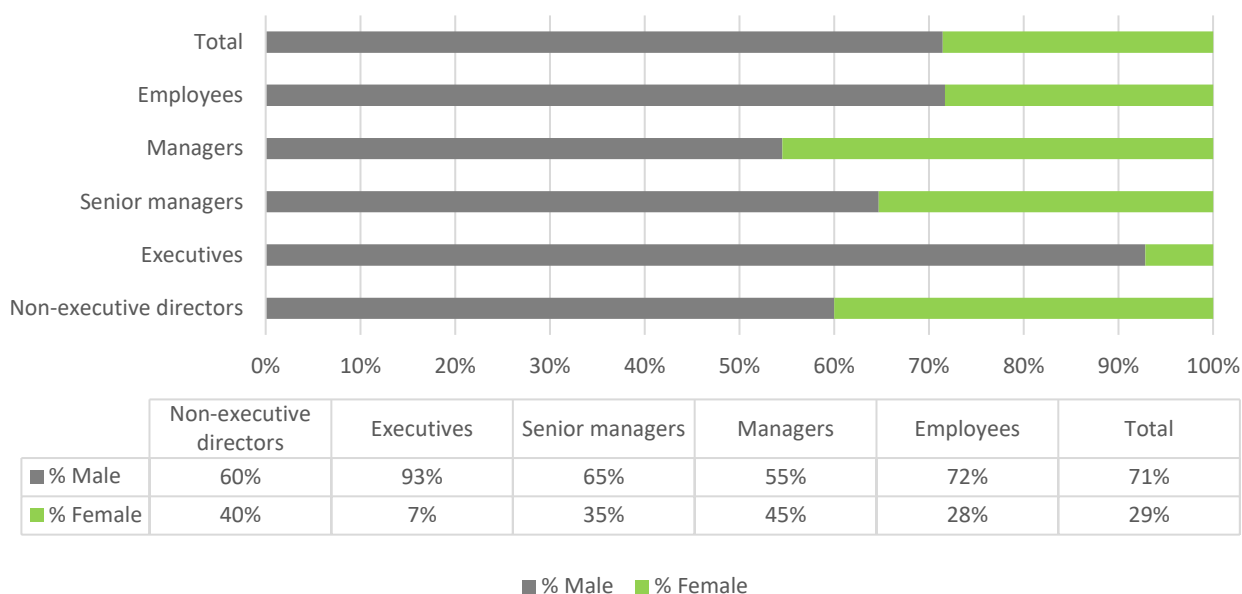
### 1.5 Workplace Diversity and Gender Equality

#### *Position statement on diversity and diversity data*

Infomedia’s Board and management encourage a culture in which all forms of diversity are valued. The Company maintains a formal Diversity Policy, a copy of which is available within the corporate governance section of the Company’s website at: [www.infomedia.com.au/investors/corporate-governance/diversity-policy/](http://www.infomedia.com.au/investors/corporate-governance/diversity-policy/)

The following diagram illustrates the Company’s gender profiles at various levels of seniority across the business globally.<sup>1</sup> The categories of executives and managers are classified based on their level of accountability within the organisation (e.g. a senior executive is directly accountable to the Chief Executive Officer (CEO), whilst a senior manager is directly accountable to a senior executive and so on):

**Infomedia Global Gender Diversity Profile**



The Company is a “relevant employer” for the purposes of the Workplace Gender Equality Act. In accordance with recommendation 1.5(c)(2) of the ASX Principles, the Company tracks the following Gender Equality Indicators (as defined in and published under that Act) for its Australian workforce. The Company’s most recent Gender Equality Report – 2019-20 (Australia only) can be viewed in the “corporate governance” section of its website at: [www.infomedia.com.au/files/investors/infomedia-wgea-report-2020.pdf](http://www.infomedia.com.au/files/investors/infomedia-wgea-report-2020.pdf)

In addition to gender diversity initiatives, Infomedia is committed to building a workforce that respects and values the contributions of its culturally and linguistically diverse staff. As a global Company, Infomedia promotes equal opportunity and encourages applications from a broad range of suitably skilled candidates.

<sup>1</sup> Figures current as at 30 June 2020.

### *Adoption of measurable objectives*

During the reporting period, the Board formally resolved to support the Australian Institute of Company Directors '30% Club' initiative, aimed at achieving a target of 30 per cent female representation on ASX 300 boards by the end of 2021. Infomedia met this target during the period with the appointment of Kim Anderson, lifting female membership of Infomedia's Non-Executive Board to 40 per cent and 33 per cent overall.

However, the Company did not adopt formal, measurable objectives, for achieving gender diversity during the reporting period at the executive level, placing it outside of technical compliance with recommendations 1.5(c) of the ASX Principles. Rather, the Company operates on a merit-based recruitment and selection philosophy to ensure the strongest and most suitable candidates are appointed.

During the period, the Company restructured its Remuneration Committee to broaden its remit to include Remuneration, People and Culture. The Committee Charter charges the RPC Committee with oversight for the expansion and assessment of a culture of diversity across a range of measures. A copy of the RPC Committee charter may be viewed online at: [www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/](http://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/)

### **1.6 Performance evaluation of the Board**

The Company maintains a Remuneration and Performance Evaluation Policy (**Remuneration and Performance Policy**). The Remuneration and Performance Policy outlines the criteria for assessing the performance of the Board, individual directors, the Chairman of the Board and senior executives. A copy of the Remuneration and Performance Policy, which was recently updated and approved by the Board, can be viewed on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/performance-evaluation/](http://www.infomedia.com.au/investors/corporate-governance/performance-evaluation/)

Under the Remuneration and Performance Policy, the Board delegates responsibility to the Remuneration, People and Culture Committee to oversee Board performance reviews. During the reporting period the Board did not participate in a formal performance review process. The last externally administered self-performance evaluation exercise was completed in June 2019.

### **1.7 Performance evaluation of senior executives**

Senior Executives, including executives who are key management personnel, are subject to an annual performance management process. It includes setting of personal objectives and key performance indicators and operates in conjunction with the Company's short-term incentive remuneration framework. The plans are set with input from the Remuneration, People and Culture Committee and are approved by the Board. Performance against those objectives is measured and assessed by the CEO, or in the case of the CEO, by the Chairman of the Board.

During the period performance assessments of Executive KMP and senior executives were completed as part of the Company's regular performance planning and management process. Further details about remuneration outcomes for key management personnel are set out in the Company's 2020 Remuneration Report.

## 2. STRUCTURE THE BOARD TO ADD VALUE

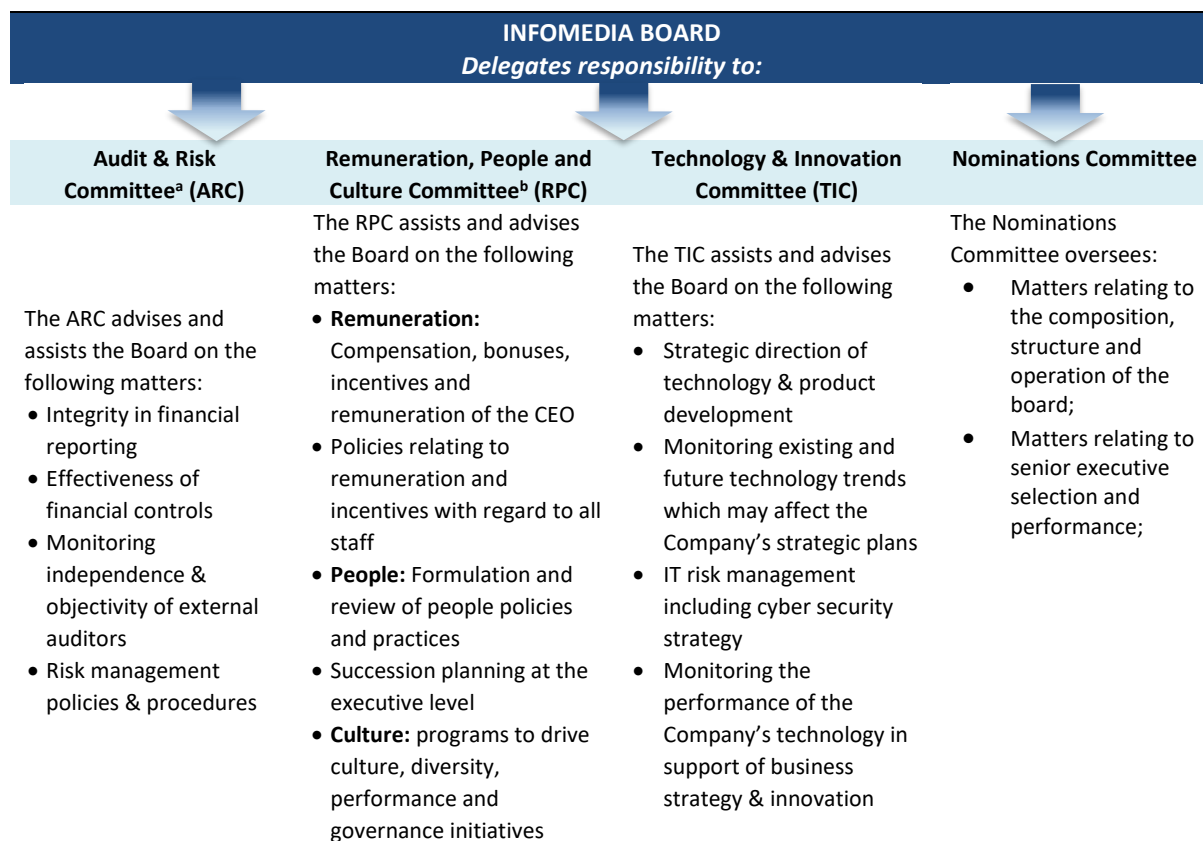
### 2.1 Structure and Composition of the Board and Committees

The composition and size of the Board is primarily guided by Infomedia’s Constitution. Careful consideration is given to the contribution each director can make both individually and collectively to effectively discharge the Board’s responsibilities. During the reporting period the Board restructured the former ‘Remuneration Committee’ by expanding its remit to include Remuneration, People and Culture.

As at the date of this report the Company’s governing Board and sub-committees are comprised as follows:

		Board	Audit and Risk Committee	Remuneration People and Culture Committee	Technology and Innovation Committee	Nominations Committee
<b>Independent Non-Executive Directors</b>	Bart Vogel	Chair		✓	✓	Chair
	Kim Anderson	✓	✓	Chair		✓
	Paul Brandling	✓	✓		Chair	✓
	Anne O’Driscoll	✓	Chair	✓		✓
	Clyde McConaghy	✓	✓	✓		✓
<b>Executive Director</b>	Jonathan Rubinsztein	✓			✓	

The Board discharges its obligations directly and via appropriate delegations to its sub-committees via the following structure:



- Further information about the ARC is set out in section 4 and 7 below.
- Further information about the RPC is set out in section 8 below.
- Further information about the Nominations Committee is set out in section 2.4 below.

## 2.2 Board Independence

The Board maintains active processes requiring the Board to regularly review and report relevant interests via the Company Secretary, and to identify and manage material threats to the actual or perceived threats to the independence of the Board, or actual or perceived conflicts of interest. The Board is comprised of a majority of independent directors and the role of Chairman and CEO are separated as outlined in section 2.1 above. The table below outlines the tenure of each current non-executive director and confirms their status, as assessed by the Board.

Director	Appointed	Last Elected by Shareholders	Status
Mr Bart Vogel (Chairman)	August 2015	October 2018	Independent Non-Executive Director
Ms Kim Anderson	June 2020	Candidate for election at 2020 AGM	Independent Non-Executive Director
Mr Paul Brandling	October 2016	November 2019	Independent Non-Executive Director
Mr Clyde McConaghy	November 2013	November 2019	Independent Non-Executive Director
Ms Anne O'Driscoll	December 2014	October 2017	Independent Non-Executive Director

## 2.3 Board skills

There is strong emphasis on promoting, among other attributes, an appropriate mix of complementary skills, independence, expertise, business knowledge and executive and non-executive participation. The details of each director's name, terms of office, meeting attendance records, experience and expertise appear in the 2020 Annual Report.<sup>2</sup>

The Board considers that expertise and experience in the automotive industry, information technology, mergers/acquisition, professional services (including accounting and communications), executive leadership (sales, marketing and human resources), governance structures, strategy development, risk management, management of international business operations, emerging markets business experience and investor relations are important to the successful governance and stewardship of the Company. The Board are satisfied that the appropriate mix of qualifications, skills and experience is achieved in its current membership.

## 2.4 Board nomination and succession-planning

The Nominations Committee has responsibility for overseeing matters relating to Board composition and succession-planning. A copy of the Committee's charter is available via the Company's website at [www.infomedia.com.au/investors/corporate-governance/nomination-committee-charter/](http://www.infomedia.com.au/investors/corporate-governance/nomination-committee-charter/).

The composition of the Nominations Committee meets all the requirements of recommendation 2.1(a) of the ASX Principles as it has three members, all of whom are non-executive independent directors and is chaired by an independent non-executive director.

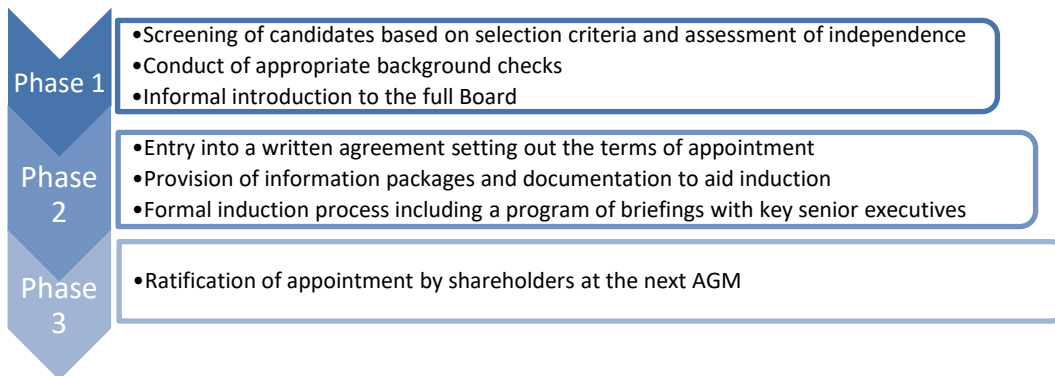
The current composition of the Nominations Committee is set out above in section 2.1. For more detailed information, including the relevant qualifications and experience of its members, as well as the number of meetings held and individual attendances of members over the course of the financial year, see the 2020 Annual Report.<sup>3</sup>

<sup>2</sup> For further information refer to the Company's 2020 Annual Report located at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)

<sup>3</sup> The Company's 2020 Annual Report is located at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)

## 2.5 Board induction and professional development

As noted above, the Company maintains a formal policy for the nomination and induction of directors with three broad phases:



The Company provides directors with appropriate professional development opportunities to develop and maintain their relevant skills and knowledge. All Infomedia directors are members of the Australian Institute of Company Directors (AICD) and are required by the AICD undertake mandatory continuing professional development obligations in accordance with the AICD’s Director Professional Development Guidelines. Professional development resources are routinely received from the Company’s auditors and other professional advisory firms, and the directors routinely attend conferences and seminars referable to their remit on the Board and/or its sub-committees.

## 3. ETHICAL BUSINESS CONDUCT

Corporate responsibility is an important indicator of success as a Company. Infomedia’s core values, together with its Code of Conduct and policy framework define the standards of behaviour expected of its people.

### 3.1 Infomedia’s Core Values

Infomedia’s Core Values define what we believe, what we stand for in principle and how we work together as a team. Infomedia places emphasis on personal integrity, mutual respect and ethical business practices in all of its dealings. Success is created when our employees act together and in line with the following ‘Core Values’:

- **Accelerating Performance:** we are action orientated and always accountable to our customers.
- **Driving Innovation and Service:** our technology leadership empowers our customers.
- **Navigating Global, Steering Local:** our customers benefit from a unified Infomedia approach with local execution.
- **Having Fun in the Fast Lane:** we balance hard work with a fun and vibrant workplace.

### 3.2 Infomedia Code of Conduct

The Infomedia Code of Conduct strengthens the Company’s commitment to the Core Values by articulating and formally entrenching positive cultural values within the Company, and by providing guidance on dealings with various stakeholders. The Code of Conduct commits the Company and its employees to (among other things) sustainability, recognition of human rights and ensuring trust, integrity and mutual respect in all dealings. A copy of the Code of Conduct is available at: [www.infomedia.com.au/investors/corporate-governance/code-of-conduct/](http://www.infomedia.com.au/investors/corporate-governance/code-of-conduct/)

### 3.3 Governance policies and framework

The Company maintains a range of internal policies which define the Company's expectations and commitment to good corporate governance and responsible business practices, including:

- **Whistleblower Policy** formally articulating and communicating the right to report unethical or illegal conduct without fear of reprisal. A copy of the Whistleblower Policy is available via the Company's website at: [www.infomedia.com.au/investors/corporate-governance/whistleblower-policy/](http://www.infomedia.com.au/investors/corporate-governance/whistleblower-policy/). Material incidents reported under this policy are reportable to the Board.
- **Voluntary Modern Slavery Statement:** a voluntary Company statement with respect to Modern Slavery in our supply chain in advance of the forthcoming legal requirements of the *Modern Slavery Act 2018* (NSW). The Modern Slavery Statement is available via the Company's website at: [www.infomedia.com.au/investors/corporate-governance/modern-slavery-statement/](http://www.infomedia.com.au/investors/corporate-governance/modern-slavery-statement/); and
- **Securities Trading Policy** containing robust governance measures to guard against insider trading (actual or perceived) by relevant stakeholders. A copy of the policy is available via the Company's website.
- **Anti-Bribery and Anti-Corruption Policy:** The Company has recently introduced a separate and independent Anti-Bribery and Anti-Corruption Policy which supplements and builds upon the Company's existing Code of Conduct and provides greater clarity. Material breaches of this policy are reportable to the Infomedia Board.

## 4. INTEGRITY OF CORPORATE REPORTING

---

### 4.1 The Audit and Risk Committee

The Audit and Risk Committee's composition meets all requirements contained in recommendation 4.1(a) of the ASX Principles as it is comprised of three independent non-executive directors and is chaired by an independent director, who is not the chair of the Board.

The objectives of the Audit and Risk Committee are defined in its Charter. A copy of the Audit and Risk Committee Charter is available via the Company's website at: [www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/](http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/).

The current composition of the Audit and Risk Committee is set out in section 2.1 above. For more detailed information, including the relevant qualifications and experience of its members, as well as meetings and individual attendances of members over the course of the financial year, please refer to our 2020 Annual Report.<sup>4</sup>

### 4.2 Financial reporting obligations

The Company's financial reporting obligations for FY2020 were fulfilled in accordance with applicable legal and accounting requirements. For further information, please refer to the financial statements and notes contained in the Directors' Report and the Independent Audit Report. In accordance with the Company's Risk Management Plan and Policy, the CEO and the Chief Financial Officer (CFO) have provided the Board with the necessary certifications required pursuant to the *Corporations Act 2001* (Cth) and in accordance with recommendation 4.2 of the ASX Principles.

---

<sup>4</sup> The Company's 2020 Annual Report can be found at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)



### 4.3 Integrity of non-audited periodic corporate reports

The Company takes its commitment to ensuring the integrity of all materials released to the market, including those materials released to market which are not subject to audit. The Company generally applies the following peer review framework to test the integrity and accuracy of materials before release to the market:

	Examples	Primary Responsibility	First Peer Review	Second Peer Review	Third Peer Review <sup>(a)</sup>
<b>Annual and Interim Reports (unaudited components)</b>	Directors' Report, Governance Report and Interim Financial Reports	CEO / CFO	A senior team member of the Company's finance, legal, secretariat or investor relations team	One or more members of the Continuous Disclosure Committee	One or more Non-Executive Directors
<b>Other Financial information</b>	Corporate actions, investor briefing slides and interim investor updates	CFO	Senior member of the Infomedia finance team	One or more members of the Continuous Disclosure Committee	One or more Non-Executive Director(s)
<b>Other Business statements</b>	Corporate actions, investor briefing slide and interim investor updates, outlook statements and statements on risk	CEO / CFO	CFO, CEO or Head of Investor Relations		

**Notes:**

- a. Shaded boxes represent processes that are used on an 'as needed' basis as determined by management and are reserved for matters of enhanced sensitivity or importance, or which require special knowledge or experience to vet.

## 5. TIMELY AND BALANCED MARKET DISCLOSURE

### 5.1 Market disclosure

The Company maintains a Market Disclosure Policy in accordance with the ASX Principles. The policy was comprehensively reviewed and updated during the period to ensure it remains relevant in the context of modern governance standards.

Infomedia is committed to providing relevant, timely and accurate information to the market regarding financial information, performance, ownership and governance. The continuous and periodic reporting obligations imposed under the ASX Listing Rules, and the Company's internal procedures are well understood by senior management. A copy of the Company's revised Market Disclosure Policy can be found on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/market-disclosure/](http://www.infomedia.com.au/investors/corporate-governance/market-disclosure/).

The Company maintains standing, automatic notification protocols, administered via the ASX and/or other third parties to ensure that all directors receive an email notification immediately after all announcements made via the ASX Market Announcements Platform are made, whether those releases are material or not

The Company also ensures that new substantive investor or analyst presentations are provided to the ASX Market Announcements Office ahead of the presentation. This is enshrined in the Company's Market Disclosure Policy.

## 6. SHAREHOLDER RIGHTS

Infomedia is committed to promoting effective communication with all shareholders via the following channels:

Company Website	Shareholder Relations	General Meetings
<p>The Company continues to develop its online content delivery for shareholders via the Company's website, where investors can find:</p> <ul style="list-style-type: none"> <li>information about the Company's directors and key management personnel</li> <li>this Corporate Governance Statement</li> <li>copies of relevant corporate governance charters, policies and guidelines</li> <li>annual and half yearly reports</li> <li>media releases, achievements and share price information</li> <li>notices relating to members' meetings</li> </ul>	<p>The Company's Head of Investor Relations fosters two-way communication with shareholders by:</p> <ul style="list-style-type: none"> <li>effective use of investor teleconferences and investor meetings</li> <li>the maintenance of a dedicated shareholder communications platform on its website, including a portal allowing shareholders to submit queries directly to the Company</li> </ul> <p>Shareholders are encouraged, to receive electronic communications from the Company and from its security registry</p>	<p>Shareholder participation at general meetings is always encouraged by:</p> <ul style="list-style-type: none"> <li>encouraging shareholders to submit questions or comments ahead of the meeting.</li> <li>ensuring senior executives are present at AGMs to answer queries about the Company's operations; and</li> <li>ensuring that Infomedia's independent auditor is present at AGMs to answer shareholder questions relevant to the audit of the Company's annual financial statements.</li> </ul>

In light of the ongoing COVID-19 pandemic, the Company will hold its 2020 Annual General Meeting virtually to enable effective and safe participation by shareholders.

## 7. RISK MANAGEMENT

### 7.1 Audit and Risk Committee

The Audit and Risk Committee oversees risk and its composition conforms with ASX recommendation 7.1 as is outlined above in sections 2.1 and 4.1 above. The number of Committee meetings and individual attendances are set out in the Company's 2020 Annual Report. A copy of the Audit and Risk Committee Charter is available on the Company's website at <http://www.infomedia.com.au/investors/corporate-governance/audit-and-risk-charter/>.

### 7.2 Risk management

The Board, through the Audit and Risk Committee, has oversight of the establishment, implementation and monitoring of appropriate risk management frameworks and internal controls. To this end, the Company maintains a formal Risk Management Plan and Policy (**Risk Policy**) aligned to ISO31000 standards. As a technology Company, Infomedia's cognisance of information security is paramount and to this end, the Company has developed comprehensive information security protocols and processes which have been validated and certified against ISO27001:2015 standards (refer to [www.infomedia.com.au/certificates/](http://www.infomedia.com.au/certificates/)).

Establishment of risk management procedures, compliance and control rests with the CEO, CFO and senior executives and, at a daily operating level, with departmental managers. During the reporting period, the Audit and Risk Committee reviewed the entity's risk management framework and re-confirmed its effectiveness. The Committee also considered the key operational risks and the controls implemented by management to mitigate those risks. A summary of risks relevant to the Infomedia group are separately outlined on pages 16-18 of the 2020 Annual Report.<sup>5</sup> A copy of the Company's Risk

<sup>5</sup> The Company's 2020 Annual Report located at <https://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf>

Policy is available on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/risk-management/](http://www.infomedia.com.au/investors/corporate-governance/risk-management/).

### 7.3 Internal audit function

In the Board's view, given the Company's current size and high degree of centralisation of financial and commercial functions, no significant benefit would be gained from establishing a separate internal audit function. Under the Audit and Risk Committee's oversight, the CFO is tasked with continually monitoring the Company's financial risk management processes. The Committee also considers any suitable internal controls recommended by the external auditor. In the Board's view this arrangement, combined with the Company's policy for monitoring the independence of the external auditor, is sufficient to ensure that effective and appropriate risk management processes are maintained.

### 7.4 The Company's economic, environmental and social sustainability risk profile

The Company routinely examines its exposure to economic, environmental and social sustainability risk via its risk management processes, primarily discharged by the Audit and Risk Committee. The Company considers risk in the conduct of its business and outlines its exposure to economic and operating risks in the 2020 Annual Report in line with the recommendations of ASIC Regulatory Guide 247.<sup>6</sup> During the period no exposure to material environmental or social sustainability risks were identified.

## 8. EXECUTIVE AND NON-EXECUTIVE REMUNERATION

---

### 8.1 Remuneration Committee

The Company maintained a Remuneration Committee throughout the reporting period. The Committee is chaired by an independent director, and all members are independent directors. The role of the Remuneration Committee was broadened to include 'People and Culture' within its remit in early 2020. The current composition, meetings and individual attendances of members of the Remuneration, People and Culture Committee during the period are set out in section 2.1 above and in the 2020 Annual Report.<sup>7</sup> A copy of the Remuneration Committee Charter is available on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/](http://www.infomedia.com.au/investors/corporate-governance/remuneration-committee-charter/).

### 8.2 Infomedia's remuneration policies

The Board, through the Remuneration Committee, has oversight of the establishment, implementation and monitoring of appropriate remuneration frameworks. The Board has processes in place to raise issues relating to remuneration in the form of regular reporting by senior executives.

The Company maintains a Remuneration and Performance Evaluation Policy (**Remuneration and Performance Policy**) which is aimed at attracting, retaining and motivating Directors and Senior Executives, ensuring they have the appropriate quality and skills, according to market factors and the Company's financial capacity; and to link remuneration directly to corporate and individual performance. The corporate and individual performance of Directors and Senior Executives are assessed in accordance with the Remuneration and Performance Policy. A copy of the Remuneration and Performance Policy is available on the Company's website at: [www.infomedia.com.au/investors/corporate-governance/performance-evaluation/](http://www.infomedia.com.au/investors/corporate-governance/performance-evaluation/).

---

<sup>6</sup> For further information refer to the Company's 2020 Annual Report located at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)

<sup>7</sup> For further information refer to the Company's 2020 Annual Report located at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)

The Company utilises a range of remuneration incentives as summarised in the table below:

Non-Executive	Executive
<b>Components of Non-Executive Director Remuneration</b>	<b>Components of Senior Executive and Staff Remuneration*</b>
<ul style="list-style-type: none"> <li>▪ Directors' fees</li> <li>▪ Statutory superannuation contributions</li> </ul>	<ul style="list-style-type: none"> <li>▪ Salary</li> <li>▪ Statutory superannuation contributions</li> <li>▪ Short Term Incentives</li> <li>▪ Long Term Incentives</li> <li>▪ Commissions</li> </ul>

\* Note –Differing combinations of remuneration and incentives are offered on a case-by-case basis

Further details concerning the Company's policies and practices regarding the remuneration of key management personnel are contained in the Company's 2020 Remuneration Report<sup>8</sup>.

### 8.3 Prohibition of hedging arrangements

The terms of the Company's Equity Plan Rules, which governs all security-based incentives, expressly forbids participants from entering into transactions which limit the economic risk of participating in the scheme unless specifically permitted by the *Corporations Act 2001* (Cth). A similar restriction is also contained within the Company's Securities Trading Policy, a copy of which is available at: [www.infomedia.com.au/investors/corporate-governance/securities-trading/](http://www.infomedia.com.au/investors/corporate-governance/securities-trading/)

<sup>8</sup> For further information refer to the Company's 2020 Annual Report located at [www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf](http://www.infomedia.com.au/files/investors/FY20-AnnualReport.pdf)