

JONATHAN RUBINSZTEIN APPOINTED AS CEO OF INFOMEDIA LTD

SYDNEY – 27 January 2016

The Board of Infomedia ('Infomedia') is pleased to announce the appointment of Mr. Jonathan Rubinsztein as Chief Executive Officer, commencing 14 March 2016. Mr. Rubinsztein joins Infomedia from UXC Ltd (UXC) where he has been the CEO of Red Rock Consulting for over six years.

Infomedia's Chairman, Fran Hernon, said: "Mr. Rubinsztein is an experienced leader with a track record of leading growth in the technology sector. His experience and strong leadership credentials will help drive the successful execution of Infomedia's growth strategy. He has a proven track record of leading a company in delivering strong and profitable growth in the software and services sector and we are pleased to have him on board."

Mr. Rubinsztein said: "I am delighted to have the opportunity to take over the reins of an Australian IT company that has a proven capability and has successfully expanded its operations across the globe. I believe that, working with the team at Infomedia, we will be able to leverage its strengths to an even greater extent."

Mr. Rubinsztein will join the Board of Infomedia as an Executive Director, effective March 14 2016.

Details of the key terms of Mr Rubinsztein's employment contract, including the remuneration arrangements are set out in Attachment 2. His biography is Attachment 3.

Further enquiries, please contact:

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ATTACHMENT 2

SUMMARY OF MATERIAL TERMS OF APPOINTMENT

The key terms of Mr Rubinsztein's employment arrangements are summarised below.

Name	Jonathan Rubinsztein
Position	Chief Executive Officer
Commencement date and term	Commencing 14 March 2016 and continuing until terminated in accordance with employment agreement.
Fixed annual remuneration	FY16 fixed annual remuneration (FAR) of \$485,000 per annum, inclusive of base salary, non-cash benefits and any related fringe benefits tax, plus \$25,000 superannuation contributions.
Short-term incentive	<p>Eligible to participate in Infomedia's STI plan. FY17 STI opportunity of \$375,000. FY16 STI opportunity will be pro-rated for the portion of the performance period (the FY16 financial year) for which Mr Rubinsztein is employed. Subject to the satisfaction of the STI performance conditions (which are based on a combination of financial and non-financial performance measures determined by the Board) over the period from commencement to 30 June 2016, the FY16 STI award will be paid to Mr Rubinsztein as a cash payment.</p>
Long-term incentive	<p>Mr Rubinsztein will be eligible to receive an annual LTI award equivalent to \$375,000 under Infomedia's LTI plan. Mr Rubinsztein's initial LTI award will be equivalent to three (3) years' annual LTI opportunity representing his LTI award for FY17, FY18 and FY19. Mr Rubinsztein's initial LTI award will be granted as follows:</p> <ul style="list-style-type: none"> • Rights: 75% of the initial award (\$843,750) will be delivered as rights to acquire Infomedia Limited shares (Shares) for no consideration (Rights). • Options: 25% of the initial award (\$281,250) will be delivered as Options to acquire Shares upon payment of an exercise price (Options). <p>Shares acquired upon exercise of Rights and Options will be subject to specific disposal restrictions.</p> <p>Rights</p> <p>Rights will vest and become exercisable subject to Mr Rubinsztein's continued employment with Infomedia Limited and satisfaction of an Earnings per Share (EPS) growth performance hurdle, requiring compound annual growth in Infomedia's EPS. Minimum performance</p>

for vesting is 10% compound annual EPS growth (at which point 25% of Rights will vest). Full vesting of the Rights is available for compound annual growth in EPS of 15% or more. Pro-rata vesting from 25% to 100% will occur for compound EPS growth between 10% and 15% per annum achieved over the relevant period.

The Board will take into account changes in Infomedia's gearing when determining the EPS outcome and may adjust the level of earnings to take into account the cost of borrowings and, if considered appropriate, the number of shares on issue to reflect the company's level of debt.

The Rights will be granted in three tranches, each tranche subject to a separate performance period for the purpose of measuring EPS growth as follows:

- Tranche 1 (one third of Rights): 1 July 2016 – 30 June 2017
- Tranche 2 (one third of Rights): 1 July 2017 – 30 June 2018
- Tranche 3 (one third of Rights): 1 July 2018 – 30 June 2019

To the extent Tranches 1 and 2 do not vest in full after the initial performance period, EPS growth will be retested over an extended performance period as follows:

- Tranche 1: 1 July 2016 – 30 June 2018 (first retest)
- Tranche 1: 1 July 2016 – 30 June 2019 (second retest)
- Tranche 2: 1 July 2017 – 30 June 2019

Options

Options will vest and become exercisable when Infomedia's share price exceeds the exercise price payable to exercise an Option (**Exercise Price**). The Exercise Price will be determined as follows:

$$\text{Exercise Price} = \text{Reference Price} \times 1.55$$

The Reference Price is the volume weighted average price (VWAP) of Infomedia's shares over the one month period immediately preceding the beginning of FY17 (i.e., VWAP for June 2016).

Options may generally only be exercised following the announcement of Infomedia Limited's full year results for FY19, upon payment of the Exercise Price, subject to Mr Rubinsztein's continued employment with Infomedia Limited. Any Options that have not been exercised within four (4) years of the grant date will lapse.

Disposal restrictions on Shares

- **Rights:** Shares acquired upon exercise of Rights may generally only be disposed of following the announcement of full year results for the financial year ending 30 June 2021.
- **Options:** Only 50% of any Shares acquired in respect of Options that are exercised prior to the announcement of Infomedia's full year results for the financial year ending 30 June 2020, may be disposed of prior to that announcement.

Termination	<p>Infomedia may terminate Mr Rubinsztein's employment by giving six (6) months' notice.</p> <p>Mr Rubinsztein may terminate his employment by giving six (6) months' notice.</p> <p>Infomedia may pay Mr Rubinsztein an amount in lieu of any part of a period, or all of a period, of notice.</p> <p>Infomedia may terminate Mr Rubinsztein's employment without notice in the event of termination for cause.</p> <p>Mr Rubinsztein may terminate his employment by giving one (1) month's notice if his duties are materially diminished without his consent such that his status and responsibilities are changed. In that case, Mr Rubinsztein will be entitled to 12 months' FAR.</p> <p>Unvested STI and LTI awards benefits will be treated pursuant to the rules of the plans.</p> <p>No payment will be made on cessation of employment in excess of the amount lawfully payable under Part 2D.2 of the Corporations Act 2001 without shareholder approval.</p>
Post-employment restraint	Post-employment restraint period of 12 months.

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ATTACHMENT 3**JONATHAN RUBINSZTEIN BIOGRAPHICAL DETAILS****CEO at UXC Red Rock Consulting**

2010 to Present. From 1999 to 2010 held various roles including founder, director and co-CEO

Founder & Director at RockSolid SQL

January 2010 - Present (4 years 10 months)

Head of Strategic Technology Practice at Quadriga Australia

1997 – 1999

Consultant at A.T.Kearney

1995 - 1997

Consultant at Andersen Consulting (now Accenture)

1993 - 1995

CEO (and various other roles) at UXC Red Rock Consulting

1999 – Present

Jonathan was a founding partner and shareholder of Red Rock. In 2004 Jonathan helped negotiate the sale of Red Rock to UXC and has since been involved in running the company as an autonomous business unit. UXC Red Rock Consulting is the largest independent provider of Oracle consulting and managed services in Australia and New Zealand. It employs over 650 people across 10 offices in Australia, New Zealand, India and Singapore.

Under Jonathan's leadership, UXC Red Rock grew to almost \$140 million in annual revenue with many years' annual EBIT growth of over 20%.

Jonathan oversaw the acquisition and subsequent integration of a number of companies into UXC Red Rock including: BML Associates, Sequel Software, Jigsaw Consulting, Glue, Jireh Consulting, Tripoint and Convergence. These acquisitions saw successful expansion into new markets and products.

At Red Rock he developed several successful strategic partnerships including those with Oracle, IBM and Accenture. The strong relationship with Oracle led to UXC Red Rock being selected as its only Key partner in the region.

Jonathan built a high performing and respected Leadership Team at UXC Red Rock. In 2014, the internal employee staff satisfaction survey delivered a positive result of 87%.

Jonathan is also a Founder and Director at RockSolid SQL, a company that developed the RockSolid database management product and that provides SQL Server Database support. RockSolid was founded in 2010 and is owned by UXC Red Rock Consulting and UXC. The product is currently used to manage over 18,000 databases in Australia.

In 2009 Jonathan was invited to become an international member of TED, a non-profit organisation devoted to 'ideas worth spreading'.

In 2013 Jonathan was awarded the iAwards NSW IT professional of the year.