

# Infomedia Ltd and controlled entities

## Appendix 4E (rule 4.3A)

### Preliminary final report for the year ended 30 June 2025

#### Results for announcement to the market

(All comparisons to the year ended 30 June 2024)

	30 June 2025	Up / (Down)	Movement
Revenue and net profit	\$'000	\$'000	%
Revenue from ordinary activities	146,512	5,680	4%
Reported net profit from ordinary activities after income tax attributable to shareholders	16,694	4,011	32%
Net profit for the period attributable to shareholders	16,694	4,011	32%

	Amount per share	Franked amount per share	Franking credit
Dividend information	cents	Cents	
2025 Final dividend	2.00	2.00	100%
2025 Interim dividend	2.20	2.20	100%

#### 2025 Final dividend dates

Ex-dividend date	29 August 2025
Record date	1 September 2025
Payment date	18 September 2025

The Company's Dividend Reinvestment Plan ('DRP') has been suspended since 31 October 2019.

	30 June 2025	30 June 2024
Net tangible assets	cents	cents
Net tangible assets per ordinary share <sup>(a)</sup>	20.09	17.54

- (a) The net tangible assets per ordinary share is calculated as net assets adjusted for intangible assets including goodwill, right-of-use assets, lease liabilities and net deferred tax liabilities.

#### Other information

On 6 August 2025, Infomedia Ltd announced it had entered into a binding Scheme Implementation Agreement (SIA) with McQueen BidCo Pty Ltd, an entity ultimately owned by funds managed by TPG Capital. The agreement is for TPG Capital to acquire 100% of the shares in Infomedia. The transaction is subject to shareholder and court approval, and a scheme booklet will be released to shareholders in due course.

Additional Appendix 4E disclosure requirements (including explanation of the figures reported above) can be found in the FY25 Annual Report which contains the Directors' report and the 30 June 2025 financial statements and accompanying notes.

This report is based on the consolidated financial statements which have been audited by Deloitte Touche Tohmatsu, with an unqualified opinion issued.

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# Annual Report

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# 2025

## ABOUT INFOMEDIA LTD

Infomedia is a leading global provider of SaaS and DaaS solutions that empower the data-driven automotive ecosystem. Infomedia's solutions help OEMs, NSCs, dealerships and 3rd party partners manage the vehicle and customer lifecycle.

They are used by over 250,000 industry professionals, across 50 OEM brands in over 195 countries to create a convenient customer journey, drive dealer efficiencies and grow sales.

The company was founded in 1987 and is headquartered in Sydney, Australia. As a team and a business, we are governed by our core values:

- **Collaboration** – we use our collective expertise to drive success.
- **Innovation** – we remain focused on continuous improvement and are driven to try new things.
- **Own it** – we act with integrity and delivery on our promises, empowering our people to have an impact.

For more than 25 years, Infomedia has led data-driven innovation in aftersales technology. Our goal from the beginning has been to support the key objectives of global OEMs and dealers to increase profits in parts and service aftersales, while enhancing customer engagement and brand retention.

The powerful combination of our innovative SaaS and DaaS solutions, strong global relationships with OEMs and dealers, along with decades-long experience in aftersales, is difficult to replicate.

### GOVERNANCE REPORTING AND POLICY DISCLOSURE

Infomedia's Financial Report for the 2025 financial year and previous years, including half-year reports, can be accessed and viewed on our website at <https://www.infomedia.com.au/investors/annual-and-half-year-reports>. Additional reporting, including Infomedia's Corporate Governance Statement, Code of Conduct and key governance policies can be viewed on Infomedia's website at: <https://www.infomedia.com.au/investors/governance>.

### ELECTRONIC & DIGITAL COMMUNICATIONS

Infomedia is a technology solutions provider with a commitment to sustainability and the environment. We encourage all stakeholders to download an electronic version of our publications instead of requesting printed copies.

Reports are available at <https://www.infomedia.com.au/investors/annual-and-half-year-reports/>. If you have received a printed hard copy of Infomedia's 2025 Annual Report, please contact Link Market Services at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and elect to receive all future communications in electronic form. Thank you!

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# A Letter from the Chair



Dear fellow shareholders,

It is with great pleasure that I present Infomedia's FY25 Annual Report. This year marks another important milestone in our journey of transformation and growth. As we continue to execute the Strengthen Phase of our multi-year strategy, I am proud to report that Infomedia has delivered another year of solid financial performance, strategic progress, and continued operational improvement.

FY25 represents the 13th consecutive year of revenue growth for Infomedia, a remarkable achievement that reflects the strength of our business model, the quality of our leadership, and the dedication of our global team. We delivered **total revenue of \$146.5 million**, a **4% increase** over FY24 and a **22% increase** since FY22. The growth in FY25 was driven primarily by our Superservice and Microcat products. With Infodrive, which has been a major growth driver over the last few years, we took the conscious decision to pause growth as we rebuild the underlying technology to make it ready for international expansion.

FY25 Revenue

**\$146.5m**

Underlying Cash EBITDA

**\$35.2m**

Our focus on recurring revenue and disciplined cost management continues to drive profitability. **Underlying Cash EBITDA rose to \$35.2 million, a 7% increase from FY24 and a 42% increase from FY22.** Our **Cash EBITDA margin improved to 24.0%**, up from 23.4% in FY24 and 20.6% in FY22, demonstrating the scalability of our product suite, careful cost management balanced for both profitability and growth, and the effectiveness of our operating model.

These results are a testament to the successful execution of the transformation strategy we embarked on over the last three years led by our then new CEO, Jens Monsees. During that period Infomedia has been reshaped into a leaner, more agile, and product-led organisation. We have invested in innovation, expanded our global footprint, and strengthened our relationships with OEM partners. The Board is

confident that Infomedia is well-positioned to continue delivering sustainable growth and shareholder value.

During FY25, we made significant progress in preparing the business for the transition to the next "Scale" phase through:

1. Appointing new sales leaders in EMEA and Americas focussed on sales and marketing as technology and product functions now centralised
2. Initiating the rebuild of the technology underlying our Infodrive CX product suite and
3. Acquiring 50% of Intellegam, a European AI company that brings significant capabilities and opportunities to Infomedia

FY25 also marked a significant moment in our governance journey. Following the Annual General Meeting in November, Bart Vogel stepped down as Chair after nine years on the Board and eight years in the Chair role and we are very grateful to Bart for his contribution to Infomedia over his tenure. Jon Brett took over as Chair following Bart's departure but unfortunately had to step down from the board for health reasons in March. We are also grateful to Jon for his contribution during his time on the Board and in particular for his contribution during the Intellegam acquisition. Following Jon's departure, I accepted the role as interim chair.

We also said thank you and farewell to Kim Anderson who had served on the board since 2020 and welcomed Joe Powell as replacement.

I would like to take this opportunity to give my grateful thanks my fellow Board members for their support and collaboration over the year. Their strategic insight, commitment to the success of the company and excellent governance has been instrumental in guiding Infomedia through a period of significant change.

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The growth in FY25 was driven primarily by our **Superservice** and **Microcat** products

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## A Letter from the Chair

On behalf of the Board, I also extend my sincere appreciation to our CEO Jens Monsees, his executive leadership team, and our employees around the world. Their dedication, innovation, and customer focus have been the driving force behind our success. The culture of excellence and accountability they have fostered is evident in every aspect of our business. It has been an impressive feat to see the CEO and executive team continue to steer the company along its transformation strategy at the same time as managing the significant workload of the due diligence during the bid from private equity.

To our shareholders, thank you for your continued support and confidence in Infomedia. We remain committed to delivering long-term value through disciplined execution, strategic investment, and a relentless focus on customer success.

As we look ahead to FY26, the Board is optimistic about the opportunities that lie before us. We expect to deliver total revenue in the range of \$152 million to \$159 million, and continued investment in global expansion, product innovation, and operational excellence.

Infomedia is a company with a **clear vision**, a **strong foundation**, and a **talented team**. I am proud of what we have achieved together and excited for what the future holds.

### Takeover Bid

On the 6th of August 2025, Infomedia announced that we have signed a Scheme Implementation Agreement (Scheme) with TPG Capital whereby TPG Capital is offering to acquire 100% of the shares in Infomedia for a cash consideration of \$1.72 per share, less the amount of any Permitted Dividends paid. This conditional offer represents a significant premium to the prevailing share price before the announcement.

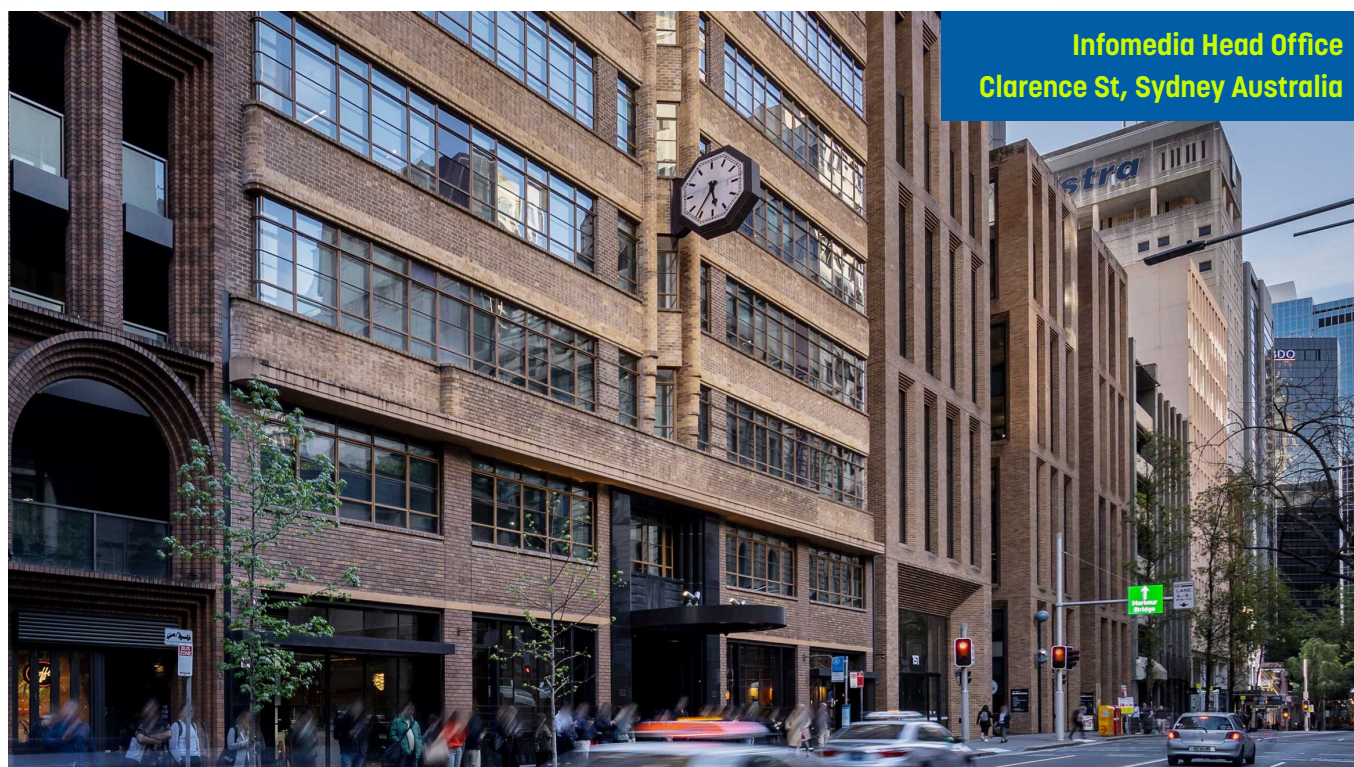
The Infomedia Board considers the bid by TPG Capital to be an attractive one for Infomedia shareholders. The Board unanimously recommends that shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to an independent expert concluding (and continuing to conclude) that the Scheme is in the best interests of Infomedia shareholders.

More information regarding the TPG Capital bid will be provided to shareholders in the near future as the company works through relevant regulatory and Scheme processes.



**Jim Hassell**  
Interim Chair

**Infomedia Head Office**  
Clarence St, Sydney Australia





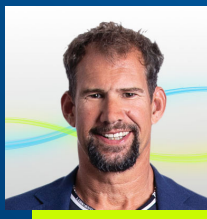
 INTELLEGAM

**Intellegam**, a European  
AI company that brings  
significant capabilities and  
opportunities to Infomedia

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## CEO's Letter

Dear Shareholders,



I am pleased to present Infomedia's FY25 Annual Report. This year has been another strong chapter on our transformation journey, marked by profitable growth, strategic execution milestones, and continued momentum in enhancing our product and services offerings.

I would like to thank all Infomedia employees for their contribution and dedication during the year. FY25 was a very eventful year for the business and the work put in by the whole Infomedia team has been exemplary.

### FY25 highlights

During FY25, we continued to execute on the "Strengthen" phase of our strategy, with a particular **highlight being the acquisition of 50% of Intellegam**, a European AI business that brings strong AI capabilities and skillset that will accelerate the adoption of AI into our existing products and enable the development of future AI enabled products.

FY25 was the second full year of our Strengthen Phase, and I am proud to report that we have delivered on our commitments. We achieved **total revenue of \$146.5 million, up 4% from FY24 and 22% from FY22**. This growth was driven by performance across regions and product lines, **Superservice (+9%)** and **Microcat (+5%)** accounted for the majority of the growth. We decided to slow down the strong growth of **Infodrive (+8%)**, as we rebuild the underlying technology to enable a global rollout of our Infodrive CX product suite. As flagged at our last AGM, we experienced a churn event of a significant client in SimplePart and as a result, SimplePart revenue declined by 10%.

**SUPERSERVICE™ +9%**

**INFODRIVE™ +8%**

**MICROCAT™ +5%**

Our focus on recurring revenue and cost discipline resulted in **Underlying Cash EBITDA of \$35.2 million**, a **7% increase** from FY24 and a **42% increase** from FY22. **Our Cash EBITDA margin improved to 24.0%**, up from 20.6% in FY22, reflecting the scalability of our SaaS and DaaS platform and the success of our Biz-Dev-Ops operating model.

The results confirm we continue to build a resilient, high-performing business that is well-positioned to scale globally and deliver sustainable value in the future.

In FY25, we continued to strengthen our ecosystem. We renewed major contracts with OEMs with price increases, entered the light commercial vehicle segment, and restructured our sales organisations in EMEA and Americas. These actions reflect our ability to deliver solutions that meet the evolving needs of automakers and dealerships in a data-driven world.

We also made significant progress in product innovation. **Our investment in AI through our acquisition of 50% of Intellegam** enables us to both enhance our existing products with AI capabilities and to launch new AI driven products in the near future. We continued to launch enhancements to our Superservice and Microcat platforms, and took the decision to rebuild the underlying technology for our Infodrive CX product in preparation for global scaling.

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Our investment in AI through our acquisition of 50% of Intellegam enables us to both enhance our existing products with AI capabilities and to launch **new AI driven products...**

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## CEO's Letter

**Cybersecurity remains a top priority.** In FY25, we achieved ISO 27001:2022 certification across our product suite, reinforcing our commitment to data integrity and operational excellence. We implemented a Trust Management Centre and strengthened our internal controls to support our growing global footprint.



**Our people are the foundation of our success.** Over the past three years, we have built a new dynamic and diverse Executive Leadership Team, with four internal promotions and four new appointments.

**We are proud of our culture and the values we operate** by "Collaborate, Innovate, Own it". Infomedia was recognised as a Family Friendly Workplace, and our global employee engagement scores improved significantly. We remain focused on our four strategic pillars: People, Product, Processes, and Performance. These guide our decisions and ensure we stay aligned with our long-term vision.

Looking ahead to FY26, we will continue to execute the Strengthen Phase with a focus on global scaling, operational excellence, and customer-centric innovation. **We expect to deliver total revenue in the range of \$152 million to \$159 million**, and continued investment in strategic growth initiatives.

I look forward to engaging with you at our next shareholders meeting in November.

I want to thank our employees for their dedication and passion, our Board for their guidance, and our shareholders for your trust and support. I also extend my appreciation to our customers and partners for their continued collaboration.

**Together, we are building a stronger, smarter Infomedia.**

**Jens Monsees**  
CEO and Managing Director

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Cybersecurity remains  
a **top priority**

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## Board of Directors



*Jim Hassell*

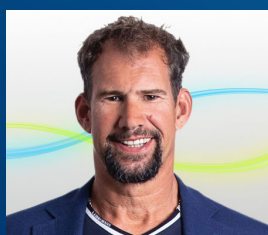
**Jim Hassell** B Bus

**Independent Non-Executive Director and Interim Chair**

Mr Hassell was appointed to the Infomedia Board of Directors on 10 May 2021. On 17 March 2025, he was appointed as Interim Chair pending the search for a new Independent Chair. He serves as a member of all Board Committees.

Mr Hassell holds a Bachelor of Business Studies and has completed the AICD Company Directors Course.

Mr Hassell is highly experienced in the Information Technology and Telecoms industries, having worked in these sectors both domestically and internationally for over 30 years. Jim has held positions as Group CEO of BAI Communications, VP and Managing Director of Sun Microsystems as well as various senior executive positions with NBN Co, Broadcast Australia and IBM.



*Jens Monsees*

**Jens Monsees** BBA, MBA

**Chief Executive Officer (CEO) & Managing Director**

Mr Monsees commenced as CEO & Managing Director on the Board of Infomedia on 23 May 2022. He serves as a member of the Technology & Innovation Committee.

Mr Monsees has over 20 years of experience in automotive and technology sectors, having successfully led and participated in global automotive sector transformation and digitisation strategies as Chief Digital Officer with the BMW Group and Automotive Industry Leader at Google. Mr Monsees most recent role prior to Infomedia was CEO & MD of WPP AUNZ, where he led a transformation that significantly improved profitability.



*Edwina Gilbert*

**Edwina Gilbert** BA LLB, GAICD

**Independent Non-Executive Director**

Ms Gilbert was appointed to the Infomedia Board of Directors on 1 March 2023. She serves as a member of the Audit & Risk, the Remuneration People & Culture Committee and the Nominations Committee.

Ms Gilbert holds a Bachelor of Laws (LLB) and a Bachelor of Arts from University of Sydney. She is a Graduate of the Australian Institute of Company Directors (GAICD), having completed the Company Director's Course in 2020.



*Lisa Harker*



*Joe Powell*

Ms Gilbert was previously Executive Chair of Phil Gilbert Motor Group. She is a current Non-Executive Director and Chair of the Risk Committee of ASX listed CAR Group Limited (ASX: CAR) and a Non-Executive Director of Aspen Group Limited (ASX: APZ).

**Lisa Harker** B Com, MICAA, MAICD

**Ms Harker was appointed to the Infomedia Board of Directors on 6 February 2023. She serves as the Chair of the Audit & Risk Committee and she serves as a member of the Nominations Committee.**

Ms Harker holds a commerce degree from the University of Melbourne and is a member of the Institute of Chartered Accountants of Australia.

Ms Harker has extensive accounting and audit experience having spent 22 years as a partner of PricewaterhouseCoopers working across a number of industries including automotive and technology. She is an expert in audit and international financial reporting standards and has worked with listed companies, large privately-owned businesses and not-for-profit entities. She has advised Boards, audit committees and management teams on a variety of complex areas including acquisitions and takeovers, large capital expenditure projects, divestments, debt raisings, initial public offerings, remuneration and the optimisation of internal controls.

**Joe Powell** B Com, GAICD

**Independent Non-Executive Director**

**Mr Powell was appointed to the Infomedia Board of Directors on 15 October 2024. He serves as the Chair of the Remuneration, People & Culture Committee and the Technology & Innovation Committee and he serves as a member of the Nominations Committee.**

Mr Powell has extensive executive experience across online digital and education businesses, telecommunications and sports technology and corporate advisory. His previous executive experience includes Director of Consumer Sales at SingTel Optus, Managing Director of Seek Employment & Managing Director of Seek Education, Chief Executive Officer of Catapult Sports Ltd and Group Chief Executive Officer of Alffie.Com & Open Colleges Australia.

Mr Powell is a non-executive director of Tellus Holdings Ltd and The Scanlon Foundation. He is also a Director of the Richmond Football Club.

**Bart Vogel** B Com (Hons), FCA, FAICD

**Independent Non-Executive Chair until 19 November 2024**

**Mr Vogel served as Non-Executive Director between 31 August 2015 and 19 November 2024. Mr Vogel served as Chair between 1 October 2016 and 19 November 2024. During FY25, he served as a member of the Remuneration, People & Culture Committee and the Technology & Innovation Committee.**

**Kim Anderson** BA, PGDip LISc., MAICD

**Independent Non-Executive Director until 19 November 2024**

**Ms Anderson served as Non-Executive Director between 15 June 2020 and 19 November 2024. During FY25, she served as Chair of the Remuneration, People & Culture Committee and as a member of the Nominations Committee.**

**Jon Brett** B Com BAcc, MCom, CA(SA)

**Independent Non-Executive Director and Chair until 17 March 2025**

**Mr Brett served as a Non-Executive Director between 11 July 2024 and 17 March 2025. Mr Brett served as Chair between 19 November 2024 and 17 March 2025. During this time, Mr Brett served as a member of all Board Committees.**

# Directors' Report

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Your directors present their report, together with the consolidated financial statements of Infomedia Ltd (the 'Company') and its subsidiaries (together referred to as 'Infomedia' or the 'Group') for the financial year ended 30 June 2025 (FY25), along with the independent auditor's report.

The Directors' Report including the Remuneration Report and the Annual Financial Report are structured to facilitate greater understanding of Infomedia's overall performance in FY25.

The flow of information in the Directors' Report is outlined in the table above. An index to the financial report is set out on page 39.

Information is only being included in the 2025 Annual Report to the extent it has been considered material and relevant to the understanding of the financial performance and financial position of the Group.

A disclosure is considered material and relevant if, for example:

- the dollar amount is significant in size (quantitative factor);
- the dollar amount is significant by nature (qualitative factor);
- the Group's results cannot be understood without the specific disclosure (qualitative factor);
- it is critical to allow a user to understand the impact of significant changes in the group's business during the period such as business acquisitions (qualitative factor);
- it relates to an aspect of the Group's operations that is important to its future performance.

All references to dollars are in Australian dollars (AUD) unless stated otherwise.



### Company overview

Infomedia's global leading ecosystem of SaaS and DaaS solutions empower automakers, NSCs, dealer networks and third parties to manage the vehicle and customer lifecycle. Infomedia's data-driven solutions are used by over 250,000 industry professionals, across 50 automaker brands and in 195 countries to create a convenient customer journey, drive dealer efficiencies and grow sales. Infomedia has led innovation in retail automotive technology for more than 28 years and continues to expand its reach within the three regions in which it operates.

The Company is headquartered in Sydney (NSW, Australia) with regional offices in Melbourne (VIC, Australia), Cambridge (ENG, United Kingdom), Munich (Germany), Cologne (Germany) and Atlanta (GA, USA) serving the Company's automotive manufacturing, dealership, and third-party partner customers globally.

### Principal activities

During FY25, the principal activities of Infomedia Ltd consisted of:

- the development and supply of SaaS offerings, including electronic parts catalogues, service quoting software systems and e-commerce solutions for the parts and service sectors of the global automotive industry; and
- the information management, provision of DaaS and analytics to assist automakers and dealers optimise operations, grow sales and improve customer retention.

### Financial overview

Infomedia's NPATA<sup>1</sup> increased by 6% to \$22.1 million and total revenue increased by 4% to \$146.5 million. We continue to see growth across our diversified product suite, with recurring revenue of \$145.4 million, an increase of 4% on pcp.

Exit Annual Recurring Revenue (ARR)<sup>1</sup>, our measure of growth on a constant currency basis, was \$148.6 million, a 2% increase on pcp. Annual Recurring Costs (ARC)<sup>1</sup> was \$113.7 million, also a 2% increase on pcp.

Underlying cash EBITDA<sup>1</sup> of \$35.2 million, up 7% and underlying cash EBITDA margin<sup>1</sup> of 24%, up 1 percentage point

Underlying free cash flow<sup>2</sup> was \$37.8 million, an increase of 39% on pcp.

The company has a strong balance sheet with \$85 million cash on hand and no debt, providing flexibility for continued growth.

The results demonstrate a healthy diversified business and the value we provide to our customers.

A fully franked dividend of 2.0 cents per share was declared for the second half of FY25. The dividend record date is 1 September 2025 and the payment date is 18 September 2025.

### Operational Overview

The main initiatives that we have completed during the year are:

- Renewed our leadership in our EMEA and Americas regions
- Accelerated the delivery of our product and technology roadmap whilst maintaining margins
- Successful data landing synergies between SimplePart and Microcat lifting operating efficiency
- Renewed major contracts for 3-5 years with price increases
- Global roll-out of our customer success program
- Progressed our AI strategy by acquiring 50% of Intellegam and commencing joint development of AI products

<sup>1</sup> Infomedia uses certain non-IFRS measures that are useful in understanding the company's operating performance. These are consistent with the internal measures disclosed in Infomedia's Operating Segment Note (note 1 to the Annual Report) and are directly reconciled to the company's statutory reported IFRS financial information within the Operating Segment Note.

<sup>2</sup> Underlying free cash flow is non-IFRS measure and the reconciliation to the relevant statutory IFRS measures is detailed in slide 16 of the results presentation lodged on the ASX on 25 August 2025.



FY25 Highlights	FY25 \$'000	FY24 \$'000	Movement
Revenue <sup>1</sup>	146,512	140,832	4.0%
Capitalised development costs	(20,021)	(19,446)	3.0%
Underlying Cash EBITDA <sup>2</sup>	35,230	33,000	6.8%
NPATA <sup>2</sup>	22,096	20,857	5.9%
NPAT	16,694	12,683	31.6%
Earnings per share (cents)	4.44	3.38	31.4%
Earnings per share adjusted <sup>2</sup> (cents)	5.88	5.56	5.8%
Final dividend (cents)	2.0	2.0	0%
Total annual dividend per share (cents)	4.2	4.2	0%

## Notes:

1. Refer table below for revenue by geographical location in local currency.
2. Infomedia uses certain non-IFRS measures that are useful in understanding the company's operating performance. These are consistent with the internal measures disclosed in Note 1 Operating Segments of the FY25 Annual Report and are directly reconciled to the statutory reported IFRS financial information in Note 1.

Revenue Details	FY25	FY24	Movement
By geographical location (local currency)	'000	'000	
Worldwide revenue (AUD)	146,512	140,832	4.0%
Asia Pacific (AUD)	53,022	47,996	10.5%
EMEA (EUR)	27,382	26,309	4.1%
Americas (USD)	30,807	32,460	-5.1%

## Business objectives and strategies

Infomedia Ltd is an Australian-based, global technology company that develops business critical, VIN-specific, electronic parts catalogues, service software, e-commerce, data solutions, analytics and business insights for the global automotive industry. The Company is one of very few global providers of an integrated ecosystem of automotive SaaS and DaaS products for global automotive manufacturers, and their dealers' networks.

Infomedia's core parts and service, e-commerce, data analytics and business insights products support both the manufacturer and dealer in meeting their key objectives to sell more automaker branded parts and retain customers to their brands through competitive pricing and service. As a result of declining new car sales in recent years, auto manufacturers and dealers are increasingly focused on the most profitable segments of the value chain, growing genuine parts and service aftersales and retaining customers to their brands from one purchase to the next.

Infomedia's software is developed to specific requirements with original manufacturer genuine parts and service data that is accurately priced and specific to each vehicle identification number (VIN). The Company's software solutions are available in 40 languages across 195 countries and sold directly to manufacturers, national sales companies and dealers.

## Outlook

Infomedia's FY26 total revenue guidance is **\$152 million to \$159 million**.

### Risks

Infomedia is subject to risks that may have material adverse effect on operating and financial performance. The Group adopts a risk management process, which is an integral part of the Group's corporate governance structure and applies risk mitigation strategies where feasible. Despite best efforts, some risks remain outside Infomedia's control. Infomedia has identified the following key risks which are relevant to the business:

Risk	Description	Risk migration strategies
Loss of key licence agreements	<ul style="list-style-type: none"> <li>Continued access to Original Equipment Manufacturer ('OEM') parts information is integral to several of the Group's product lines</li> </ul>	<ul style="list-style-type: none"> <li>Management of key account relationships</li> <li>Continued investment to sustain market leading products</li> <li>Customer centric design to identify and adapt solutions to meet evolving customer requirements</li> </ul>
Loss of key customers	<ul style="list-style-type: none"> <li>The Company's focus on automotive verticals leads to a degree of revenue concentration</li> </ul>	<ul style="list-style-type: none"> <li>Global account management strategy</li> <li>Continuing focus on diversifying Infomedia's customer base to reduce concentration</li> <li>Participation in industry forums and other marketing opportunities to ensure prominent industry positioning</li> <li>Adding value to the customer solutions in order to remain as a technology of choice</li> </ul>
Competitive risk	<ul style="list-style-type: none"> <li>Risk from existing and new market entrants</li> </ul>	<ul style="list-style-type: none"> <li>Focus on client satisfaction via continuous improvements in delivery of high-speed, high uptime solutions with evolving feature sets and intrinsic value propositions</li> <li>Leveraging accrued experience and capability in the sector with a global reputation as a leading solutions provider in the parts and service space</li> <li>Regional leaders charged with maintaining key relationships with OEM clientele and maintaining detailed account management plans</li> </ul>
Product obsolescence or substitution	<ul style="list-style-type: none"> <li>Products do not keep pace with developments in market needs or technological advancements</li> <li>Competitors or OEMs may develop superior products</li> </ul>	<ul style="list-style-type: none"> <li>Close monitoring of market developments and direction and OEM strategies</li> <li>Continued investment in research and development to sustain market leading position</li> <li>Continuous upgrading of product platforms to meet technological advancements</li> <li>Parts catalogues for hybrids and EVs</li> </ul>
Product outages caused by software or hardware errors	<ul style="list-style-type: none"> <li>Customer dissatisfaction with the Company's software products which fail to facilitate their critical business operations</li> <li>Customers cancel subscriptions or switch to competitive solutions</li> </ul>	<ul style="list-style-type: none"> <li>Real time monitoring of the Company's software products and online hosting environments to identify and correct errors quickly</li> <li>Robust product design and quality assurance testing</li> </ul>
Intellectual property risk	<ul style="list-style-type: none"> <li>Protecting integrity of Infomedia's data assets</li> </ul>	<ul style="list-style-type: none"> <li>Network and product security measures</li> <li>Monitoring to identify and limit unauthorised access</li> <li>Legal restraints</li> </ul>

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Risk	Description	Risk migration strategies
Cyber risk, privacy & data sovereignty	<ul style="list-style-type: none"> <li>• Risk of targeted cyber-attack against Company assets</li> <li>• Unauthorised access to or loss of customer data including personally identifiable data</li> <li>• Increasingly onerous regulatory environments governing use and cross border transfer of data</li> </ul>	<ul style="list-style-type: none"> <li>• Information security management system certification to ISO27001:2022 standards</li> <li>• Dedicated internal resources to monitor and address cyber and information risks as and when they arise</li> <li>• Measures and tools to detect and prevent unauthorised access to Company IT assets</li> <li>• Redundancy measures allowing compromised environments to be seamlessly severed and replaced</li> <li>• Architecture of hosting environments to support regulatory requirements relevant to customers</li> <li>• Internal compliance program including training for all employees on relevant data security and privacy laws</li> </ul>
Environmental Regulation / Low Carbon Economy	<ul style="list-style-type: none"> <li>• Increasing pace of regulatory intervention and government incentives to curb greenhouse emissions, and specifically, banning the sale of new internal combustion engines in a number of economies</li> <li>• Automakers voluntarily ceasing production of internal combustion engines in the future</li> <li>• Increased consumer adoption of electric vehicles</li> <li>• Reduced value proposition for Infomedia's traditional product offerings owing to the reduced mechanical complexity of electric vehicles</li> </ul>	<ul style="list-style-type: none"> <li>• Ongoing focus on revenue opportunities from internal combustion engines and emerging growth of hybrids and EV's, which will remain operational and will require servicing</li> <li>• Continued focus on strategic data opportunities within the automotive sector to capitalise on <b>Connected Car</b> technology and to diversify the Company's revenue base in the short to medium term</li> </ul>
People risk	<ul style="list-style-type: none"> <li>• Loss of key executives</li> <li>• Loss of key customer relationships</li> <li>• Loss of key technical skills</li> <li>• High market demand for software development and technical personnel</li> </ul>	<ul style="list-style-type: none"> <li>• Multiple touch points with key customers as part of relationship management</li> <li>• Appropriate incentives and career development opportunities for key executives and senior management</li> <li>• Identification and management of high potential employees</li> <li>• Creation of a stimulating and rewarding work environment for employees</li> </ul>
Disputes and Litigation	<ul style="list-style-type: none"> <li>• Litigation and disputes arising in the ordinary course of business resulting in economic and internal resource allocation cost and damage to key relationships with customers, suppliers or other stakeholders</li> </ul>	<ul style="list-style-type: none"> <li>• Engagement of appropriately skilled executives to identify and mitigate legal and commercial risk</li> <li>• Maintenance of an appropriate insurance program</li> </ul>
Foreign exchange risk	<ul style="list-style-type: none"> <li>• A significant proportion of Infomedia's revenue is derived in foreign currencies (primarily Euros and USD). Adverse exchange rates movements may have an adverse impact on Infomedia's future reported financial performance</li> </ul>	<ul style="list-style-type: none"> <li>• Managing net holdings of, and exposure to, currencies other than the main operating currency (the Australian dollar). This involves monitoring both revenues and expenses being transacted in each currency</li> </ul>
General market risk / access to capital	<ul style="list-style-type: none"> <li>• Market conditions may affect the value of Infomedia's quoted securities, regardless of its operating performance. This may impact the company's ability to raise debt or equity to fund strategic initiatives</li> </ul>	<ul style="list-style-type: none"> <li>• No Company specific mitigations are available for a general market downturn led by macro-economic circumstances</li> </ul>

Risk	Description	Risk migration strategies
Acquisition Risk	<ul style="list-style-type: none"> <li>Acquisitions can introduce strategic, operational and financial risks, including execution risk, integration challenges, cultural misalignment and diversion of management's attention from core business operations. Poorly executed acquisitions may fail to deliver expected synergies, disrupt existing operations, or adversely impact shareholder value</li> </ul>	<ul style="list-style-type: none"> <li>Infomedia undertakes thorough due diligence and financial modelling prior to any acquisition, supported by internal and external experts. All acquisitions are strategically aligned and subject to Board oversight</li> <li>Post-acquisition, structured integration plans and performance tracking will be implemented to ensure strategic and financial objectives are met</li> </ul>
Contractual Risk	<ul style="list-style-type: none"> <li>Infomedia's business depends on entering into and complying with legally binding obligations and allocating and managing contractual risks</li> <li>Infomedia may enter into agreements which are not legally enforceable or create exposures which cannot be fully mitigated</li> <li>Infomedia may be subject to customer claims or disputes if Infomedia breaches contractual terms</li> </ul>	<ul style="list-style-type: none"> <li>Professional indemnity insurance with appropriate limits reflecting risk profile</li> <li>In-house Legal team to review and negotiate contracts prior to signing</li> <li>Delegations of authority specifying which individuals are authorised to sign contracts</li> </ul>
Adverse changes to, or interpretations of, taxation laws	<ul style="list-style-type: none"> <li>Future changes in taxation laws in jurisdictions in which Infomedia operates, including changes in interpretation or application of the law by the courts or taxation authorities, may impact the future tax liabilities of Infomedia</li> </ul>	<ul style="list-style-type: none"> <li>Utilising external advisory services to review tax risks and advise on tax related issues</li> <li>Improvements in internal capacity and capability to assess and respond to taxation matters</li> </ul>

## Directors' Report



Dear Shareholders,

On behalf of the Infomedia Board, I am pleased to present the Remuneration Report for FY25. This report details the governance, framework and outcomes of the Company's remuneration practices for the Directors and Senior Executives who were Key Management Personnel ('KMP') for Infomedia during the year.

The Board believes the remuneration framework, which it continues to develop and refine, provides a structure to retain and attract the right people whilst generating and improving sustainable shareholder returns.

### Company Performance

Our commitment to cultivating a vibrant workplace culture and investing in our talent remains paramount. This year, we appointed new Heads of Region in the EMEA and Americas, further strengthening our leadership structure. We also implemented strategic initiatives to enhance people engagement and capabilities at all levels. Our Leadership Development Program focused on developing leadership capabilities, while global secondments promoted cross-regional collaboration and professional growth. We also welcomed new talent through our Internship Program.

The Company's culture has continued to evolve with a refresh of our corporate values: Collaborate, Innovate and Own It! to drive a performance culture. Additionally, we introduced a Volunteer Day program to promote community involvement and social responsibility among our teams. As we move forward, we are proud to report strong employee engagement results and we remain dedicated to nurturing a culture of engagement and development, ensuring we create lasting value for all stakeholders.

### Remuneration Outcomes

I am also pleased to report that the FY25 remuneration outcomes align with the strategic objectives and performance outcomes of the Company for the fiscal year. Below is a summary of Fixed Remuneration, Short-Term Incentive ('STI') and Long-Term Incentive ('LTI') outcomes:

#### FY25 STI

- Financial – The Company delivered a strong result for shareholders, with a 74% achievement against a target of 70% across three financial metrics being exit Annual Recurring Revenue, Reported Revenue and Underlying Cash EBITDA.
- Strategic – The strategic objectives outlined in Table 7 of this report were set to align with the strengthening phase of the Company's strategy, resulting in an overall 20% achievement against a target of 20% across the two goals.
- Organisational Culture – The increase in global employee engagement was above target, which led to a 15% achievement against a target of 10%.
- A total outcome of 109% was achieved compared to the FY24 STI outcome of 106%.

#### FY23 – 25 LTI

- Financial (50% of Plan) – The team achieved 31% vesting of performance rights (PRs) following partial attainment of three-year EPS (adjusted) growth targets.
- Non-financial (50% of Plan) - The team achieved 100% vesting of restricted stock units (RSUs) following achievement of ongoing service conditions.

### Non-Executive Director Fees

In FY25, the Chair fee and Non-Executive Director fees increased by 3%. The Chair of Committee fee remains unchanged from the previous financial year.

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### Addressing feedback from shareholders

The Company received a 'second strike' against its FY24 Remuneration Report at the 2024 AGM when 25.67% of the votes were cast against the FY24 Remuneration Report. The Board are committed to listening to concerns raised by our shareholders and stakeholders and addressing these concerns where appropriate.

Members of the Board have proactively engaged with our shareholders throughout the year to gain a further understanding of their concerns. These shareholders provided varied feedback including requests to see management hold more equity, achievement against stretch targets is strongly rewarded and that absolute Total Shareholder Return ('TSR') be included as an LTI measure. We appreciate the feedback of our shareholders as we continually refine our remuneration program to ensure the remuneration practices remain appropriate for the business, aligned to shareholder interests and consistent with contemporary practices. We have responded to feedback in selecting the most appropriate and robust areas with which to measure performance and providing transparency in the calculation of outcomes. We have also made a number of changes in our approach to the FY26 remuneration incentives, in addition to undertaking remuneration benchmarking with a third-party provider.

### Enhancements to Remuneration Structure and Disclosures

#### LTI

In FY26, we will introduce TSR as a third key performance metric in our LTI plan. TSR will measure the total return on our shareholders' investments in our shares, accounting for both price appreciation and dividends, providing a clear indication of shareholder value creation.

#### STI

We believe it is crucial for our Executive Leadership Team to foster long-term sustainable growth; therefore, for FY26, we will maintain the current structure of the STI plan, including the deferred equity component to align KMPs with shareholders and market best practices, along with stretch targets to incentivise the Executive Leadership Team to exceed performance expectations.

The changes we are introducing in FY26 underscore our commitment to addressing shareholder concerns. Details of the changes will be outlined in more detail in our Notice of Meeting, prior to our AGM.

We will continue to engage with our stakeholders in relation to remuneration at Infomedia. The Remuneration, People and Culture Committee will continue to evaluate the effectiveness of the Executive KMP remuneration framework. Our aim is to engage, motivate, and retain Executives in a competitive talent landscape while ensuring alignment with shareholder interests.

We appreciate your feedback and look forward to engaging in discussions with you throughout the year ahead.

Yours sincerely,



**Joe Powell**

*Chair of the Remuneration, People & Culture Committee*



The Directors present the Remuneration Report ('Report') of Infomedia Ltd (the 'Company') for the financial year ended 30 June 2025 ('FY25'), which is structured as follows:

Section	Details
1	Key management personnel ('KMP')
2	Remuneration governance
3	Executive KMP
4	Non-Executive Directors
5	Additional information

## 1. Key management personnel ('KMP')

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company.

This Report outlines the Company's remuneration philosophy, framework and FY25 outcomes for all KMP, comprising Non-Executive Directors and the Executive KMP being the Chief Executive Officer and Managing Director ('CEO & MD') and the Chief Financial Officer ('CFO').

Table 1: KMP

Name	Role	Appointed	Resigned	Note
<b>Executive KMP</b>				
Jens Monsees	Chief Executive Officer & Managing Director	23-May-22		
Chantell Revie	Chief Financial Officer	1-Jul-23		
<b>Non-Executive Directors</b>				
Jim Hassell	Non-Executive Director	10-May-21		1
Edwina Gilbert	Non-Executive Director	1-Mar-23		
Lisa Harker	Non-Executive Director	6-Feb-23		
Joe Powell	Non-Executive Director	15-Oct-24		
Kim Anderson	Non-Executive Director	15-Jun-20	19-Nov-24	
Jon Brett	Non-Executive Director	11-Jul-24	17-Mar-25	1
Bart Vogel	Non-Executive Director	31-Aug-15	19-Nov-24	

### Notes to Table 1

- 1) Mr Jon Brett resigned as Infomedia Chair and Non-Executive Director on 17 March 2025 due to health reasons. The Board appointed Non-Executive Director Mr Jim Hassell as Interim Chair while it conducts a search for a new Chair.

## 2. Remuneration governance

This Report has been prepared in accordance with the requirements of the Corporations Act 2001 and Accounting Standard AASB 124 Related Party Disclosures. The term 'remuneration' as used in this Report has the same meaning as 'compensation' as defined in AASB 124.

<b>Report preparation</b>	The Remuneration, People & Culture Committee ('RPC Committee') of the Board presents this Report on behalf of the Company.
<b>Committee members</b>	<p>The RPC Committee comprised the following Non-Executive Directors during the period:</p> <ul style="list-style-type: none"><li>• Joseph Powell – joined Committee on 15 October 2024 (Committee Chair from 1 June 2025)</li><li>• Edwina Gilbert (Committee Chair from 19 November 2024 to 1 June 2025)</li><li>• Jim Hassell – joined Committee on 17 March 2025</li><li>• Kim Anderson (Committee Chair) – resigned 19 November 2024</li><li>• Bart Vogel – resigned 19 November 2024</li></ul>
<b>Committee responsibilities</b>	<p>The RPC Committee is responsible for reviewing and determining remuneration arrangements for the Non-Executive Directors and the Executive leadership team. The Committee is also charged with responsibility to assist and advise the Board to fulfil its duties on matters relating to:</p> <ul style="list-style-type: none"><li>• the composition and quantum of remuneration, bonuses, incentives and remuneration issues relating to Executive KMP and other senior management personnel;</li><li>• policies relating to remuneration, incentives and superannuation for all employees;</li><li>• remuneration of Non-Executive Directors; and</li><li>• other matters as required.</li></ul> <p>The Committee operates in accordance with its charter, a copy of which is available on the Company's website at: <a href="https://www.infomedia.com.au/investors/corporate-governance/remuneration-people-culture-committee-charter/">https://www.infomedia.com.au/investors/corporate-governance/remuneration-people-culture-committee-charter/</a></p>

### a. External remuneration advisory services

To ensure remuneration is market competitive, the Company periodically benchmarks Executive KMP remuneration against relevant peers, being ASX listed companies that are relative in size, structure and industry to that of Infomedia Ltd to ensure that remuneration remains relevant and market competitive. The RPC Committee focuses on Australian listed companies with a global presence for the purpose of benchmarking.

In FY25, the Company engaged PayIQ and Mercer Consulting as its independent remuneration advisors to provide input on remuneration benchmarking. The RPC Committee received no remuneration recommendations, as defined by the Corporations Act 2001.

### b. Prior year Remuneration Report – AGM outcome

At the AGM for the financial year ended 30 June 2024 (FY24) 25.67% of the votes cast were against the FY24 Remuneration Report (a 'second strike'). The Infomedia Board is committed to listening to any concerns raised by shareholders and other stakeholders relating to the remuneration framework or remuneration outcomes and address these concerns where appropriate.










### 3. Executive KMP

#### a. Remuneration philosophy and structure

The Company's remuneration framework aligns Executive reward with the achievement of strategic objectives and shareholder returns. The performance of the Company relies upon the quality of its Directors and Executives to lead the organisation. The Company must attract, motivate and retain skilled Directors and Executives to deliver on key strategic goals. Compensation must be competitive, appropriate for the results delivered, and aligned with shareholder outcomes.

The Company's core values, key strategies and purpose are key considerations when designing and implementing the Executive remuneration framework. During the reporting period the Company applied the following philosophy when setting its remuneration framework:

Table 2: Executive KMP remuneration structure

PURPOSE					
TO BE A LEADER IN CUSTOMER AND VEHICLE LIFECYCLE EMPOWERING A DATA DRIVEN ECOSYSTEM					
Driven by strategic themes		Enabled by			
					
Global Expansion Opportunities	Operational Excellence	Innovation	Our People	Rich Data Assets	Class Leading Solutions
Underpinned by our Remuneration Principles					
	Market competitive	Ensure remuneration is market competitive to attract and retain strong talent			
	Stakeholder aligned	Remuneration objectives that are aligned with the interests of our shareholders, customers and employees globally			
	Linked to strategy	Pursuit of value-adding objectives which directly contribute to purpose, strategy and long-term sustainability			
Delivered via our Remuneration Framework					
Remuneration Component		Alignment to Performance		Alignment to principles and strategy	
Fixed Remuneration Comprised of base salary and superannuation. Targeted at 33% of total remuneration package.		Set at market competitive levels relative to the necessary skills, experience and talent required to execute the role.		Securing strong talent forms the foundation for realising strong operational and strategic performance.	
Short Term Incentive (STI) Annual incentive opportunity paid in cash and deferred equity for executive KMPs. Targeted at 33% of total emuneration package.		STIs reward in-year performance and are directly linked to goals and objectives which are both financial and non-financial in scope. STI goals are set and monitored by the Board and the Remuneration, People & Culture Committee.		STI goals are aligned to strategic and business growth outcomes which deliver value adding outcomes for our shareholders, our people and our customers.	
Long Term Incentive (LTI) Granted in the form of Performance Rights with a three-year vesting period. Targeted at 34% of total remuneration package.		LTIs reward long term performance over a three year performance period. Performance is linked to delivery of adjusted earnings per share targets and specific strategic outcomes.		A three year performance period encourages executives to deliver long-term sustainable returns, directly aligned to shareholder value creation.	

**Notes to Table 2**

- 1) The remuneration mix is indicative of the overall philosophy and varies slightly between remuneration elements for the executive KMP. The remuneration mix applies in respect of maximum potential remuneration or the 'total remuneration package'. Refer to Table 3 below.

### b. Employment terms

Table 3: Executive KMP Employment Terms

Terms	Note	CEO & MD Jens Monsees		CFO Chantell Revie	
Commencement Date		23-May-22		1-Jul-23	
		\$	%	\$	%
One-off sign-on bonus	1	450,000			
<b>Fixed remuneration</b>					
Base salary		658,068		381,600	
Superannuation contribution	2	29,932		29,932	
<b>Total fixed remuneration</b>		<b>688,000</b>	<b>26%</b>	<b>411,532</b>	<b>40%</b>
At-risk potential remuneration					
Short Term Incentive (STI) Opportunity	3	868,000	33%	280,000	27%
Long Term Incentive (LTI) Opportunity	4	1,080,000	41%	337,500	33%
<b>Total at-risk potential remuneration</b>		<b>1,948,000</b>	<b>74%</b>	<b>617,500</b>	<b>60%</b>
<b>Total Remuneration (excluding sign-on bonus)</b>		<b>2,636,000</b>	<b>100%</b>	<b>1,029,032</b>	<b>100%</b>
<b>Termination Clauses</b>		<p>The termination period by either party is six months for the CEO &amp; MD and three months for the CFO. From 1 July 2025, the termination period by either party is six months for the CFO.</p> <p>In the event of the CEO &amp; MD's employment being terminated due to the redundancy of their position, a redundancy payment of 12 months' base salary will be made (which will be inclusive of all statutory redundancy pay entitlements).</p> <p>In the event of the CFO's employment being terminated due to the redundancy of their position, a redundancy payment of 6 months' total fixed remuneration will be made (plus all statutory entitlements).</p> <p>All agreements provide for dismissal due to gross misconduct</p>			
<b>Other Benefits</b>		<p><b>Other benefits offered to executive KMP include:</b></p> <p>CFO: reasonable telephone reimbursement and professional membership reimbursement of up to \$5,000 per financial year.</p> <p>CEO &amp; MD: reasonable telephone, professional membership and personal health &amp; life insurance reimbursement of up to \$25,000 per financial year.</p>			

#### Notes to Table 3

- The CEO & MD was provided with a sign-on bonus to attract and retain a candidate of his calibre. The bonus was contractually structured in the form of equity interests divided into 3 tranches of equal value vesting on the first 3 anniversaries of the commencement date (23 May 2023, 23 May 2024 and 23 May 2025 respectively) and expiring on 31 December 2025. The bonus structure achieves the purpose of attraction whilst the deferred equity component ensures greater alignment with shareholder interests.
- Superannuation contributions are paid in line with legislative requirements. Superannuation contribution amounts for the CEO & MD and CFO reflect the reported financial year superannuation guarantee contribution rate.
- STI opportunity represents the maximum potential STI remuneration that could be earned by each executive KMP in a financial year based on defined goals and stretch targets set for the financial year.
- LTI opportunity represents the maximum potential LTI remuneration that could be earned by each executive KMP in a financial year based on defined performance measures, thresholds and vesting schedules. LTI opportunity value is used to calculate the number of LTIs that may be granted to each KMP in the form of Performance Rights (PRs), Share Appreciation Rights (SARs) or Restricted Stock Units (RSUs).  
The LTI value reported for accounting / statutory purposes is based on criteria and fair value determined under AASB 2 Share Based Payments and could differ from the contract value above. The actual LTI value that each executive KMP may receive is dependent on the specified conditions of each LTI class being met and the market price of the Company's shares on any exercise date.

c. Company 5-year performance

Table 4: Key financial performance indicators

	Note	2025	2024	2023	2022	2021
Revenue (\$'000)		146,512	140,832	129,905	120,139	97,446
NPAT (\$'000)		16,694	12,683	9,582	8,233	15,969
Net Profit After Tax Adjusted ('NPATA') (\$'000)	1	22,096	20,857	16,583	19,943	20,110
<b>Underlying Cash EBITDA (\$'000)</b>	<b>2</b>	<b>35,230</b>	<b>33,000</b>	<b>28,163</b>	<b>24,740</b>	<b>19,677</b>
Earnings per share (cents)		4.44	3.38	2.55	2.19	4.26
Adjusted earnings per share (cents)	3	5.88	5.56	4.42	5.31	5.36
Dividends per share (cents)	4	4.20	4.20	4.00	5.60	4.45
Share price as at 30 June (\$)		1.19	1.68	1.60	1.67	1.54

Notes to Table 4

- 1) The Company has adopted Net Profit After Tax Adjusted ('NPATA') as a key performance measure and an LTI gateway for executive KMP as it is a consistent measure by which Company performance can be reflected by excluding impacts of acquisition costs, purchase price accounting and earnouts. NPATA is reconciled to the Company's statutory reported NPAT below in Table 5.
- 2) The Company has adopted Underlying Cash before interest, tax, depreciation and amortisation ('Underlying Cash EBITDA') as a key performance measure. Underlying Cash EBITDA recognises the cash impact of capitalised development costs as well as the uniqueness of non-trading items. Underlying Cash EBITDA is reconciled to the Company's statutory reported NPAT below in Table 5.
- 3) Adjusted EPS has been calculated using NPATA.
- 4) Total financial year dividend inclusive of final dividend declared in the August following June year-end.

Table 5: Reconciliation of Underlying Cash EBITDA and NPATA to NPAT

	2025 \$'000	2024 \$'000	2023 \$'000	2022 \$'000	2021 \$'000
<b>Underlying Cash EBITDA</b>	<b>35,230</b>	<b>33,000</b>	<b>28,163</b>	<b>24,740</b>	<b>19,677</b>
AASB16 non-cash adjustments	2,789	2,630	2,401	2,940	1,970
Capitalised development costs	20,021	19,446	20,103	22,286	24,965
<b>Underlying EBITDA</b>	<b>58,040</b>	<b>55,076</b>	<b>50,667</b>	<b>49,966</b>	<b>46,612</b>
Depreciation and amortisation expense	(26,685)	(26,272)	(26,441)	(25,932)	(20,753)
Net finance income/expenses	2,334	1,975	1,016	(133)	306
Share-based payment expenses	(1,887)	(469)	(1,116)	(1,229)	1,068
Other costs	(273)	(143)	(37)	-	-
System transformation costs	(84)	(316)	-	-	-
Business restructuring costs	(759)	(2,473)	(469)	-	-
Impairment expense	(185)	-	(484)	(87)	(4,245)
Non-operating other income	-	-	-	-	783
Derecognition of Nidasu contingent consideration	-	-	-	-	2,425
Foreign currency gains/losses	(859)	420	(752)	731	(126)
<b>Net Profit Before Tax Adjusted ('NPBTA')</b>	<b>29,642</b>	<b>27,798</b>	<b>22,384</b>	<b>23,316</b>	<b>26,070</b>
Income tax expense before adjustments	(7,546)	(6,941)	(5,801)	(3,373)	(5,960)
<b>Net Profit After Tax Adjusted ('NPATA')</b>	<b>22,096</b>	<b>20,857</b>	<b>16,583</b>	<b>19,943</b>	<b>20,111</b>
Amortisation of acquired and other intangibles	(4,401)	(4,379)	(5,002)	(5,725)	(2,194)
Earnout - Nidasu	-	-	93	(2,006)	(2,164)
Earnout - SimplePart	(52)	(6,122)	(2,709)	(7,010)	(581)
Earnout - Intellegam	(965)	-	-	-	-
Interest expense - contingent consideration	(84)	-	-	-	-
Acquisition expenses	(1,403)	(324)	(1,829)	(899)	(697)
Income tax expense on adjustments	1,503	2,651	2,446	3,930	1,492
<b>Acquisition expenses (tax effected)</b>	<b>(5,402)</b>	<b>(8,174)</b>	<b>(7,001)</b>	<b>(11,710)</b>	<b>(4,144)</b>
<b>Statutory NPAT</b>	<b>16,694</b>	<b>12,683</b>	<b>9,582</b>	<b>8,233</b>	<b>15,967</b>



### d. Short term incentives (STIs)

Table 6: Key features of the FY25 STI Plan

Feature	Approach																
Description	Eligible executive KMPs participate in the annual STI plan with an earning opportunity that is 'at risk' subject to specific pre-determined Group measures being met. All performance measures chosen support the delivery of our strategy and create sustainable value for all stakeholders.																
Performance period	Aligned with the financial year, 1 July 2024 to 30 June 2025.																
STI Opportunity	<div>The STI opportunity varies in accordance with role size, complexity and direct accountability. Market benchmarking references are also taken into consideration. The STI Target opportunity represents expected performance for the Group. The maximum (capped) opportunity represents outstanding levels of performance. Executive KMP capped levels, referenced as a percentage of TFR are:</div> <table><tr><th>Role</th><th>Target STI as a % of TFR</th><th>Maximum STI as a % of TFR</th></tr><tr><td>CEO &amp; MD</td><td>90%</td><td>126%</td></tr><tr><td>CFO</td><td>49%</td><td>68%</td></tr></table>	Role	Target STI as a % of TFR	Maximum STI as a % of TFR	CEO & MD	90%	126%	CFO	49%	68%							
Role	Target STI as a % of TFR	Maximum STI as a % of TFR															
CEO & MD	90%	126%															
CFO	49%	68%															
Delivery of award	<div>STI payouts greater than \$150,000 will have 20% of the amount greater than \$150,000 delivered as deferred equity with a 12 month vesting period, subject to a minimum deferral value of \$12,500. The balance will be delivered in cash.</div> <div>As announced on 6 August 2025, the Company has entered into a Scheme Implementation Agreement with TPG Capital (Scheme). Under the terms of the Scheme, the Company has agreed not to issue any further equity interests until completion of the scheme process. Accordingly, the Company will instead hold the deferred component as deferred cash consideration. If the Scheme is implemented and TPG Capital acquires all outstanding shares in Infomedia, the Company will release the cash to the participants on or about the date of Scheme implementation. If the Scheme is not implemented, the Company will convert the deferred cash to deferred equity interests.</div>																
Performance measures and weightings	<div>The STI plan incorporates both financial and non-financial performance measures. The performance measures and their relative weightings are:</div> <table><tr><th>Category</th><th>Measures</th><th>Weighting</th></tr><tr><td rowspan="3">Financial</td><td>Group Exit Annual Recurring Revenue ('ARR')</td><td>15%</td></tr><tr><td>Group Revenue</td><td>15%</td></tr><tr><td>Group Underlying Cash EBITDA</td><td>40%</td></tr><tr><td rowspan="2">Non-Financial</td><td>Strategic initiatives</td><td>20%</td></tr><tr><td>Organisational culture goals</td><td>10%</td></tr></table>	Category	Measures	Weighting	Financial	Group Exit Annual Recurring Revenue ('ARR')	15%	Group Revenue	15%	Group Underlying Cash EBITDA	40%	Non-Financial	Strategic initiatives	20%	Organisational culture goals	10%	
Category	Measures	Weighting															
Financial	Group Exit Annual Recurring Revenue ('ARR')	15%															
	Group Revenue	15%															
	Group Underlying Cash EBITDA	40%															
Non-Financial	Strategic initiatives	20%															
	Organisational culture goals	10%															
Performance thresholds and maximum	<div>A minimum performance threshold must be achieved in the performance period prior to any award vesting. The threshold and maximum performance for FY25 have been set as follows:</div> <table><tr><th>Measure</th><th>Threshold growth</th><th>Target growth</th><th>Stretch growth</th></tr><tr><td>Group Exit ARR</td><td>4%</td><td>10%</td><td>12%</td></tr><tr><td>Group Revenue (Note 1)</td><td>1%</td><td>6%</td><td>8%</td></tr><tr><td>Group Underlying Cash EBITDA</td><td>2%</td><td>4%</td><td>7%</td></tr></table> <div>Note 1 – Threshold growth for Group Revenue takes into account timing of recovery from a major churn event in FY25.</div>	Measure	Threshold growth	Target growth	Stretch growth	Group Exit ARR	4%	10%	12%	Group Revenue (Note 1)	1%	6%	8%	Group Underlying Cash EBITDA	2%	4%	7%
Measure	Threshold growth	Target growth	Stretch growth														
Group Exit ARR	4%	10%	12%														
Group Revenue (Note 1)	1%	6%	8%														
Group Underlying Cash EBITDA	2%	4%	7%														
Selection of Performance Measures	<div>Financial Measures:</div> <table><tr><td>Group Exit ARR</td><td>Company's exit monthly recurring revenue projected forward 12 months in constant currency</td></tr><tr><td>Group Revenue</td><td>Reflects ordinary revenue in accordance with IFRS</td></tr><tr><td>Group Underlying Cash EBITDA</td><td>A non-IFRS measures disclosed in Infomedia's Operating Segment Note (note 1 to the Annual Financial Report)</td></tr></table> <div>Non-Financial Measures:</div> <div>These recognise the importance of key strategic priorities and employee engagement in achieving business transformation and value creation for our shareholders. The strategic objective outcomes are detailed within the STI outcomes section of the report (Table 7).</div>	Group Exit ARR	Company's exit monthly recurring revenue projected forward 12 months in constant currency	Group Revenue	Reflects ordinary revenue in accordance with IFRS	Group Underlying Cash EBITDA	A non-IFRS measures disclosed in Infomedia's Operating Segment Note (note 1 to the Annual Financial Report)										
Group Exit ARR	Company's exit monthly recurring revenue projected forward 12 months in constant currency																
Group Revenue	Reflects ordinary revenue in accordance with IFRS																
Group Underlying Cash EBITDA	A non-IFRS measures disclosed in Infomedia's Operating Segment Note (note 1 to the Annual Financial Report)																



Feature	Approach
Link of performance and reward	For each measure, there is a minimum threshold of performance required which needs to be met before any payout is awarded for that portion of the STI. An incremental straight-line scale applies in accordance with achievement of financial measures, with the intention to motivate and fairly reward exceptional performance outcomes. The achievement of performance measures is assessed through a rating scale:

### Performance outcomes against STI Measures for FY25

The Board's assessment of the Executive KMP's performance in the 2025 financial year is outlined below:

Table 7: STI Outcomes

Measure - CEO & MD and CFO	Plan weighting	Payout weighting	Outcome
<b>Financial</b>			<b>\$'m</b>
Group exit ARR (excluding Intellegam)	15%	0%	148.29
Group Revenue (excluding Intellegam)	15%	14%	146.40
Group Underlying Cash EBITDA (excluding Intellegam)	40%	60%	35.40
<b>Individual</b>			
<u>People</u> Build the Americas and EMEA leadership team to scale the business and drive global collaboration between the regional, product, technology and corporate teams	10%	10%	Achieved
<u>Product</u> Strengthen InfoDrive through a comprehensive product vision, business case and development plan with clear milestones and outcomes to enable global product scalability	10%	10%	Achieved
<b>Organisational Culture</b>			
Improve employee engagement scores across the Group	10%	15%	Over-achieved
<b>TOTAL</b>	<b>100%</b>	<b>109%</b>	

### e. Long term incentives (LTIs)

Table 8 - Key features of the FY25 LTI Plan

Feature	Approach																																						
Description	Eligible executive KMPs participate in the LTI plan, with an opportunity that is 'at risk' subject to specific pre-determined Group performance measures being met over a three-year period. The plan is designed to align executive KMP's interests with those of shareholders.																																						
Opportunity	<p>The LTI opportunity reflects accountabilities and influence over the Company's long-term performance within each role. Market benchmarks are also referenced in determining the LTI opportunity. The maximum face value of LTI that can be granted, referenced as a percentage of TFR is:</p> <table><tr><th>Role</th><th>Target LTI as a % of TFR</th><th>Maximum LTI as a % of TFR</th></tr><tr><td>CEO &amp; MD</td><td>116%</td><td>157%</td></tr><tr><td>CFO</td><td>61%</td><td>82%</td></tr></table>	Role	Target LTI as a % of TFR	Maximum LTI as a % of TFR	CEO & MD	116%	157%	CFO	61%	82%																													
Role	Target LTI as a % of TFR	Maximum LTI as a % of TFR																																					
CEO & MD	116%	157%																																					
CFO	61%	82%																																					
Performance and vesting period	Performance is measured over three financial years. Any performance rights that do not vest following testing will lapse.																																						
Delivery	In FY25 the Board decided to simplify the FY25 LTI plan to be delivered in one equity vehicle, being performance rights (PRs) with vesting subject to financial and strategic metrics being met as well as an ongoing service condition. There is no outperformance vesting in respect of the strategic metrics																																						
Allocation approach	<p>The number of PRs granted are calculated as follows:</p> $\frac{\text{LTI Award Opportunity}}{\text{Reference Price}} = \text{Number of LTI to be issued}$ <p>The "Reference Price" is \$1.609 and has been determined using the Company's 21 day trading VWAP to 30 June 2024.</p> <p>The fair value per right has been calculated as \$1.135. This is based on a grant date of 14 March 2025.</p>																																						
Performance Measures, Thresholds and Vesting Schedule	<p>The LTI Award opportunity is split as follows in respect of the different performance measures:</p> <table><tr><th>LTI Opportunity</th><th>Category</th><th>CEO &amp; MD</th><th>CFO</th><th>Reference</th></tr><tr><td></td><td>Target Financial rights</td><td>70%</td><td>70%</td><td>Note (A)</td></tr><tr><td></td><td>Target Strategic rights</td><td>30%</td><td>30%</td><td>Note (B)</td></tr><tr><td>Target LTI</td><td></td><td>100%</td><td>100%</td><td></td></tr><tr><td></td><td>Stretch Financial rights</td><td>35%</td><td>35%</td><td>Note (A)</td></tr><tr><td>Maximum LTI</td><td></td><td>135%</td><td>135%</td><td></td></tr></table> <p><b>Note (A) - financial rights</b></p> <p><b>Selection of performance measure</b></p> <p>Rights with a financial performance measure will vest subject to the attainment of compound annual growth (CAGR) on earnings per share (EPS) and continual employment through to 30 June 2027. The Company has selected CAGR Adjusted EPS, calculated using NPATA. NPATA is calculated as reported statutory net profit after tax adjusted to exclude the impacts of acquisition costs, purchase price accounting and earnouts to reflect the underlying financial performance of the Group.</p> <p><b>Vesting schedule – target financial rights LTI opportunity:</b></p> <table><tr><th>CAGR above FY24 Adjusted EPS of 5.56 cps</th><th>% of financial rights that vest</th></tr><tr><td>Below 7% CAGR</td><td>0%</td></tr><tr><td>At 7% CAGR</td><td>50%</td></tr><tr><td>At or above 10% CAGR</td><td>100%</td></tr></table> <ul style="list-style-type: none"><li>• Target financial rights will vest on a proportional basis between 7% and 10% CAGR</li><li>• Vested target financial rights will convert on a one for one basis to fully paid ordinary shares on exercise</li><li>• All target financial rights remain subject to continuing employment</li></ul>	LTI Opportunity	Category	CEO & MD	CFO	Reference		Target Financial rights	70%	70%	Note (A)		Target Strategic rights	30%	30%	Note (B)	Target LTI		100%	100%			Stretch Financial rights	35%	35%	Note (A)	Maximum LTI		135%	135%		CAGR above FY24 Adjusted EPS of 5.56 cps	% of financial rights that vest	Below 7% CAGR	0%	At 7% CAGR	50%	At or above 10% CAGR	100%
LTI Opportunity	Category	CEO & MD	CFO	Reference																																			
	Target Financial rights	70%	70%	Note (A)																																			
	Target Strategic rights	30%	30%	Note (B)																																			
Target LTI		100%	100%																																				
	Stretch Financial rights	35%	35%	Note (A)																																			
Maximum LTI		135%	135%																																				
CAGR above FY24 Adjusted EPS of 5.56 cps	% of financial rights that vest																																						
Below 7% CAGR	0%																																						
At 7% CAGR	50%																																						
At or above 10% CAGR	100%																																						

Feature	Approach	
Performance Measures, Thresholds and Vesting Schedule	<b>Note (A) - financial rights - continued</b>	
	<b>Vesting schedule – <u>stretch</u> financial rights LTI opportunity:</b>	
	<b>CAGR above FY24 Adjusted EPS of 5.56 cps</b>	<b>% of financial rights that vest</b>
	Below 10% CAGR	0%
	At 10% CAGR	1%
	At 13% CAGR	100%
	 - Stretch financial rights will vest on a proportional straight-line basis between 10% and 13% CAGR - Vested stretch financial rights will convert on a one for one basis to fully paid ordinary shares on exercise - All stretch financial rights remain subject to continuing employment	
	<b>Note (B) - strategic rights</b>	
	<b>Selection of performance measure</b>	
	Rights with a strategic measure will vest subject to the achievement of the following (weighted equally at 15% each):  1) Upgrade of the Company's enterprise systems by 30 June 2027 2) Introduction of new revenue streams by 30 June 2027	
Governance Mechanisms	<b>Vesting schedule - <u>target</u> strategic rights:</b>	
	<b>Achievement of Strategic Measure</b>	<b>% of financial rights that vest</b>
	Not met	0%
	Partially met	50%
	Substantially met	75%
	Met	100%
	 - Vested strategic rights will convert on a one for one basis to fully paid ordinary shares on exercise - All strategic rights remain subject to continuing employment	
	<b>Share Trading Policy:</b>	
	The Company maintains a formal Securities Trading Policy the trading of Infomedia shares by employees. The policy prohibits trading based on insider information and limits the ability of 'Restricted Persons' to trade in the Company's shares to several short trading windows following the release of half year and full year financial results and following the Annual General Meeting. The policy also prohibits short term or speculative trading.	
	<b>Prohibition against hedging:</b>	
Additionally, the Company's Equity Plan Rules and Equity Bonus Plan Rules prohibit Plan participants from entering into hedging arrangements to limit the risk of their variable LTI component.		
<b>Minimum Shareholding Requirement</b>	Senior management are encouraged to hold shares in the Company, however there is no requirement on Executive KMP to hold a minimum quantity of the Company's shares at any time.	
<b>Malus Provisions</b>	The LTI scheme is subject to appropriate malus provisions entitling the Board, at its discretion, to pursue remedies where the participant has engaged in (among other things) fraud, dishonesty or gross misconduct. Remedies include the ability to suspend, reduce or extinguish outstanding entitlements in appropriate circumstances.	
<b>Dividend and Voting Rights</b>	No dividends or voting rights are attached to the LTI interests unless they are converted into fully paid ordinary shares.	
<b>Disposal Restrictions</b>	Shares realised from the LTI are not subject to any disposal restrictions but are governed by the Company's Securities Trading Policy and the law.	
<b>Ability to cash settle</b>	The Board retains a broad discretion as to how vested and exercised LTI entitlements may be settled, including by the payment of cash instead of issuing shares.	

Table 9 - Movement in LTI holdings

Changes during the year	FY25			FY24		
	Jens Monsees	Chantell Revie	Total	Jens Monsees	Chantell Revie	Total
<b>SARs</b>						
Opening Balance	1,081,967	-	<b>1,081,967</b>	1,081,967	-	<b>1,081,967</b>
Granted	-	-	-	-	-	-
Vested and exercised	-	-	-	-	-	-
Lapsed	-	-	-	-	-	-
Closing Balance	1,081,967	-	<b>1,081,967</b>	1,081,967	-	<b>1,081,967</b>
Maximum fair value at grant date - granted	-	-	-	-	-	-
<b>PRs</b>						
Opening Balance	521,376	93,190	<b>614,566</b>	295,699	44,803	<b>340,502</b>
Granted	671,224	209,757	<b>880,981</b>	225,677	48,387	<b>274,064</b>
Vested and exercised	-	-	-	-	-	-
Lapsed	-	-	-	-	-	-
<b>Closing Balance</b>	<b>1,192,600</b>	<b>302,947</b>	<b>1,495,547</b>	<b>521,376</b>	<b>93,190</b>	<b>614,566</b>
<b>Maximum fair value at grant date - granted</b>	<b>761,840</b>	<b>238,074</b>	<b>999,914</b>	<b>301,279</b>	<b>64,597</b>	<b>365,876</b>
<b>RSUs</b>						
Opening Balance	330,133	93,190	<b>423,323</b>	208,913	44,803	<b>253,716</b>
Granted	-	-	-	225,677	48,387	<b>274,064</b>
Vested and exercised	(104,456)	-	<b>(104,456)</b>	(104,457)	-	<b>(104,457)</b>
Lapsed	-	-	-	-	-	-
<b>Closing Balance</b>	<b>225,677</b>	<b>93,190</b>	<b>318,867</b>	<b>330,133</b>	<b>93,190</b>	<b>423,323</b>
<b>Maximum fair value at grant date - granted</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>301,279</b>	<b>64,597</b>	<b>365,876</b>

### Shares provided on exercise

Details of ordinary Shares in the Company provided as a result of the exercise of options by each member of the Executive KMP are set out below:

Table 10: Shares provided on exercise

Name	LTI exercised	Date of exercise	Number of shares issued on exercise	Value at exercise date <sup>(1)</sup>
Jens Monsees	RSUs	23-May-25	104,456	\$128,481

#### Notes to Table 10

1) Value at exercise date has been determined based on the market price of the Company's shares on exercise date.

Share-based compensation disclosures – equity granted, vested, exercised and lapsed/forfeited

The table below details a full list of options and performance rights granted to executive KMP during FY25 and prior years:

Table 11: Equity Movements

	Type of Equity	Number Granted	Equity Fair Value at Grant Date	Exercise Price	Grant Date	Vesting Date	Number	Vested %	Value (\$)	Vested & exercised at 30 June 2025	Not exercisable at 30 June 2025
Jens Monsees	RSUs	104,456	1.08	-	23/05/2022	23/05/2025	104,456	100%	128,481	104,456	-
	SARs	1,081,967	0.46	-	21/03/2023	30/06/2025	-	-	-	-	1,081,967
	PRs	295,699	1.31	-	21/03/2023	30/06/2025	-	-	-	-	295,699
	PRs	225,677	1.34	-	13/12/2023	30/06/2026	-	-	-	-	225,677
	RSUs	225,677	1.34	-	13/12/2023	30/06/2026	-	-	-	-	225,677
	PRs	671,224	1.14	-	14/03/2025	30/06/2027	-	-	-	-	671,224
Chantell Revie	PRs	44,803	1.31	-	21/03/2023	30/06/2025	-	-	-	-	44,803
	RSUs	44,803	1.31	-	21/03/2023	30/06/2025	-	-	-	-	44,803
	PRs	48,387	1.34	-	13/12/2023	30/06/2026	-	-	-	-	48,387
	RSUs	48,387	1.34	-	13/12/2023	30/06/2026	-	-	-	-	48,387
	PRs	209,757	1.14	-	14/03/2025	30/06/2027	-	-	-	-	209,757

f. Remuneration outcomes – statutory basis

The table below has been prepared in accordance with the requirements of the Corporations Act 2001 and relevant Australian Accounting Standards. The figures provided under the share-based payments columns are based on accounting values and do not reflect actual cash amounts received by members of the Executive KMP.

Table 12: Total executive KMP remuneration - statutory basis

		Short-term benefits				Post employment benefits	Long term benefits	Share based payments		
Name	Year	Salary and Fees <sup>1</sup>	Annual Leave <sup>2</sup>	STIs <sup>3</sup>	Other cash benefits <sup>4</sup>	Superan-nuation <sup>5</sup>	Long Service Leave <sup>6</sup>	PRs <sup>7</sup>	RSUs <sup>7</sup>	Total
CEO & MD										
Jens Monsees	FY25	658,068	(4,360)	675,556	24,268	29,932	2,091	392,929	131,221	1,909,705
	FY24	608,601	1,122	608,589	21,896	27,399	670	29,680	190,934	1,488,891
CFO										
Chantell Revie	FY25	381,600	(9,169)	217,921	2,373	29,932	10,070	93,682	41,161	767,570
	FY24	330,000	11,669	159,484	1,221	27,399	4,226	10,813	41,161	585,973
Total KMP	FY25	1,039,668	(13,529)	893,477	26,641	59,864	12,161	486,611	172,382	2,677,275

Notes to Table 12

- 1) Cash salary includes amounts paid in cash plus any salary sacrifice items
- 2) Annual leave accrual movements are determined in accordance with AASB 119 Employee Benefits
- 3) Short term incentives accrued for in respect of the current financial year STI Plan
- 4) Other short term benefits comprise:  
Jens Monsees – telephone, professional membership and personal health & life insurance expense reimbursement  
Chantell Revie – telephone and professional membership expense reimbursement
- 5) Superannuation contributions are paid in line with legislative requirements and contractual arrangements
- 6) Long service leave accrual movements are determined in accordance with AASB 119 Employee Benefits
- 7) LTI expense has been accrued for in FY25 in respect of the FY23, FY24 & FY25 LTI Plans and CEO Sign-on Bonus Plan in line with the vesting estimates in respect of each plan. Refer to Table 9 which outlines Executive KMP LTI holdings.



### g. Remuneration outcomes – actual received basis

The table below provides actual amounts received by the Executive KMP for FY25. This table is an additional disclosure to those required under the Australian Accounting Standards and the Corporations Act 2001. It has been provided to assist shareholders in understanding realised outcomes.

Table 13: Total executive KMP remuneration - actual pre-tax remuneration received

Name	Year	Fixed Remuneration	Other <sup>1</sup>	Short Term Incentives <sup>2</sup>	Restricted stock units (RSUs) <sup>3</sup>	Total
<b>CEO &amp; MD</b>						
Jens Monsees	<b>FY25</b>	<b>688,000</b>	<b>24,268</b>	<b>608,589</b>	<b>128,482</b>	<b>1,449,339</b>
	FY24	636,000	19,181	515,160	169,742	1,340,083
<b>CFO</b>						
Chantell Revie	<b>FY25</b>	<b>411,532</b>	<b>2,373</b>	<b>159,484</b>	-	<b>573,389</b>
	FY24	357,399	1,221	63,525	-	422,145

#### Notes to Table 13

- 1) Other benefits paid are expense reimbursements in respect of health insurance, professional body fees and reasonable mobile phone reimbursement costs.
- 2) Short term incentives paid in respect of the prior financial year.
- 3) RSUs exercised are reported at market value on exercise date for remuneration purposes. Refer to Table 9 for further details.

## 4. Non-Executive Directors

### a. Board and committee structure

As at the date of this Report, the Company's Board and Committees are structured as follows:

Directors	Board	Audit and Risk Committee	Remuneration, People and Culture Committee	Technology and Innovation Committee	Nominations Committee
<b>Non-Executive</b>					
Edwina Gilbert	✓	✓	✓		✓
Lisa Harker	✓	Chair			✓
Jim Hassell	Chair	✓	✓	✓	Chair
Joe Powell	✓		Chair	Chair	✓
<b>Executive</b>					
Jens Monsees	✓			✓	

### b. Remuneration structure and governance principles

<b>Remuneration structure</b>	<p>Non-Executive Directors are remunerated in the form of Board fees, Committee chair fees and superannuation paid in line with legislative requirements.</p> <p>Fees are fixed in accordance with formal agreements held between the Non-Executive Directors and the Company (subject to periodic increases) and are paid from an aggregate fee pool limit of \$850,000, as last approved by shareholders in 2019. Fees are fixed and are not variable with performance metrics to account for independence and governance considerations.</p> <p>Directors may also be reimbursed for travel and other expenses incurred in attending to the affairs of the Company.</p>
<b>Minimum shareholding requirement</b>	<p>The Company does not impose any requirement on Non-Executive Directors to hold a minimum quantity of its shares. However, the Company does have an expectation that Non-Executive Directors to hold a minimum share balance, equivalent to their annual director fees, within three years of commencing on the Board.</p> <p>For further detail see Table 16 for further detail.</p>

c. Non-Executive Director fees and remuneration

Table 14: Non-Executive Director Fees

Board/Committee	Role	Number of fee earning roles <sup>1</sup>	FY25 (\$)		FY24 (\$)	
			Including superannuation at 11.5%		Including superannuation at 11%	
Board	Chair	1	232,000	1	225,000	
	Non-executive Directors	3	106,000	4	102,500	
Audit and Risk Committee	Chair	1	16,500	1	16,500	
Remuneration, People and Culture Committee	Chair	1	16,500	1	16,500	
Technology and Innovation Committee	Chair	1	16,500	1	16,500	
<b>Total Non-Executive Director Fees</b>			<b>599,500</b>		<b>684,500</b>	

Notes to Table 14

- 1) As at 30 June 2025, the Board comprised of 3 Non-Executive Directors and 1 Chair. For certain periods of time during FY25 there were more than 3 Non-Executive Directors (refer below to Table 15 outlining appointment and resignation dates where applicable).

Table 15: Non-Executive Director Remuneration

			FY25			FY24		
			Short term employment benefits	Post-employment benefits		Short term employment benefits	Post-employment benefits	
Directors	Appointed	Resigned	Director fees	Superannuation	Total	Director fees	Superannuation	Total
Edwina Gilbert <sup>1</sup>	1-Mar-23	-	102,735	11,814	<b>114,549</b>	91,854	10,104	<b>101,958</b>
Lisa Harker	6-Feb-23	-	109,865	12,634	<b>122,500</b>	106,644	11,731	<b>118,375</b>
Jim Hassell	10-May-21	-	134,417	15,458	<b>149,875</b>	106,644	11,731	<b>118,375</b>
Joe Powell	15-Oct-24	-	73,064	8,402	<b>81,466</b>	-	-	-
Kim Anderson	15-Jun-20	19-Nov-24	42,115	4,843	<b>46,958</b>	106,644	11,731	<b>118,375</b>
Jon Brett	11-Jul-24	17-Mar-25	110,199	12,673	<b>122,872</b>	-	-	-
Bart Vogel	31-Aug-15	19-Nov-24	79,761	9,173	<b>88,933</b>	201,712	22,188	<b>223,900</b>
<b>Total Non-Executive Director Remuneration</b>			<b>652,156</b>	<b>74,997</b>	<b>727,153</b>	<b>613,498</b>	<b>67,485</b>	<b>680,983</b>

Notes to Table 15

- 1) Edwina Gilbert served as Chair of the RPC Committee from 19 November 2024 to 1 June 2025 and was accordingly paid a Committee Chair fee during this period.

### 5. Additional information

#### a. Transactions with KMP

Transactions entered with any KMP of the Group, including their personally related parties, are on normal commercial terms. No loans were made available to KMP during FY25 and there were no outstanding loans to KMP at the beginning or end of FY25.

#### b. KMP Shareholdings

Table 16: KMP shareholding interest movements in accordance with section 205G of the Corporations Act 2001

Name <sup>(1)</sup>	Balance at 30 June 2024	Exercise of LTIs	Purchased on-market	Balance at 30 June 2025	Balance at date ceasing to be KMP
<b>Executive KMP</b>					
Jens Monsees	422,572	104,456	97,220	624,248	-
Chantell Revie	13,652	-	-	13,652	-
<b>Non-executive KMP</b>					
Edwina Gilbert	31,000	-	5,361	36,361	-
Lisa Harker	25,000	-	-	25,000	-
Jim Hassell	89,996	-	-	89,996	-
Joe Powell	-	-	38,400	38,400	-
Kim Anderson	50,000	-	-	-	50,000
Jon Brett	-	-	20,000	-	20,000
Bart Vogel	570,000	-	-	-	570,000

#### Notes to Table 16

- 1) This table includes shares held directly and indirectly by the KMP or the KMP's related parties including domestic partner, dependents and entities controlled, jointly controlled or significantly influenced by the KMP

*This concludes the Remuneration Report, which has been audited.*

## Directors

The following persons were Directors of Infomedia Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Name	Role
Jim Hassell	Independent Non-Executive Director & Interim Chair (commenced as Interim Chair on 17 March 2025)
Jens Monsees	Chief Executive Officer & Managing Director
Edwina Gilbert	Independent Non-Executive Director
Lisa Harker	Independent Non-Executive Director
Joe Powell	Independent Non-Executive Director (commenced 15 October 2024)
Kim Anderson	Independent Non-Executive Director (resigned 19 November 2024)
Jon Brett	Chair & Independent Non-Executive Director (commenced 11 July 2024 and resigned 17 March 2025)
Bart Vogel	Chair & Independent Non-Executive Director (resigned 19 November 2024)

## Directorships of other listed companies

Directorships of other listed companies held by the Directors in the three years preceding the end of the financial year are set out in the following table.

Name	Company	Period of directorship
Joe Powell	-	-
Jens Monsees	WPP AUNZ	From 2019 to 2021
Edwina Gilbert	CAR Group Limited Aspen Group Limited	Since 2016 Since 2023
Lisa Harker	-	-
Jim Hassell	-	-
Kim Anderson	CAR Group Limited Marley Spoon WPP AUNZ Limited InvoCare Limited SiteMinder Limited	Since 2010 From 2018 to August 2022 From 2010 to 2021 From 2021 to 2023 Since April 2022
Jon Brett	Corporate Travel Management Limited Mobilicom Limited Raiz Invest Limited	Since 2020 From 2018 to 2025 Since 2023
Bart Vogel	Macquarie Technology Group Limited InvoCare Limited	From 2014 to 2024 From 2017 to 2023



### Meetings of directors

The table below sets out the number of meetings of the Company's Board of Directors (the 'Board') and each Board committee<sup>1</sup> held during the year ended 30 June 2025, and the number of meetings attended by each director:

	Board		Audit & Risk Committee		Remuneration, People & Culture Committee		Technology & Innovation Committee		Nominations Committee	
	E <sup>2</sup>	A <sup>3</sup>	E	A	E	A	E	A	E <sup>4</sup>	A
Jim Hassell <sup>6</sup>	18	18	5	5	1	1	3	3	-	-
Jens Monsees	18	18	-	5	-	4	3	3	-	-
Edwina Gilbert	18	18	5	5	4	4	-	3	-	-
Lisa Harker	18	18	5	5	-	4	-	3	-	-
Joe Powell <sup>8</sup>	12	12	-	3	1	1	2	2	-	-
Kim Anderson <sup>7</sup>	8	8	-	2	3	3	-	-	-	-
Jon Brett <sup>6</sup>	14	14	-	4	2	2	2	3	-	-
Bart Vogel <sup>5</sup>	8	8	-	2	3	3	-	1	-	-

#### Table Notes:

1. Refer to section 4(a) of the Remuneration Report on page 31 for details about committee compositions.
2. 'E': represents the number of meetings which the relevant Director was eligible to attend because they held office or were a member of the relevant committee at the time each meeting was held.
3. 'A': represents the number of meetings attended by the Director.
4. Please note that the Nominations Committee did not meet during the period as Board succession including selection of the Chair-elect was considered by the Board of Directors.
5. Mr Bart Vogel resigned as independent non-executive director and Chair on 19 November 2024.
6. Mr Jon Brett was appointed as Chair on 19 November 2024 and resigned as Chair and non-executive director on 17 March 2025 due to health reasons. Mr Jim Hassell was appointed as Interim Chair on 17 March 2025.
7. Ms Kim Anderson resigned as independent non-executive director on 19 November 2024.
8. Mr Joe Powell was appointed as independent non-executive director on 15 October 2024.

### Company secretaries

#### Jason McLennan, BBUS, LLB (appointed 8 August 2025)

Mr McLennan is the General Counsel and Company Secretary of Infomedia, commencing with the Company in August 2025. He is a lawyer admitted to practice in the Supreme Court of New South Wales and the High Court of Australia, with nearly three decades of experience across private and corporate legal practice (including senior legal roles at BBC Worldwide, the Australian Record Industry Association and Travelport Limited (NYSE)).

#### Kamille Dietrich (appointed 8 August 2025)

Ms Dietrich is an experienced Company Secretary and, as part of Automic Group's Company Secretarial team, acts as Company Secretary to a number of ASX-listed and unlisted public companies across a range of industries.

#### Daniel Wall BBA, LLB, GAICD (ceased 8 August 2025)

Mr Wall is the Chief Operating Officer and was Company Secretary of Infomedia until ceasing office on 8 August 2025. He is a lawyer admitted to practice in the Supreme Court of New South Wales and the High Court of Australia. He holds a certificate in Governance Practice from the Governance Institute of Australia and is a Graduate of the Australian Institute of Company Directors.

### Significant changes in the affairs

There were no significant changes in the state of affairs of the Group during the financial year.

### Dividends

Details of dividends paid or declared by the Company during the financial year ended 30 June 2025 are set out in Note 3 Dividends of the FY25 Financial Report.

## Matters subsequent to the end of the financial year

On 6 August 2025, Infomedia Ltd announced it had entered into a binding Scheme Implementation Agreement (SIA) with McQueen BidCo Pty Ltd, an entity ultimately owned by funds managed by TPG Capital. The agreement is for TPG Capital to acquire 100% of the shares in Infomedia. The transaction is subject to shareholder and court approval, and a scheme booklet will be released to shareholders in due course.

The directors have determined this to be a non-adjusting subsequent event, as the conditions giving rise to the event occurred after the reporting period. Consequently, no adjustments have been made to the amounts recognised in the financial statements for the year ended 30 June 2025. The financial effects of this transaction will be reflected in future reporting periods.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

## Indemnity and insurance of officers

To the extent permitted by law, the Company has indemnified the Directors and executives of the Company for liability, damages and expenses incurred, in their capacity as a Director or an executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

## Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

## Corporate governance

Infomedia strives to achieve compliance with the governance recommendations set out in the Fourth Edition of the Corporate Governance Principles and Recommendations, published by the ASX Corporate Governance Council (the ASX Principles). The Company addresses the ASX Principles in a manner consistent with its relative size and resourcing capabilities. Infomedia's latest Corporate Governance Statement was lodged with the ASX on the same date as this report and is available on the Company's website, <https://www.infomedia.com.au/investors/corporate-governance/>

## Movements in equity incentives and shares issued on exercise of equity incentives during the period

The following instrument movements were recorded during the FY25 financial period:

Instrument	Instruments Vested	Instruments Exercised	New Shares Issued on Exercise
Performance Rights	Nil	Nil	Nil
Share Appreciation Rights	304,000	304,000	Nil
Restricted Stock Units	218,993	218,993	Nil

## Movements in equity incentives and shares issued on exercise of equity incentives after 30 June 2025

The following instrument movements have been recorded between 30 June 2025 and the date of this report

Instrument	Instruments Vested	Instruments Exercised	New Shares Issued on Exercise
Performance Rights	Nil	Nil	Nil
Share Appreciation Rights	Nil	Nil	Nil
Restricted Stock Units	79,151	Nil	Nil

## Equity Incentives on issue

At the date of this report the following equity incentives remain on issue:

Instrument	Instruments on Issue
Performance Rights	2,321,271
Share Appreciation Rights	1,081,967
Restricted Stock Units	1,816,856

Further information about the equity incentives are set out in Note 20 Share-based remuneration of the FY25 Financial Report.

## Auditor

Deloitte Touche Tohmatsu continues in office in accordance with section 327 of the Corporations Act 2001.

## Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 24 Remuneration of auditors of the FY25 Financial Report.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in Note 24 of the FY25 Financial Report do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

## Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this Directors' Report.

## Rounding of amounts

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors



**Jim Hassell**

*Interim Chair*

25 August 2025



25 August 2025

The Board of Directors  
Infomedia Ltd  
Level 5, 155 Clarence Street  
Sydney NSW 2000

Dear Board Members

### Auditor's Independence Declaration to Infomedia Ltd

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Infomedia Ltd.

As lead audit partner for the audit of the financial report of Infomedia Ltd for the financial year ended 30 June 2025, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- The auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

Yours faithfully

DELOITTE TOUCHE TOHMATSU  
DELOITTE TOUCHE TOHMATSU



Damien Cork  
Partner  
Chartered Accountants

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**Infomedia Ltd**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2025**

	Note	2025 \$'000	2024 \$'000
<b>Revenue</b>	4	146,512	140,832
Other income		185	340
<b>Expenses</b>			
Employee benefits expenses	4	(55,838)	(60,724)
IT operating expenses		(15,401)	(14,291)
Integration, installation and training expenses		(6,954)	(7,166)
Royalty expenses		(7,133)	(6,463)
Facilities expenses		(753)	(791)
Compliance and insurance expenses		(2,751)	(2,498)
Marketing, travel and other expenses		(5,250)	(4,010)
Depreciation and amortisation expenses		(30,785)	(30,651)
Impairment expense	6	(486)	-
Net finance income	4	2,250	1,975
Net foreign currency translation (losses)/gains		(859)	420
Total expenses		<u>(123,960)</u>	<u>(124,199)</u>
<b>Profit before income tax expense</b>		22,737	16,973
Income tax expense	5	<u>(6,043)</u>	<u>(4,290)</u>
<b>Profit after income tax expense for the year attributable to the owners of Infomedia Ltd</b>		16,694	12,683
<b>Other comprehensive income/(loss)</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>1,984</u>	<u>(532)</u>
Other comprehensive income/(loss) for the year, net of tax		<u>1,984</u>	<u>(532)</u>
<b>Total comprehensive income for the year attributable to the owners of Infomedia Ltd</b>		<u><u>18,678</u></u>	<u><u>12,151</u></u>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	2	4.44	3.38
Diluted earnings per share	2	4.41	3.37

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes



**Infomedia Ltd**  
**Consolidated statement of financial position**  
**As at 30 June 2025**

	Note	2025 \$'000	2024 \$'000
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		84,640	70,443
Trade and other receivables	7	17,660	18,784
Contract assets	8	468	647
Other assets		1,915	2,490
Income tax receivable	5	509	951
Total current assets		105,192	93,315
<b>Non-current assets</b>			
Contract assets	8	-	123
Property, plant and equipment		1,365	2,022
Right-of-use assets	9	6,891	7,862
Intangibles	6	74,885	71,415
Deferred tax	5	8,778	7,014
Other assets		342	316
Total non-current assets		92,261	88,752
<b>Total assets</b>		197,453	182,067
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables		10,343	8,379
Contract liabilities	11	6,134	5,179
Lease liabilities	9	2,399	2,428
Provision for income tax	5	1,918	2,342
Provisions	10	183	27
Employee benefits	12	10,888	11,940
Total current liabilities		31,865	30,295
<b>Non-current liabilities</b>			
Deferred tax	5	9,192	9,055
Provisions	10	1,035	1,383
Lease liabilities	9	5,148	5,946
Employee benefits	12	738	621
Contingent consideration	17,18	6,562	-
Total non-current liabilities		22,675	17,005
<b>Total liabilities</b>		54,540	47,300
<b>Net assets</b>		142,913	134,767
<b>Equity</b>			
Issued share capital	13	108,619	105,196
Treasury shares held in trust	13	(1,770)	(1,907)
Foreign currency reserve		7,064	5,080
Share-based payments reserve		3,169	1,464
Earnout payment reserve		60	-
Retained profits	17,20	25,771	24,934
<b>Total equity</b>		142,913	134,767

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

**Infomedia Ltd**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2025**

	Share capital \$'000	Treasury shares held in trust \$'000	Foreign currency reserve \$'000	Share-based payments reserve \$'000	Earnout payment reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2023	105,196	(1,208)	5,612	1,521	-	27,333	138,454
Profit after income tax expense for the year	-	-	-	-	-	12,683	12,683
Other comprehensive loss for the year, net of tax	-	-	(532)	-	-	-	(532)
Total comprehensive (loss)/income for the year	-	-	(532)	-	-	12,683	12,151
<i>Transactions with owners in their capacity as owners:</i>							
Share-based payments	-	801	-	(375)	-	(51)	375
Tax impact on share-based payments (note 5)	-	-	-	318	-	-	318
Purchase of treasury shares (note 13)	-	(1,500)	-	-	-	-	(1,500)
Dividends paid (note 3)	-	-	-	-	-	(15,031)	(15,031)
Balance at 30 June 2024	105,196	(1,907)	5,080	1,464	-	24,934	134,767
	Share capital \$'000	Treasury shares held in trust \$'000	Foreign currency reserve \$'000	Share-based payments reserve \$'000	Earnout payment reserve \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2024	105,196	(1,907)	5,080	1,464	-	24,934	134,767
Profit after income tax expense for the year	-	-	-	-	-	16,694	16,694
Other comprehensive income for the year, net of tax	-	-	1,984	-	-	-	1,984
Total comprehensive income for the year	-	-	1,984	-	-	16,694	18,678
<i>Transactions with owners in their capacity as owners:</i>							
Shares issued for purchase of Intellegam (note 13 and note 17)	3,741	-	-	-	-	-	3,741
Share buy-back (note 13)	(318)	-	-	-	-	-	(318)
Share-based payments	-	402	-	1,822	60	(116)	2,168
Tax impact on share-based payments (note 5)	-	-	-	(117)	-	-	(117)
Purchase of treasury shares (note 13)	-	(265)	-	-	-	-	(265)
Dividends paid (note 3)	-	-	-	-	-	(15,741)	(15,741)
Balance at 30 June 2025	108,619	(1,770)	7,064	3,169	60	25,771	142,913

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Infomedia Ltd  
Consolidated statement of cash flows  
For the year ended 30 June 2025

Note	2025 \$'000	2024 \$'000
<b>Cash flows from operating activities</b>		
Receipts from customers	154,207	143,317
Payments to suppliers and employees	(96,168)	(92,858)
	58,039	50,459
Interest received	4 2,688	4,232
Interest and other finance costs paid	4 (354)	(2,257)
Income taxes paid	(6,844)	(7,374)
Net cash from operating activities	21 53,529	45,060
<b>Cash flows from investing activities</b>		
Payment for purchase of business, net of cash acquired	17 (601)	-
Payments for property, plant and equipment	(462)	(1,379)
Payments for development costs capitalised	4,6 (20,021)	(19,446)
Net cash used in investing activities	(21,084)	(20,825)
<b>Cash flows from financing activities</b>		
Payments for share buyback	13 (318)	-
Payments for purchase of treasury shares	13 (265)	(1,500)
Dividends paid	3 (15,741)	(15,031)
Repayment of lease liabilities, excluding the financing component	9,21 (2,435)	(2,226)
Net cash used in financing activities	(18,759)	(18,757)
Net increase in cash and cash equivalents	13,686	5,478
Cash and cash equivalents at the beginning of the financial year	70,443	64,859
Effects of exchange rate changes on balances of cash held in foreign currencies	511	106
Cash and cash equivalents at the end of the financial year	84,640	70,443

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes

**Infomedia Ltd**  
**Notes to the consolidated financial statements**  
**30 June 2025**

## Note 1. Operating segments

### Identification of reportable segments

The Group is organised into three reportable segments:

- Asia Pacific;
- Europe, Middle East and Africa ('EMEA'); and
- Americas, representing the combined North, Central and South America.

These reportable segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of reportable segments.

The reportable segments are identified by management based on the region in which products are sold or managed from. Discrete financial information about each of these operating segments is reported to the Board of Directors regularly.

The CODM reviews underlying cash earnings before interest, tax, depreciation and amortisation ('Underlying Cash EBITDA'). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

### Major customers

There is no significant reliance on any single customer.

### Presentation of reportable segment information

The key internal measure of each operating segment's profit or loss reported regularly to the CODM is Underlying Cash EBITDA. This measure reflects the ongoing or underlying activities of each segment of the Group and excludes income and expenditure that may arise on an infrequent basis or due to activities that are not core to that of the Group. Only costs that are controlled by each segment in relation to its operating activities and generation of revenue for the Group are included in its Underlying Cash EBITDA.

Net profit after tax adjusted (NPATA) is used to assess the performance of the Group by excluding impacts of acquisition costs, purchase price accounting and earn-outs, to reflect the underlying financial performance of the Group. This aligns with internal management reporting. NPATA has been reconciled to reported net profit after tax ('reported NPAT') including presentation to prior period comparatives. There is no impact on revenue or reported NPAT for the Group as a result of this change.

Reported net profit after tax ('reported NPAT') is adjusted for the following non-underlying items to determine Underlying Cash EBITDA:

- Earnout expenses (adjusted from employee benefits expenses)
- Share-based payment expenses (adjusted from employee benefits expenses)
- Capitalised development costs (adjusted from employee benefits expenses)
- Business restructuring costs (adjusted from employee benefits expenses)
- AASB 16 non-cash adjustments (adjusted from facilities expenses)
- Impairment of R&D (adjusted from impairment expense)
- Acquisition expenses and other costs (adjusted from marketing, travel and other expenses)
- Foreign exchange gains/losses
- Net finance expense/income
- Income tax benefit/expense
- Amortisation & impairment of acquired and other intangibles (adjusted from depreciation and amortisation expenses and impairment expense)
- Interest expense - contingent consideration (adjusted from net finance expense/income)

A reconciliation of Underlying Cash EBITDA to reported NPAT is disclosed in the operating segment information presented below.

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Infomedia Ltd  
Notes to the consolidated financial statements  
30 June 2025

Note 1. Operating segments (continued)

Consolidated - 2025	Asia Pacific \$'000	EMEA \$'000	Americas \$'000	Corporate \$'000	Total \$'000
<b>Revenue</b>	53,022	45,864	47,626	-	146,512
Other operating income	-	-	185	-	185
Sales, marketing and support	(6,902)	(4,753)	(9,272)	(1,655)	(22,582)
Product development and management	-	-	-	(32,804)	(32,804)
Data management	-	-	-	(4,009)	(4,009)
Administration	-	-	-	(12,801)	(12,801)
<b>Underlying employee benefits expenses (note 4)</b>	(6,902)	(4,753)	(9,272)	(51,269)	(72,196)
IT operating expenses	(85)	(80)	(226)	(14,926)	(15,317)
Integration, installation and training expenses	(5,023)	(135)	(1,796)	-	(6,954)
Royalty expenses	(501)	(1,867)	(4,765)	-	(7,133)
Facilities expenses	(424)	(557)	(24)	(2,537)	(3,542)
Compliance and insurance expenses	(170)	(184)	(221)	(2,176)	(2,751)
Marketing, travel and other expenses	(264)	(668)	(615)	(2,027)	(3,574)
<b>Underlying operating expenses excluding non-cash items</b>	(13,369)	(8,244)	(16,919)	(72,935)	(111,467)
<b>Underlying Cash EBITDA</b>	39,653	37,620	30,892	(72,935)	35,230
Capitalised development costs					20,021
AASB16 non-cash adjustments					2,789
<b>Underlying EBITDA</b>					58,040
Depreciation and amortisation expense					(26,685)
Net finance income					2,334
Share-based payment expenses					(1,887)
Other costs					(273)
System upgrade costs					(84)
Business restructuring costs					(759)
Net foreign currency translation losses					(859)
Impairment of R&D					(185)
<b>Net Profit Before Tax Adjusted (NPBTA)</b>					29,642
Income tax expense before adjustments					(7,546)
<b>Net Profit After Tax Adjusted (NPATA)</b>					22,096
Amortisation and impairment of acquired and other intangibles					(4,401)
Earnout - Intellegam					(965)
Earnout - SimplePart					(52)
Interest expense - contingent consideration					(84)
Acquisition expenses					(1,403)
Non-operating income tax effected					1,503
<b>Acquisition expenses (tax effected)</b>					(5,402)
<b>Reported NPAT</b>					16,694

Australia and the United States of America are the only individual countries from which the Group derives material revenues. In the current year, the Group derived revenue of \$40.956 million from Australia (2024: \$36.459 million) and \$30.664 million from the United States of America (2024: \$36.588 million). Of the Group's non-current assets, \$76.825 million (2024: \$70.217 million) are located in Australia and \$13.157 million (2024: \$16.502 million) are located in the United States of America.

Infomedia Ltd  
Notes to the consolidated financial statements  
30 June 2025

Note 1. Operating segments (continued)

Consolidated - 2024	Asia Pacific \$'000	EMEA \$'000	Americas \$'000	Corporate \$'000	Total \$'000
<b>Revenue</b>	47,996	43,376	49,460	-	140,832
Other operating income	-	-	318	22	340
Sales, marketing and support	(6,497)	(5,250)	(9,734)	(1,528)	(23,009)
Product development and management	-	-	-	(31,492)	(31,492)
Data management	-	-	-	(3,860)	(3,860)
Administration	-	-	-	(12,745)	(12,745)
<b>Underlying employee benefits expenses (note 4)</b>	(6,497)	(5,250)	(9,734)	(49,625)	(71,106)
IT operating expenses	(45)	(91)	(277)	(13,562)	(13,975)
Integration, installation and training expenses	(5,027)	(150)	(1,972)	(17)	(7,166)
Royalty expenses	(445)	(1,651)	(4,282)	(85)	(6,463)
Facilities expenses	(440)	(613)	(56)	(2,312)	(3,421)
Compliance and insurance expenses	(180)	(186)	(230)	(1,902)	(2,498)
Marketing, travel and other expenses	(438)	(396)	(666)	(2,043)	(3,543)
<b>Underlying operating expenses excluding non-cash items</b>	(13,072)	(8,337)	(17,217)	(69,546)	(108,172)
<b>Underlying Cash EBITDA</b>	34,924	35,039	32,561	(69,524)	33,000
Capitalised development costs					19,446
AASB16 non-cash adjustments					2,630
<b>Underlying EBITDA</b>					55,076
Depreciation and amortisation expense					(26,272)
Net finance income					1,975
Share-based payment expenses					(469)
Other costs					(143)
System upgrade costs					(316)
Business restructuring costs					(2,473)
Net foreign currency translation gains					420
<b>Net Profit Before Tax Adjusted (NPBTA)</b>					27,798
Income tax expense before adjustments					(6,941)
<b>Net Profit After Tax Adjusted (NPATA)</b>					20,857
Amortisation of acquired and other intangibles					(4,379)
Earnout - SimplePart					(6,122)
Acquisition expenses					(324)
Non-operating income tax effected					2,651
<b>Acquisition expenses (tax effected)</b>					(8,174)
<b>Reported NPAT</b>					12,683

Certain comparatives have been reclassified to align with current year presentation.

Infomedia Ltd  
Notes to the consolidated financial statements  
30 June 2025

Note 2. Earnings per share

	2025 \$'000	2024 \$'000
Profit after income tax attributable to the owners of Infomedia Ltd	16,694	12,683
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	4.44	3.38
Diluted earnings per share	4.41	3.37
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share:		
Weighted average number of ordinary shares issued	376,648,909	375,787,000
Weighted average number of treasury shares held in trust	(1,089,962)	(776,483)
	<u>375,558,947</u>	<u>375,010,517</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating diluted earnings per share:		
Weighted average number of ordinary shares used in calculating basic earnings per share	375,558,947	375,010,517
Adjustments for calculation of diluted earnings per share:		
Equity based incentives (a)	2,712,779	1,444,382
	<u>378,271,726</u>	<u>376,454,899</u>

The weighted average number of ordinary shares or dilutive potential ordinary shares is calculated by taking into account the period from the issue date of the shares to the reporting date unless otherwise stated as below.

- Infomedia operates equity based incentive plans which are conditional upon continuous employment at Infomedia. Additional details about the equity based incentives are set out in note 20.
- Additional details about long-term incentives issued to Executive KMP are set out in the Company's remuneration report.
- Infomedia acquired Intellegam GmbH during the financial year ended 30 June 2025. Any potential contingent consideration to be settled in the future will be partly in the form of Infomedia Ltd ordinary shares. As at 30 June 2025, the contingent consideration liability recognised on the statement of financial position has not been included as dilutive potential ordinary shares in the diluted earnings per share calculation.

Adjusted earnings per share\*

	2025 \$'000	2024 \$'000
Reported profit after income tax attributable to the owners of Infomedia Ltd	16,694	12,683
Add: Acquisition expenses (tax effected)	5,402	8,174
<b>Net Profit After Tax Adjusted (NPATA)</b>	<u>22,096</u>	<u>20,857</u>

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**Note 2. Earnings per share (continued)**

	Number	Number
Weighted average number of ordinary shares used in calculating adjusted basic earnings per share	375,559,244	375,010,517
Weighted average number of ordinary shares used in calculating adjusted diluted earnings per share	378,272,023	376,454,899
	<b>2025 Cents</b>	<b>2024 Cents</b>
Adjusted basic earnings per share	5.88	5.56
Adjusted diluted earnings per share	5.84	5.54

\* The Directors believe the presentation of “adjusted earnings per share” provides a useful measure to assess the performance of the Group by excluding significant one-off items of income and expense to arrive at an adjusted profit measure which reflects the underlying financial performance of the Group. The adjustments disclosed are tax effected and align with note 1 Operating Segments.

**Accounting policy for earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to the owners of Infomedia by the weighted average number of ordinary shares outstanding during the financial year, adjusted for any bonus elements in ordinary shares issued during the financial year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued at no consideration received in relation to dilutive potential ordinary shares.

**Note 3. Equity - dividends**

Dividends paid during the financial year were as follows:

	<b>2025 \$'000</b>	<b>2024 \$'000</b>
Final dividend for the year ended 30 June 2024 of 2.0 cents 100% franked (2023: 1.80 cents 100% franked) per ordinary share	7,496	6,764
Interim dividend for the year ended 30 June 2025 of 2.20 cents 100% franked (2024: 2.20 cents 100% franked) per ordinary share	8,245	8,267
	<u>15,741</u>	<u>15,031</u>

On 25 August 2025, the directors declared a final dividend of 2.0 cents per share to be paid on 18 September 2025. As this occurred after the reporting date, the dividends declared have not been recognised in these financial statements and will be recognised in future financial statements.

**Franking credits**

	<b>2025 \$'000</b>	<b>2024 \$'000</b>
Franking credits available for subsequent financial years based on a tax rate of 30%	<u>6,394</u>	<u>5,276</u>

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### Note 3. Equity - dividends (continued)

The franking credit balance includes:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date;
- any franking debits that will arise from the payment of dividends recognised as a liability at the reporting date; and
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

### Accounting policy for dividends

Dividends are recognised when declared during the financial year.

### Note 4. Revenue and expenses

	2025 \$'000	2024 \$'000
<b>Revenue disaggregated by nature</b>		
Subscription and related revenue	145,373	139,258
Other ancillary service revenue	1,139	1,574
	<u>146,512</u>	<u>140,832</u>
<b>Disaggregation of subscription revenue</b>		
Microcat	61,955	59,106
Superservice	33,241	30,513
InfoDrive	32,965	30,638
SimplePart	17,105	19,001
Intellegam	107	-
	<u>145,373</u>	<u>139,258</u>
	<b>2025 \$'000</b>	<b>2024 \$'000</b>
<b>Employee benefits expenses</b>		
Sales, marketing and support	(22,582)	(23,009)
Product development and management	(32,804)	(31,492)
Data management	(4,009)	(3,860)
Administration	(12,801)	(12,745)
<b>Underlying employee benefits expenses (note 1)</b>	<u>(72,196)</u>	<u>(71,106)</u>
Share-based payment expenses	(1,887)	(469)
Earnout - Intellegam	(965)	-
Earnout - SimplePart	(52)	(6,122)
Capitalised development costs	20,021	19,446
Business restructuring costs	(759)	(2,473)
<b>Total employee benefits expenses</b>	<u>(55,838)</u>	<u>(60,724)</u>
<b>Net finance income</b>		
Finance income	2,688	4,232
Interest expense and lease liabilities finance charges	(354)	(2,257)
Interest expense - contingent consideration (note 18)	(84)	-
	<u>2,250</u>	<u>1,975</u>

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**Note 4. Revenue and expenses (continued)**

**Accounting policies**

*Revenue recognition*

The Group derives the majority of its revenue from recurring 'software as a service' and 'data as a service' subscriptions, where customers are licensed to access and use software and associated support services.

The Group generates the following revenue streams:

Subscription and related revenue:

- subscriptions to the Group's software products including development services for specific reporting or functionality requirements or integration with customers' systems; and
- agency services for advertising support provided to customers.

Other ancillary service revenue:

- ancillary services in the form of software installation and training.

Each of the above services delivered to customers are considered separate performance obligations even though, in practice, they may be governed by a single legal contract with the customer.

Revenue recognition for each of the above revenue streams are as follows:

Subscription and related revenue:

- Subscription revenue:
  - > Customers are typically invoiced monthly, quarterly or yearly based on the terms in the contract with customers, and consideration is payable when invoiced. The consideration received for quarterly or yearly invoices is recognised as contract liabilities.
  - > Revenue is then recognised ratably over the life of the subscription agreement beginning when the customer first has access to the software.
  - > Revenue is calculated based on the number of subscriptions used and fee per subscription, or as a negotiated package for large customers.
- Software development services:
  - > The software development services are typically invoiced as defined in the contract with the customers. Revenue is recognised over time as services are delivered.
  - > Revenue is calculated based on time and/or external supplier costs.
- Agency services:
  - > Revenue is generated when Infomedia acts as an agent and arranges search engine marketing provided by suppliers to customers, and in return obtains a fee based on a set percentage.
  - > The revenue is variable and is not subject to material constraints hence it is recognised at the time the expense is incurred with the supplier as this is when the service is provided to the customer and the performance obligation is satisfied.

Other ancillary service revenue:

- Ancillary services:
  - > The ancillary services are software installation and training and are invoiced as defined in the contract with the customers.
  - > Revenue is recognised either at a point in time or over time depending on how the terms of the service arrangements are satisfied.

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**Note 4. Revenue and expenses (continued)**

*Finance costs*

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

**Note 5. Income tax**

	2025 \$'000	2024 \$'000
<i>Income tax expense</i>		
Current tax	8,454	8,228
Deferred tax - current year	(1,808)	(3,947)
Prior year unders - current and deferred tax	(603)	9
Aggregate income tax expense	<u>6,043</u>	<u>4,290</u>
Deferred tax included in income tax expense comprises:		
Increase in deferred tax assets	(2,128)	(2,219)
Increase/(decrease) in deferred tax liabilities	320	(1,728)
Deferred tax - current year	<u>(1,808)</u>	<u>(3,947)</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense	<u>22,737</u>	<u>16,973</u>
Tax at the statutory tax rate of 30%	6,821	5,092
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Research and development deduction	(1,691)	(1,435)
Effects of foreign tax rates difference	409	692
Non-deductible expenses	<u>1,107</u>	<u>(68)</u>
	<u>6,646</u>	<u>4,281</u>
Prior year unders - current and deferred tax	<u>(603)</u>	<u>9</u>
Income tax expense	<u>6,043</u>	<u>4,290</u>
<b>Amounts (credited)/charged directly to equity</b>		
Income tax	<u>(20)</u>	<u>(318)</u>

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**Note 5. Income tax (continued)**

	2025 \$'000	2024 \$'000
<b>Deferred tax asset</b>		
Deferred tax asset comprises temporary differences attributable to:		
Provisions	3,829	3,338
Share-based payments	206	132
Exchange differences	26	338
Property, plant and equipment	-	23
Accruals and earnout	5,600	5,797
Intangible assets	3,024	1,883
Carried forward losses	1,147	-
Offset against deferred tax liabilities	(5,054)	(4,497)
Deferred tax asset	<u>8,778</u>	<u>7,014</u>
<b>Movements:</b>		
Opening balance	7,014	4,795
Credited to profit or loss	2,128	2,219
Exchange differences	193	36
Reversal of offset against deferred tax liabilities	4,497	4,461
Offset against deferred tax liabilities	(5,054)	(4,497)
Closing balance	<u>8,778</u>	<u>7,014</u>
	<b>2025 \$'000</b>	<b>2024 \$'000</b>
<b>Deferred tax liability</b>		
Deferred tax liability comprises temporary differences attributable to:		
Capitalised development costs	11,754	12,609
Property, plant and equipment	192	233
Prepayments	156	166
Exchange differences	1,263	293
Intangible assets	729	162
Share-based payments trust contributions	82	42
Other	70	47
Offset against deferred tax assets	(5,054)	(4,497)
Deferred tax liability	<u>9,192</u>	<u>9,055</u>
<b>Movements:</b>		
Opening balance	9,055	10,784
Charged/(credited) to profit or loss	320	(1,728)
Additions through business combinations (note 17)	125	-
Exchange differences	249	35
Reversal of offset against deferred tax assets	4,497	4,461
Offset against deferred tax assets	(5,054)	(4,497)
Closing balance	<u>9,192</u>	<u>9,055</u>



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Note 5. Income tax (continued)

	2025 \$'000	2024 \$'000
<b>Income tax receivable</b>		
Income tax receivable	509	951
	<b>2025 \$'000</b>	<b>2024 \$'000</b>
<b>Provision for income tax</b>		
Provision for income tax	1,918	2,342

**Critical accounting judgements, estimates and assumptions**

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain, for example, research and development claims. The Group recognises liabilities for anticipated tax based on the Group's current understanding of the relevant tax regulations. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Company has made claims under the research and development tax incentive provided by the Australian and United States of America Government (R&D incentive). The R&D incentive is claimed by way of self-assessment by the Company.

**Accounting policy for income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

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**Note 6. Non-current assets - intangibles**

	2025 \$'000	2024 \$'000
Goodwill	31,579	20,971
Capitalised development costs	207,922	191,987
Less: Accumulated amortisation and impairment	(166,285)	(147,078)
	41,637	44,909
Software systems	23,294	22,711
Less: Accumulated amortisation	(22,898)	(19,176)
	396	3,535
Customer relationships	5,119	5,549
Less: Accumulated amortisation and impairment	(4,008)	(3,709)
	1,111	1,840
Brand names	162	160
	74,885	71,415

**Reconciliation**

Reconciliation of the written down values at the beginning and end of the current and previous financial year is set out below:

	Goodwill \$'000	Capitalised development costs \$'000	Software systems \$'000	Customer relationships \$'000	Brand names \$'000	Total \$'000
Balance at 1 July 2023	20,965	48,473	7,360	2,327	160	79,285
Additions	-	19,446	-	-	-	19,446
Amortisation expense	-	(23,009)	(3,888)	(491)	-	(27,388)
Exchange differences	6	(1)	63	4	-	72
Balance at 30 June 2024	20,971	44,909	3,535	1,840	160	71,415
Additions	-	20,021	-	-	-	20,021
Additions through business combinations (note 17)	10,529	-	416	-	-	10,945
Amortisation expense	-	(23,156)	(3,640)	(460)	-	(27,256)
Impairment expense	-	(185)	-	(301)	-	(486)
Exchange differences	79	48	85	32	2	246
Balance at 30 June 2025	31,579	41,637	396	1,111	162	74,885

**Impairment testing**

The Group performs impairment testing for:

- Goodwill and indefinite life intangible assets on an annual basis regardless of whether there are any indicators of impairment; and
- Other intangibles where there are indicators of impairment.

The Group considers the relationship between its market capitalisation and its book value, among other factors, when reviewing for indicators of impairment.

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**Note 6. Non-current assets - intangibles (continued)**

**Goodwill and indefinite life intangible assets**

Goodwill and indefinite life intangible assets acquired through business combinations have been allocated to a cash-generating unit (CGU) for annual impairment testing as follows:

	APAC \$'000	Americas \$'000	EMEA \$'000	Total \$'000
<b>2025</b>				
Goodwill	4,517	10,696	16,366	31,579
Indefinite life intangibles	-	162	-	162
	APAC \$'000	Americas \$'000	EMEA \$'000	Total \$'000
<b>2024</b>				
Goodwill	4,517	10,617	5,837	20,971
Indefinite life intangibles	-	160	-	160

**Impairment assessment**

To conduct impairment testing, the Group compares the carrying value with the recoverable amount of each CGU. The recoverable amount is the higher of value in use or fair value less costs of disposal. An income approach (discounted cash flow methodology) is used to determine the recoverable amount of each CGU.

The key assumptions<sup>1</sup> used in the impairment assessment were as follows:

- APAC: revenue growth rates applied up to 15%; terminal growth rate of 2.5% and post-tax weighted average cost of capital of 10.5%.
- Americas: revenue growth rates applied up to 10%; terminal growth rate of 2.5% and post-tax weighted average cost of capital of 10.5%.
- EMEA: revenue growth rates applied up to 13%; terminal growth rate of 2.5% and post-tax weighted average cost of capital of 10.5%.

The Group calculates the recoverable amount of each CGU through the preparation of a fair value less cost of disposal impairment valuation model. At the end of the current and prior year, the recoverable amount exceeded the carrying value for each CGU and no impairment has been recognised.

No reasonable change in key assumptions would result in the recoverable amount being less than the carrying amount for any CGU.

<sup>1</sup> Key assumptions are those to which the recoverable amount is most sensitive. The approach taken in determining the values assigned to each key assumption was to consider past experience, external sources of information and external advice where relevant.

**Critical accounting judgements, estimates and assumptions – research and development**

The key judgements relating to research and developments include:

- determining the portion of the internal salary and on-costs that are directly attributable to development of the Group's product suite and software; and
- identifying and assessing the technical feasibility of completing the intangible asset and generating future economic benefits.

An impairment loss is recognised if the carrying amount of the development asset exceeds its recoverable amount.

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**Note 6. Non-current assets - intangibles (continued)**

The Group determines the estimated useful lives for the capitalised development costs. The useful lives could change significantly as a result of technical innovations or some other event. The amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or items no longer in use will be written off or written down.

**Accounting policy for intangible assets**

*Goodwill*

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed if the related asset subsequently increases in value.

*Capitalised development costs*

Research costs are expensed in the period in which they are incurred. Capitalised development costs represent the up-front costs of developing new products or enhancing existing products to meet customer needs. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably.

Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of four to five years.

*Software systems*

Software systems acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of four years.

*Customer relationships*

Customer relationships acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their estimated finite useful life of three to nine years.

*Brand names*

Brand names acquired in a business combination are capitalised as an asset. The brand is recognised as having an infinite useful life when there is no foreseeable limit to the period over which the brand is expected to generate cash flows. Brand names are carried at cost less accumulated impairment.

**Accounting policy for impairment of non-financial assets**

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of (a) an asset's fair value less costs of disposal; and (b) value-in-use. Assets that do not have independent cash flows are grouped together to form a CGU.

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Note 7. Current assets - trade and other receivables

	2025 \$'000	2024 \$'000
Trade receivables	18,268	18,760
Less: Allowance for expected credit losses	(780)	(656)
	<u>17,488</u>	<u>18,104</u>
Other receivables	172	680
	<u>17,660</u>	<u>18,784</u>

Allowance for expected credit losses

The Group has recognised a loss of \$413,000 (2024: \$418,000) in profit or loss in respect of the expected credit losses for the year ended 30 June 2025.

	Carrying amount		Allowance for expected credit losses	
Aging profile	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'000
Current	11,498	12,012	57	149
0 to 30 days	3,126	3,487	33	49
30 to 60 days	1,905	1,300	28	34
Over 60 days	1,739	1,961	662	424
	<u>18,268</u>	<u>18,760</u>	<u>780</u>	<u>656</u>

Movements in the allowance for expected credit losses

	2025 \$'000	2024 \$'000
Opening balance	656	477
Additional provisions recognised	413	418
Amounts written off as uncollectable	(289)	(239)
Closing balance	<u>780</u>	<u>656</u>

Accounting policy for trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, which is inclusive of any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 to 60 days.

The Group adopts a lifetime expected loss approach to estimate credit losses. To measure the expected credit losses, trade receivables have been grouped based on days outstanding.

Critical accounting judgements, estimates and assumptions

The allowance for expected credit losses requires a degree of estimation and judgement. The allowance for expected credit losses is calculated by applying expected credit loss rates to each aged receivables category incorporating manual adjustments where necessary. The expected credit loss rates are determined with reference to recent sales experience, historical collection rates and forward looking information available at the time of preparation. Actual credit losses in future years may be higher or lower than the provided allowance.

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## Note 8. Contract assets

	2025 \$'000	2024 \$'000
Current	468	647
Non-current	-	123
	<u>468</u>	<u>770</u>

### Reconciliation

A reconciliation of the contract asset values at the beginning and end of the current and previous financial year is set out below:

Opening balance	770	1,247
Accrued revenue recognised	2,931	2,057
Subsequently invoiced and transferred to trade receivables	(3,297)	(2,517)
Exchange differences	64	(17)
	<u>468</u>	<u>770</u>

Closing balance

### Accounting policy for contract assets

Contract assets are recognised over the period in which performance obligations are completed and represent the Group's right to consideration for the services provided to date but not yet invoiced.

## Note 9. Leases

### 9(a). Right-of-use assets

	2025 \$'000	2024 \$'000
Right-of-use assets	12,827	12,948
Less: Accumulated depreciation	<u>(5,936)</u>	<u>(5,086)</u>
	<u>6,891</u>	<u>7,862</u>

The Group leases buildings for its offices under agreements of between 1 to 7 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

### Reconciliation

A reconciliation of the written down values at the beginning and end of the current and previous financial year are set out below:

	2025 \$'000	2024 \$'000
Opening balance	7,862	11,947
Lease modifications	1,588	(1,609)
Depreciation	(2,624)	(2,487)
Exchange differences	65	11
	<u>6,891</u>	<u>7,862</u>

Closing balance

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**Note 9. Leases (continued)**

**Accounting policy for right-of-use assets**

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

**9(b). Lease liabilities**

	2025 \$'000	2024 \$'000
Current	2,399	2,428
Non-current	5,148	5,946
	<u>7,547</u>	<u>8,374</u>

**Reconciliation**

A reconciliation of lease liabilities at the beginning and end of the current and previous financial year is set out below:

	2025 \$'000	2024 \$'000
Opening balance	8,374	12,198
Lease modifications	1,588	(1,762)
Lease payments (AASB 16 rent adjustment)	(2,788)	(2,633)
Interest charges	353	407
Exchange differences	20	164
Closing balance	<u>7,547</u>	<u>8,374</u>

Future lease payments relating to lease liabilities are disclosed in note 14.

Interest and finance charges on lease liabilities are disclosed in note 4.

**Critical accounting judgements, estimates and assumptions - Lease term**

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

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## Note 9. Leases (continued)

### Critical accounting judgements, estimates and assumptions - Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

### Accounting policy for lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties.

The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred. Variable lease payments include rent concessions in the form of rent forgiveness.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

## Note 10. Provisions

	2025 \$'000	2024 \$'000
<b>Lease make good</b>		
Current	183	27
Non-current	1,035	1,383
	<u>1,218</u>	<u>1,410</u>

The provision represents the present value of the estimated costs to make good the premises leased by the Group at the end of the respective lease terms.

### Reconciliation

A reconciliation of the lease make good provision at the beginning and end of the current and previous financial year is set out below:

	2025 \$'000	2024 \$'000
Opening balance	1,410	1,372
Payments	(103)	-
Releases	(176)	-
Interest charges	38	39
Exchange differences	49	(1)
Closing balance	<u>1,218</u>	<u>1,410</u>



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**Note 10. Provisions (continued)**

**Accounting policy for provisions**

Provisions are recorded for estimated make-good expenses for the Group's leased properties. The provision is an estimate of costs for property remediation that is expected to be required in the future.

**Note 11. Contract liabilities**

	2025 \$'000	2024 \$'000
Current	6,134	5,179

**Reconciliation**

A reconciliation of the contract liabilities values at the beginning and end of the current and previous financial year is set out below:

	2025 \$'000	2024 \$'000
Opening balance	5,179	5,624
Billings in advance	14,722	11,002
Transfer to revenue - included in the opening balance	(5,172)	(5,587)
Transfer to revenue - performance obligations satisfied in the current financial period	(8,410)	(5,813)
Exchange differences	(185)	(47)
Closing balance	6,134	5,179

**Accounting policy for contract liabilities**

Contract liabilities represent the Group's obligation to transfer services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the services to the customer.

**Note 12. Employee benefits**

	2025 \$'000	2024 \$'000
<b>Current</b>		
Employee benefits payable	5,986	4,588
SimplePart earnout accrual	-	3,291
Intellegam earnout accrual (note 17)	874	-
Annual leave and long service leave provision	4,028	4,020
Cash settled long-term incentive	-	41
	10,888	11,940
<b>Non-current</b>		
Long service leave provision	684	544
Intellegam - cash settled share-based payments (note 17, 20)	49	-
Cash settled long-term incentive	5	77
	738	621

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## Note 12. Employee benefits (continued)

### Accounting policy for employee benefits

#### Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

#### Other long-term employee benefits

The liability for long service leave not expected to be settled within 12 months of the reporting date is measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

#### Earnout accrual

Arrangements for contingent payments to selling shareholders in a business combination are recognised as remuneration for post-combination services where the employment of the selling shareholder is a condition precedent for the earn-out to be earned. A liability is raised on a monthly basis for the expected contingent payments that will occur at the end of an earnout period. They are accrued equally over the term, if the payments are forfeited on termination of employment of the selling shareholders, the liability is released to the profit or loss.

Liabilities for remuneration benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for remuneration benefits not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

## Note 13. Equity - issued share capital

	2025 Shares	2024 Shares	2025 \$'000	2024 \$'000
Ordinary shares - fully paid	378,419,690	375,787,000	108,619	105,196
Treasury shares held in trust - fully paid	(1,088,365)	(1,161,638)	(1,770)	(1,907)
	<u>377,331,325</u>	<u>374,625,362</u>	<u>106,849</u>	<u>103,289</u>

### Movements in ordinary share capital

Details	Date	Shares	Price	\$'000
Balance	1 July 2023	<u>375,787,000</u>		<u>105,196</u>
Balance	30 June 2024	375,787,000		105,196
Shares issued for purchase of Intellegam (note 17)	5 March 2025	2,877,411	\$1.30	3,741
Share buy-back		<u>(244,721)</u>	<u>\$1.30</u>	<u>(318)</u>
Balance	30 June 2025	<u>378,419,690</u>		<u>108,619</u>

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### Note 13. Equity - issued share capital (continued)

#### Movements in treasury shares held in trust

Details	Shares	Price	\$'000
Balance 1 July 2023	839,040		1,208
Purchase of treasury shares during the year	885,613	\$1.69	1,500
Issue/distribution of treasury shares during the year	(563,015)	\$1.42	(801)
Balance 30 June 2024	1,161,638		1,907
Purchase of treasury shares during the year	199,518	\$1.33	265
Issue/distribution of treasury shares during the year	(272,791)	\$1.47	(402)
Balance 30 June 2025	<u>1,088,365</u>		<u>1,770</u>

#### Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of shares held, taking into account amounts paid on those shares. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital. Each member represented at a general meeting, whether in person or by proxy, shall have one vote on a show of hands. Each share carries one vote upon a poll.

#### Treasury shares held in trust

Treasury shares are ordinary shares of the Company purchased on market by the trustee of the Infomedia Employee Share Scheme Trust. The treasury shares are held on trust for the purpose of meeting future obligations in connection with the Company's long term employee incentive scheme. Trust shares are allocated or transferred to recipients upon vesting and exercise of long-term incentives. Further details about the Company's long term incentives are set out in note 20 to these financial statements.

#### Share buy-back

On 18 February 2025, Infomedia Ltd announced an on-market share buy-back of up to 18,789,350 ordinary shares, representing approximately 5% of the Company's issued share capital. The buy-back was authorised by the Board and commenced on 3 March 2025. As at 6 August 2025, the buy-back program was suspended. During FY25, Infomedia repurchased a total of 244,721 ordinary shares at an average price of \$1.30 per share, resulting in a total consideration of approximately \$317,736, net of transaction costs. Shares repurchased have been cancelled and accounted for as a reduction in issued capital.

#### Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue its listing on the Australian Securities Exchange, provide returns for shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares and take on borrowings.

The capital risk management policy remains unchanged from the 2024 Annual Report.

#### Accounting policy for issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

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### Note 14. Financial instruments

#### Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include the identification and analysis of both the risk exposure of the Group as well as the appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks where appropriate. Finance reports to the Board on a regular basis.

The Group uses various methods to measure different risk types, including sensitivity analysis for foreign currency risk and aging analysis for credit risk.

#### Market risk

##### Foreign currency risk

The Group operates and trades in three major economic currency regions (Asia Pacific; Europe, Middle East and Africa; and Americas, including North America and Latin and South Americas); and as a result, exposures to exchange rate fluctuations arise. These exposures mainly arise from the subscriptions for the Group's products and to a lesser extent the associated costs relating to these products. As the Group's product offerings are typically made on a recurring monthly subscription basis, there is a relatively high degree of reliability in estimating a proportion of future net cash flow exposures.

In addition to the transactional sale of products, the Group's investment in both its European and United States subsidiaries, the Group's statement of financial position can be affected by movements in both the Euro ('EUR') and United States dollar ('USD') against the Australian dollar ('AUD'), with a corresponding impact to the foreign currency reserve in equity.

The carrying value of material foreign currency denominated cash and cash equivalents are as follows:

	2025 \$'000	2024 \$'000
United States Dollars (USD)	29,916	22,340
European Union Euros (EUR)	8,124	3,091
British Pounds (GBP)	848	516
	<u>38,888</u>	<u>25,947</u>

The Group had cash denominated in foreign currencies of \$38.888 million as at 30 June 2025 (2024: \$25.947 million). Based on this exposure, had the Australian dollar weakened or strengthened by 10% against these foreign currencies with all other variables held constant, the impact to the Group's profit after tax for the year would have been as follows:

	2025 \$'000	2024 \$'000
Australian dollar weakened by 10%	2,726	1,320
Australian dollar strengthened by 10%	(2,726)	(1,320)

The percentage change is the expected overall volatility of the significant currencies, based on management's assessment of reasonable possible fluctuations. The actual net foreign exchange loss for the year ended 30 June 2025 was \$0.859 million (2024: gain of \$0.420 million).

##### Interest rate risk

The Group is not exposed to significant interest rate risk.

The Group had the following cash and cash equivalents and associated weighted average variable interest rates at the reporting date:



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**Note 14. Financial instruments (continued)**

	Weighted average interest rate %	2025 Balance \$'000	Weighted average interest rate %	2024 Balance \$'000
Cash at bank	0.00%	22,544	0.16%	16,849
Cash on deposit	4.35%	62,096	4.99%	53,594
		<u>84,640</u>		<u>70,443</u>

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk of the Group mainly arises from cash and cash equivalents and trade and other receivables.

The cash and cash equivalents are placed with major banks in those countries where the Group operates and therefore the credit risk is minimal.

The Group's trade receivables credit risk is spread broadly across automotive manufacturers, distributors and dealerships. Receivable balances are continually monitored with the result that the Group's exposure to bad debts is not significant. As the products typically have a monthly life cycle with relatively low subscription prices, the concentration of credit risk is relatively low with the exception of automotive manufacturers.

Since the Group trades only with recognised third parties, collateral is not requested nor is it the Group's policy to securitise its trade and other receivables. The aging analysis as disclosed in note 7 shows that majority of the Group's trade receivables are within the normal credit term and the receivables impairment loss is not material.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of the provisions matrix for credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan and a failure to make contractual payments for a period greater than 1 year even with active debt collection activities.

**Liquidity risk**

Liquidity risk is the risk of not being able to meet payment obligations as and when they are due and payable.

The Group's exposure to liquidity risk is minimal given the relative strength of the statement of financial position and cash flows from operations.

Given the nature of the Group's operations and no borrowings, the Group does not have fixed or contractual payments at the reporting date other than operating leases and contingent consideration.

Contingent consideration is payable over the next 3-6 years with up to 50% settled in Infomedia Ltd's ordinary shares and the remainder in cash. The amount to be paid is determined based on the Cash EBITDA of Intellegam multiplied by Infomedia's Cash EBITDA multiple, subject to a cap or floor, if applicable (refer to note 17).

The remaining contractual maturity of the Group's financial liabilities are as stated in the statement of financial position and are less than 60 days.

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**Note 14. Financial instruments (continued)**

The Group's financial instruments exposed to interest rate and liquidity risk are:

- cash and cash equivalents, minimal exposure to interest rate risk; and
- lease liabilities which are discounted at a fixed interest rate for financial reporting purposes.

	2025 \$'000	2024 \$'000
Discounted contractual maturity of lease liabilities:		
Not later than one year	2,399	2,428
Later than one year, but not later than 5 years	5,019	5,946
Later than 5 years	129	-
	<u>7,547</u>	<u>8,374</u>
• trade and other receivables and trade and other payables which are non-interest bearing and with credit terms generally between 30 to 60 days:		
	2025	2024
Cash and cash equivalents	84,640	70,443
Trade and other receivables	17,660	18,784
	<u>102,300</u>	<u>89,227</u>
Trade and other payables	<u>(10,343)</u>	<u>(8,379)</u>
Surplus trade and other receivables	<u>91,957</u>	<u>80,848</u>

**Note 15. Contingencies and commitments**

The Group has given guarantees in respect of the performance of contracts entered into in the ordinary course of business. The amount of these guarantees provided by the Group, for which no amounts are recognised in the consolidated financial statements as at 30 June 2025 was \$3.153 million (2024: \$2.970 million).

Infomedia Limited is a participant in a certified class action settlement in the United States District Court for the Western District of Wisconsin, relating to alleged antitrust violations by CDK Global, LLC and The Reynolds and Reynolds Company.

The outcome of this settlement is subject to final court approval and determination of responsibility for legal and other fees to be deducted from settlement. The class action is expected to be settled in FY26. It is probable that an inflow of economic benefits will occur and accordingly, the matter has been disclosed as a contingent asset. No asset has been recognised in the financial statements.

**Note 16. Events after the reporting period**

On 6 August 2025, Infomedia Ltd announced it had entered into a binding Scheme Implementation Agreement (SIA) with McQueen BidCo Pty Ltd, an entity ultimately owned by funds managed by TPG Capital. The agreement is for TPG Capital to acquire 100% of the shares in Infomedia. The transaction is subject to shareholder and court approval, and a scheme booklet will be released to shareholders in due course.

The directors have determined this to be a non-adjusting subsequent event, as the conditions giving rise to the event occurred after the reporting period. Consequently, no adjustments have been made to the amounts recognised in the financial statements for the year ended 30 June 2025. The financial effects of this transaction will be reflected in future reporting periods.

No other matter or circumstance has arisen since 30 June 2025 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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**Note 17. Business combinations**

*Acquisition of 50% of Intellegam GMBH*

On 5 March 2025 ('acquisition date') Infomedia acquired 50% of the issued share capital of Intellegam GmbH ('Intellegam'), a European AI start-up company. Intellegam's technologies will be integrated into Infomedia's core product suite to enable Infomedia to offer additional AI features and functionality to its customers.

Infomedia and Intellegam also entered into a contractual agreement that provides Infomedia with control of Intellegam's key decision-making body. As a result, Infomedia obtained control of Intellegam on 5 March 2025 and Intellegam is included in Infomedia's consolidated financial statements from that date.

On the same date, Infomedia and Intellegam entered into put and call options over the remaining 50% of Intellegam's equity. Intellegam's minority shareholders can require Infomedia to acquire their shares on 31 December 2028, 30 September 2030 and 30 June 2031 subject to certain financial performance conditions and subject to the minority shareholders remaining employed by Intellegam.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

<b>Purchase consideration</b>	<b>\$'000</b>
Cash consideration	2,860
Contingent consideration	6,478
Equity consideration	3,741
<b>Total purchase consideration</b>	<b>13,079</b>

**Cash payments made to sellers**

An additional EUR 1,952,000 is payable to the sellers in four six-monthly instalments, conditional on their continuing employment with Intellegam. These payments will be accounted for as employee benefits and recognised as an expense over the two-year service period.

**Equity consideration**

The fair value of the 2,877,411 shares issued as part of the consideration paid for Intellegam was based on the published share price on 5 March 2025 of \$1.30 per share.

**Contingent consideration**

Pursuant to the Share Purchase agreement, some of the consideration will be settled based on future years' actual financial performance of the acquired business determined on contractual terms and thus was recognised as contingent consideration by the Group. Refer to fair value measurement section below for further details of fair value of the contingent consideration.

**Provisional accounting**

The accounting for the acquisition remains provisional as at the date of this report. Management is in the process of finalising the fair value assessment of assets acquired and liabilities assumed, and the consideration of the allocation, if applicable, of goodwill acquired to the relevant cash-generating units based on the synergies available to those cash-generating units.

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**Note 17. Business combinations (continued)**

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value \$'000
Cash and cash equivalents	2,259
Trade and other receivables	75
Other current assets	14
Property, plant and equipment	33
Identifiable intangible assets – software systems	416
Trade and other payables	(14)
Deferred revenue	(64)
Other current liabilities	(42)
Deferred tax liability	(125)
Long term liabilities	(2)
Net assets acquired	2,550
Goodwill (note 6)	10,529
Acquisition-date fair value of the total consideration transferred	<u>13,079</u>

The goodwill is attributable to the skills and knowledge of the workforce and will not be deductible for tax purposes.

**Put and call option**

Pursuant to the Share Purchase Agreement, Infomedia and Intellegam entered into put and call options over the remaining 50% of Intellegam's equity.

The put options provide the minority shareholders with a right to require Infomedia to acquire their remaining shares in Intellegam, subject to certain conditions. If certain financial performance conditions are met, options over 20% of Intellegam's equity are exercisable on 31 December 2028 and options over 30% of Intellegam's equity are exercisable on 30 September 2030. If the financial performance conditions are not met, the minority shareholders may require Infomedia to acquire their remaining shares on 30 June 2031.

The put options may only be exercised if the minority shareholders remain employed by Intellegam at the relevant exercise dates. Should a minority shareholder leave employment, the other shareholders (including Infomedia) are entitled to acquire the shares at a twenty percent discount. The consideration payable by Infomedia on exercise of the options is at fair value, subject to a cap, to be settled in a mix of cash and Infomedia ordinary shares. The twenty percent of the value of the put option which is contingent upon the minority shareholders' continuing employment is accounted for as cash and equity settled share based payments (earnout payment reserve, note 20(d)).

The remaining 80% of the put option and the call option have been accounted for as contingent consideration. The call option provides Infomedia with a right to buy the selling shareholder's shares at fair value, subject to a floor and cap. This contingent consideration has been measured at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as a liability are recognised in profit or loss (refer to note 18).

Consistent with this conclusion, Intellegam's minority shareholders no longer have access to returns from Intellegam in their capacity as shareholders. Therefore no non-controlling interest has been recognised and the business combination has been accounted for on the basis that it is, in substance, an acquisition of 100% of Intellegam.

**Non-controlling interest**

No non-controlling interest has been recognised upon acquisition of 50% of Intellegam as the options have been deemed to transfer access to the returns associated with ownership of the sellers shares to Infomedia and the consideration for the exercise of the options is attributed to remuneration of the sellers for their services as employees in line with AASB 3 Share-Based Payment.

**Acquired receivables**

The fair value of acquired trade receivables is \$75,000. The gross contractual amount for trade receivables is \$75,000, with a loss allowance of nil on acquisition.



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**Note 17. Business combinations (continued)**

**Revenue and profit contribution**

The acquired business contributed revenues of \$107,000 and net loss of \$125,000 to the group for the period from 5 March to 30 June 2025.

If the acquisition had occurred on 30 June 2024, consolidated pro-forma revenue and loss for the year ended 30 June 2025 would have been \$861,000 and \$73,000, respectively.

These amounts have been calculated using the subsidiary's results, which are adjusted for the following items:

- Differences in the accounting policies between the Group and the subsidiary, and
- The additional depreciation and amortisation that would have been charged on the assumption that the fair value adjustments to property, plant and equipment and intangible assets had applied from 30 June 2024, together with the consequential tax effects.

**Purchase consideration - cash outflow**

	2025 \$'000
Cash outflow, to acquire subsidiary, net of cash acquired	
Cash consideration	2,860
Less: cash acquired	<u>(2,259)</u>
Net outflow of cash - investing activities	<u>601</u>

**Accounting policy for business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Arrangements for contingent payments to selling shareholders are recognised as remuneration for post-combination services where the employment of the selling shareholder is a condition precedent for the earn-out to be earned. A liability is raised on a monthly basis for the expected contingent payments that will occur at the end of an earnout period. They are accrued equally over the term, if the payments are forfeited on termination of employment of the selling shareholders, the liability is released to the profit or loss.

Liabilities for remuneration benefits expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for remuneration benefits not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date.

Arrangements for contingent payments to selling shareholders where there are no conditions precedent related to the employment of selling shareholders are recognised as contingent consideration at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as a liability are recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

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**Note 17. Business combinations (continued)**

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

**Note 18. Fair value measurement - contingent consideration**

**Fair value hierarchy**

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3: Unobservable inputs for the asset or liability.

The Group's only financial instrument measured at fair value as at 30 June 2025 is contingent consideration (2024: nil)

2025	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
<b>Liabilities</b>			
Contingent consideration - current	-	-	-
Contingent consideration - non-current	-	-	6,562
Total liabilities	-	-	6,562

**Valuation techniques for fair value measurements categorised within level 3**

The contingent consideration arose on the acquisition of Intellegam (refer to note 17). Fair value was estimated based on the Cash EBITDA of Intellegam multiplied by Infomedia's Cash EBITDA multiple, subject to the cap or floor if applicable. Any settlement of contingent consideration will be a mix of cash and Infomedia Ltd's ordinary shares. The cash and equity split is at the discretion of Infomedia's board, with a minimum cash requirement of 50%. Any variation in the mix at settlement will be recognised as income or expense in Infomedia Ltd's profit or loss.

**Level 3 liabilities**

**Reconciliation**

A reconciliation of level 3 liabilities at the beginning and end of the current and previous financial year is set out below:

	2025 \$'000	2024 \$'000
Opening balance	-	-
Contingent consideration acquired in business combination	6,478	-
Release of finance costs during the financial year	84	-
Closing balance	6,562	-

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### Note 18. Fair value measurement - contingent consideration (continued)

#### Accounting policy for fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

#### Critical accounting judgements, estimates and assumptions

The Group's contingent consideration liability is measured at fair value at the end of each reporting period. The information provided below is about how the fair value of this financial liability is determined, including the valuation technique and inputs used.

- Fair value hierarchy: level 3;
- Valuation technique: based on the Cash EBITDA of Intellegam multiplied by Infomedia's Cash EBITDA multiple, subject to the cap or floor if applicable, recognised on acquisition;
- Significant unobservable inputs: forecast results of the business and the discount rate; and
- Relationship of unobservable inputs to fair value: the estimated fair value would increase/decrease if the forecast Cash EBITDA or discount rate were higher/lower.

### Note 19. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described at the end of each relevant notes:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2025 %	2024 %
IFM Europe Limited	United Kingdom	100%	100%
IFM Americas Inc.	USA	100%	100%
Nidasu Pty Limited	Australia	100%	100%
SimplePart, LLC	USA	100%	100%
IFM Deutschland GmbH	Germany	100%	100%
Intellegam GmbH*	Germany	50%	-

\* Infomedia Ltd acquired 50% of Intellegam GmbH on 5 March 2025 (note 17).

Infomedia Ltd is the ultimate parent entity of the Group.

#### Transactions with related parties

During the year ended 30 June 2025, there was no revenue (2024: \$91,925) earned from related parties. All transactions were made at arm's length on normal commercial terms and conditions and at market rates.

#### Receivable from and payable to related parties

There were no trade receivables or trade payables to related parties at the current and previous reporting date.

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## **Note 19. Interests in subsidiaries (continued)**

### **Loans to/from related parties**

There were no loans to or from related parties at the current and previous reporting date.

## **Note 20. Share-based remuneration**

The Group provides eligible employees (including key management personnel but excluding non-executive directors) with long-term incentives (LTIs) in the form of share-based payments. LTIs are an integral part of the Group's remuneration policy.

The ultimate objective of share-based remuneration is to incentivise and align executives with delivery of long-term shareholder value.

Performance based LTIs align participants to the longer-term strategies, goals and objectives of the Group, and provide greater incentive for senior employees to have broader involvement and participation in the Group beyond their immediate roles.

Retention based LTIs help the Group to attract and retain skilled and experienced senior employees.

Obligations under share-based payment arrangements are settled by either issuing new ordinary shares in the Company or acquiring ordinary shares of the Company on market. Alternatively, the Board retains discretion to settle LTIs in cash in appropriate circumstances. LTIs are governed by the terms of the Company's Long Term Incentive Plan ('the Plan').

Trading in the Company's shares is governed by the Company's Securities Trading Policy. The policy restricts employees from trading in the Company's shares when they are in a position to be aware, or are aware, of price sensitive information. Designated employees are restricted from trading shares outside defined trading windows without prior Board approval.

The Remuneration, People and Culture Committee recommends to the Board to approve each employee's participation in the Plan. All LTIs are issued by the Company.

The following LTIs are currently on issue:

### **Note**

- 20(a). Performance Rights (PRs)
- 20(b). Share Appreciation Rights (SARs)
- 20(c). Equity Bonus Plan Rights (EBPRs) and Restricted Stock Units (RSUs)
- 20(d). Options

### **20(a). Performance Rights (PRs)**

#### **General terms of PRs currently on issue:**

- The Board approves the issue of PRs to eligible employees subject to the Plan rules.
- PRs are granted for nil consideration and no strike price is payable upon exercise.
- PR vesting conditions are not market related and are conditional on meeting the performance hurdles described below.
- PRs automatically lapse if vesting conditions are not met.
- Eligible employees must remain employed at any relevant vesting and/or exercise date, subject to limited exceptions contained in the Plan rules.
- Vested PRs may be exercised up to a specified number of years after the grant date.
- The Plan provides for Board discretion to adjust the performance measures for non-trading items as well as other items affecting underlying earnings.
- The Board determines the number of PRs to vest based on the outcome of the performance hurdles.
- No dividend or voting rights are attached to PRs until they are exercised and converted into fully paid ordinary shares.
- Upon exercise, each PR converts into one fully paid ordinary share of the Company.
- The fair value of the PRs at grant date is estimated by an external party with reference to the share price in accordance with the applicable accounting standard (AASB 2 Share-Based Payments).



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### Note 20. Share-based remuneration (continued)

#### PRs outstanding at 30 June 2025:

Financial year in which PRs were issued	2025	2024	2024	2023
Grant date	14-Mar-25	15-May-24	13-Dec-23	21-Mar-23
Performance period from	01-Jul-24	1-Jul-23	01-Jul-23	01-Jul-22
Performance period to	30-Jun-27	30-Jun-26	30-Jun-26	30-Jun-25
Testing event: release of audited accounts	FY27	FY26	FY26	FY25
Expiry date after grant date	5 years	7 years	7 years	4 years
<b>Performance measure:</b>				
3 year Compound Annual Growth Rate (CAGR) on adjusted earnings per share (cents per share)	5.56	4.03	4.03	4.40
<b>Vesting scale for CAGR:</b>				
Threshold CAGR:	7%	5%	5%	10%
Maximum CAGR:	10%	10%	10%	15%
Stretch CAGR:	13%	N/A	N/A	N/A

Vesting scale is 0% vesting below threshold CAGR.

For FY24 and FY23, once threshold is met, 25% vest, between threshold and maximum CAGR growth, vesting is straight-line pro-rated between 25% and 100%. Upon achievement of maximum CAGR growth, vesting is 100%.

For FY25, performance rights have a target and stretch opportunity. The target opportunity has 70% vesting on achievement of financial metrics and 30% vesting on achievement on strategic performance goals. The stretch opportunity offers an additional 50% vesting on the over-achievement of the financial metrics. The maximum opportunity is therefore 135% (70% target financial metrics, 30% target strategic performance goals and 35% stretch financial metrics). For the financial metrics, once threshold is met 50% vest, between threshold and maximum CAGR growth, vesting is straight-line pro-rated between 50% and 100%. Between maximum and stretch CAGR growth, vesting for the stretch opportunity is straight-line pro-rated between 1% and 100%. Strategic performance goals threshold is if they are partially met, whereby 50% of the opportunity vests, between partially met and met, vesting is straight-line pro-rated between 50% and 100%.

	2025	2024	2024	2023
<b>Fair value at grant date valuation assumptions:</b>				
Share price	\$1.24	\$1.59	\$1.47	\$1.43
Term	2.5 years	2.3 years	2.7 years	2.4 years
Risk-free interest rate	3.78%	3.97%	3.92%	2.83%
Dividend yield	3.60%	3.40%	3.40%	3.70%

#### Movement in number of issued PRs:

##### 2025

Grant date	Performance period	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
14-Mar-25	30-Jun-27	14-Mar-30	\$1.14	-	1,552,199	-	-	1,552,199
15-May-24	30-Jun-26	15-May-29	\$1.47	16,935	-	-	-	16,935
13-Dec-23	30-Jun-26	31-Aug-31	\$1.34	403,096	-	-	-	403,096
21-Mar-23	30-Jun-25	20-Mar-27	\$1.31	580,197	-	-	-	580,197
				1,000,228	1,552,199	-	-	2,552,427

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**Note 20. Share-based remuneration (continued)**

**2024**

Grant date	Performance period	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
15-May-24	30-Jun-26	15-May-29	\$1.47	-	16,935	-	-	16,935
13-Dec-23	30-Jun-26	31-Aug-31	\$1.34	-	568,193	-	(165,097)	403,096
21-Mar-23	30-Jun-25	20-Mar-27	\$1.31	930,107	-	-	(349,910)	580,197
21-Dec-21	30-Jun-24	20-Dec-25	\$1.33	371,119	-	-	(371,119)	-
29-Mar-21	30-Jun-23	28-Mar-27	\$1.51	132,964	-	-	(132,964)	-
				<u>1,434,190</u>	<u>585,128</u>	<u>-</u>	<u>(1,019,090)</u>	<u>1,000,228</u>

**20(b). Share Appreciation Rights (SARs)**

**General terms of SARs currently issued:**

- The Board approves the issue of SARs to eligible employees subject to the Plan rules.
- SARs are granted for nil consideration and no strike price is payable upon exercise.
- SARs are tested over a three-year performance period and vest proportionally based on the relevant vesting and performance criteria for each grant.
- SARs automatically lapse if vesting conditions are not met.
- Eligible employees must remain employed at any relevant vesting date, subject to limited exceptions contained in the Plan rules.
- Vested SARs may be exercised up to a specified number of years after the grant date.
- The Plan provides for Board discretion to adjust the performance measures for non-trading items as well as other items affecting revenue and underlying earnings.
- No dividend or voting rights are attached to SARs until they are exercised and converted into fully paid ordinary shares.
- Upon exercise SAR holders receive fully paid ordinary shares in the Company equivalent to the growth in share price over the 'Reference Price' calculated for each particular grant, multiplied by the number of vested SARs. The share price must exceed the Reference Price at the time of exercise.
- The fair value of the SARs at grant date is estimated by an external party with reference to the share price in accordance with AASB 2.

**SARs outstanding at 30 June 2025:**

No SARs were issued during the year ended 30 June 2024 and 30 June 2025.

Financial year in which SARs were issued	2025	2024	2023
Grant date	-	-	21-Mar-23
Performance period from	-	-	01-Jul-22
Performance period to	-	-	30-Jun-25
Testing event: release of audited accounts	-	-	FY25
Expiry date after grant date	-	-	4 years
<b>Performance measure:</b>			
Compound Annual Growth Rate (CAGR) Revenue (\$'000)	-	-	120,140
<b>Vesting scale for CAGR:</b>			
Threshold CAGR	-	-	10%
Maximum CAGR	-	-	20%

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### Note 20. Share-based remuneration (continued)

Vesting scale is 0% vesting below threshold CAGR. Once threshold is met, 25% vest, between threshold and maximum CAGR, vesting is straight-line pro-rated between 25% and 100%. Upon achievement of maximum CAGR, vesting is 100%. If CAGR is greater than 20%, then outperformance award comprises of additional shares granted at vesting equivalent to 50% of the shares awarded on exercise of the SARs.

#### Calculation methodology:

Participating employees benefit from potential growth in the Company's share price between the grant and exercise dates. Upon exercise the SARs convert to a number of shares determined by the following calculation:

$$\frac{(\text{SAR End Price} - \text{Reference Price}) \times \text{Number of SARs}}{\text{SAR End Price}} = \text{Number of Shares Vested} + \text{Outperformance Award (where applicable)}$$

Financial year in which SARs were issued	2025	2024	2023
Where:			
<b>SAR End Price:</b> number of days Volume Weighted Average Price (VWAP) of the Company's shares up to exercise date	-	-	5 days
<b>Reference Price:</b> number of days VWAP calculation on the Company's share price	-	-	20 days (a)
(a) following the 2022 Annual General Meeting			
(b) up to and including 30 June 2021			
Reference Price	-	-	\$1.1160
<b>Fair value at grant date valuation assumptions:</b>			
Reference price	-	-	\$1.1160
Share price	-	-	\$1.43
Term	-	-	3.2 years
Risk-free interest rate	-	-	2.82%
Dividend yield	-	-	3.70%
Volatility	-	-	38.00%

#### Calculation methodology:

**Number of SARs** is determined by the following formula:

$$\frac{\text{SAR Award Opportunity (\$)}}{\text{SARs Estimated Value (\$)}}$$

Where:

**SARs estimated value** at the grant date is based on the Cox-Ross-Rubinstein binomial lattice valuation model taking into account the terms and conditions under which the SARs were granted.

#### Movement in number of issued SARs:

##### 2025

Grant date	Performance period	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
21-Mar-23	30-Jun-25	20-Mar-27	\$0.46	1,081,967	-	-	-	1,081,967
21-Dec-21	30-Jun-24	20-Dec-25	\$0.32	640,000	-	(304,000)	(336,000)	-
				1,721,967	-	(304,000)	(336,000)	1,081,967

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## Note 20. Share-based remuneration (continued)

### 2024

Grant date	Performance period	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
21-Mar-23	30-Jun-25	20-Mar-27	\$0.46	1,081,967	-	-	-	1,081,967
21-Dec-21	30-Jun-24	20-Dec-25	\$0.32	1,449,843	-	-	(809,843)	640,000
29-Mar-21	30-Jun-23	28-Mar-27	\$0.40	678,511	-	-	(678,511)	-
				<u>3,210,321</u>	<u>-</u>	<u>-</u>	<u>(1,488,354)</u>	<u>1,721,967</u>

### 20(c). Equity Bonus Plan Rights (EBPRs) and Restricted Stock Units (RSUs)

#### General terms of EBPRs and RSUs currently on issue:

- The Board approves the issue of EBPRs and RSUs to eligible employees subject to the Company's Equity Bonus Plan Rules.
- EBPRs and RSUs are granted and exercised for nil consideration.
- Eligible employees must remain employed by the Company at any exercise date. No other performance hurdles apply.
- EBPRs and RSUs vest in terms of each offer at specified dates.
- Unexercised EBPRs and RSUs automatically lapse and are forfeited after the specified expiry dates.
- Upon vesting and exercise each EBPR or RSU converts into one fully paid ordinary share per EBPR or RSU.
- The fair value of the EBPRs and RSUs at grant date is valued by the Company with reference to the share price in accordance with AASB 2.

#### Movement in number of issued EBPRs:

There was no movement in EBPRs during the year ended 30 June 2025.

### 2024

Grant date	Vesting date	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
14-Oct-21	01-Jul-23	31-Dec-23	\$1.56	34,130	-	-	(34,130)	-
20-Dec-21	01-Dec-23	31-Dec-23	\$1.37	383,923	-	(364,470)	(19,453)	-
				<u>418,053</u>	<u>-</u>	<u>(364,470)</u>	<u>(53,583)</u>	<u>-</u>



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### Note 20. Share-based remuneration (continued)

#### Movement in number of issued RSUs:

##### 2025

Grant date	Vesting date	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
27-Nov-24	1-Jul-26	N/A	\$1.32	-	994,400	-	-	994,400
15-May-24	31-Aug-26	15-May-29	\$1.47	16,935	-	-	-	16,935
15-Jan-24	15-Jan-27	31-Dec-27	\$1.31	35,386	-	-	-	35,386
15-Jan-24	15-Jan-26	31-Dec-27	\$1.36	35,386	-	-	-	35,386
15-Jan-24	15-Jan-25	31-Dec-27	\$1.40	35,385	-	(35,385)	-	-
13-Dec-23	30-Jun-26	31-Aug-31	\$1.34	486,967	-	-	-	486,967
21-Mar-23	01-Jul-25	20-Mar-27	\$1.31	79,152	-	-	-	79,152
21-Mar-23	01-Jul-24	20-Mar-27	\$1.36	79,152	-	(79,152)	-	-
21-Mar-23	30-Jun-25	20-Mar-27	\$1.31	284,498	-	-	-	284,498
23-May-22*	23-May-25	N/A	\$1.08	104,456	-	(104,456)	-	-
				<u>1,157,317</u>	<u>994,400</u>	<u>(218,993)</u>	<u>-</u>	<u>1,932,724</u>

##### 2024

Grant date	Vesting date	Expiry date	Fair value at grant date	Balance at the start of the year	Granted	Vested and exercised	Lapsed or forfeited	Balance at the end of the year
15-May-24	31-Aug-26	15-May-29	\$1.47	-	16,935	-	-	16,935
15-Jan-24	15-Jan-27	31-Dec-27	\$1.31	-	35,386	-	-	35,386
15-Jan-24	15-Jan-26	31-Dec-27	\$1.36	-	35,386	-	-	35,386
15-Jan-24	15-Jan-25	31-Dec-27	\$1.40	-	35,385	-	-	35,385
13-Dec-23	30-Jun-26	31-Aug-31	\$1.34	-	652,064	-	(165,097)	486,967
21-Mar-23	01-Jul-25	20-Mar-27	\$1.31	94,086	-	-	(14,934)	79,152
21-Mar-23	01-Jul-24	20-Mar-27	\$1.36	94,086	-	-	(14,934)	79,152
21-Mar-23	01-Jul-23	20-Mar-27	\$1.42	94,086	-	(94,086)	-	-
21-Mar-23	30-Jun-25	20-Mar-27	\$1.31	634,408	-	-	(349,910)	284,498
23-May-22*	23-May-24	N/A	\$1.14	104,457	-	(104,457)	-	-
23-May-22*	23-May-25	N/A	\$1.08	104,456	-	-	-	104,456
				<u>1,125,579</u>	<u>775,156</u>	<u>(198,543)</u>	<u>(544,875)</u>	<u>1,157,317</u>

\* These RSUs, representing the CEO and Managing Director's one-time sign-on bonus, were deemed granted and reported as unissued EBPRs in the FY22 Remuneration Report subject to Shareholder approval. The RSUs were issued on 9 March 2023.

#### 20(d). Intellegam 20% Put Option

As set out in note 17, on 5 March 2025 Infomedia acquired 50% of the issued share capital of Intellegam. Included in the acquisition agreement was a number of put options which provide the minority shareholders with a right to require Infomedia to acquire their remaining shares. 20% of the value of the put options is contingent on the minority shareholders' continuing employment (vesting condition), along with non-market vesting performance conditions and so have been accounted for as cash and equity settled share based payments.

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**Note 20. Share-based remuneration (continued)**

Equity settled share based payments to minority Intellegam shareholders:

	Option 1	Option 2	Residual option
Vesting & maturity date	31 December 2028	30 September 2030	30 June 2031
Vesting conditions	Performance & service condition	Performance & service condition	Service condition
Intellegam cap valuation <sup>1</sup>	\$120 million	\$400 million	\$10 million
Cash percentage <sup>2</sup>	50%	50%	50%
Equity percentage <sup>2</sup>	50%	50%	50%

<sup>1</sup> The cap valuation is reflective of the value of 100% of Intellegam.

<sup>2</sup> The cash and equity split is at the discretion of the board of Infomedia with a minimum cash requirement of 50%.

As the Residual option is interrelated with Option 1 (8%) and Option 2 (12%) these options are accounted for as two separate options, with variable vesting dates. The cash component is classified as a cash settled share-based payment, where payment is based on the share price.

Under the terms of the put options:

- The amount paid in cash will be based on the Cash EBITDA of Intellegam multiplied by Infomedia's Cash EBITDA multiple, subject to the cap if applicable.
- The amount paid through equity will be based on the Cash EBITDA of Intellegam multiplied by Infomedia's Cash EBITDA multiple, subject to the cap if applicable, converted into Infomedia shares at the date of exercise.

The cash component is measured based on the expected cash payable to the employees and is recognised as an expense over the service period. Any changes to the expected amounts payable are recognised as a change in estimate in each reporting period.

The equity-settled component is based on the valuation of the instruments which is determined on a per-dollar valuation discounted to present value. This valuation is below:

	Option 1 and 2
Share price at grant date	\$1.30
Dividend yield	3.6%
Value per dollar	0.81

The number of Infomedia shares to be issued to the employees on vesting of the equity-settled share-based payment represents a non-market vesting condition and changes are recognised as part of the share-based payment expense in respective period.

At 30 June 2025 the total expected share based payments expense over the vesting period is approximately \$1 million for the cash component and \$0.8 million for the equity component.

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**Note 20. Share-based remuneration (continued)**

**Accounting policy for share-based payments**

Share-based compensation benefits in the form of conditional rights to acquire shares in the Company are provided to some senior employees. The cost of share-based transactions is measured at fair value on grant date. Fair value is estimated using a pricing model that takes into account the exercise price, option term, dilution impact, share price at grant date, price volatility, dividend yield and the risk free interest rate for the term of the option. The pricing model also includes non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No other vesting conditions are taken into account.

The cost of share-based transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods. The cumulative charge to profit or loss is calculated based on the grant date fair value of the LTIs, the best estimate of the number of LTIs that are likely to vest and the expired portion of the vesting period. The total impact for the period arising from share-based payment transactions is included in note 4.

**Note 21. Cash flow information**

**Reconciliation of profit after income tax to net cash from operating activities**

	2025 \$'000	2024 \$'000
Profit after income tax expense for the year	16,694	12,683
Adjustments for:		
Depreciation and amortisation	30,785	30,651
Impairment of intangible assets	486	-
Equity settled share-based payments	1,774	469
Non-cash finance costs - contingent consideration	84	-
Working capital movement due to exchange differences	495	-
Exchange differences	859	(420)
Change in operating assets and liabilities:		
Decrease/(increase) in in trade and other receivables	1,124	(2,589)
Decrease in other assets	549	2,632
Decrease in contract assets	302	477
Decrease/(increase) in income tax receivable	442	(508)
Increase in deferred tax assets	(1,764)	(2,219)
Decrease in trade and other payables	1,966	1,505
Decrease/(increase) in contract liabilities	955	(445)
Increase/(decrease) in provision for income tax	(424)	550
Increase/(decrease) in employee benefits	(935)	4,003
Decrease/(increase) in deferred tax liabilities	137	(1,729)
Net cash from operating activities	53,529	45,060

**Non-cash investing and financing activities**

	2025 \$'000	2024 \$'000
Shares issued for purchase of Intellegam	3,741	-
Issue/distribution of treasury shares	(402)	(801)
	3,339	(801)

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**Note 21. Cash flow information (continued)**

**Changes in liabilities arising from financing activities**

	<b>Lease liabilities \$'000</b>
Balance at 1 July 2023	12,198
Net cash used in financing activities	(2,226)
Lease modifications	(1,762)
Exchange differences	164
	<hr/>
Balance at 30 June 2024	8,374
Net cash used in financing activities	(2,435)
Lease modifications	1,588
Exchange differences	20
	<hr/>
Balance at 30 June 2025	<u><u>7,547</u></u>

**Note 22. Key management personnel disclosures**

**Compensation**

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	<b>2025 \$</b>	<b>2024 \$</b>
Short-term employee benefits	2,598,413	2,356,079
Post-employment benefits	134,862	122,282
Long-term benefits	12,162	4,896
Share-based payments	658,993	272,588
	<hr/>	<hr/>
	<u><u>3,404,430</u></u>	<u><u>2,755,845</u></u>

**Note 23. Parent entity information**

**Statement of profit or loss and other comprehensive income**

	<b>2025 \$'000</b>	<b>Parent 2024 \$'000</b>
Profit after income tax	<hr/> 16,090	<hr/> 11,262
Total comprehensive income	<hr/> 16,090	<hr/> 11,262



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**Note 23. Parent entity information (continued)**

**Statement of financial position**

	2025 \$'000	Parent 2024 \$'000
Total current assets	130,024	122,034
Total assets	211,931	192,214
Total current liabilities	57,373	50,099
Total liabilities	82,311	68,015
Net assets	<u>129,620</u>	<u>124,199</u>
Equity		
Issued share capital	108,619	105,196
Share-based payments reserve	3,169	1,464
Earnout payment reserve	60	-
Retained profits	<u>17,772</u>	<u>17,539</u>
Total equity	<u>129,620</u>	<u>124,199</u>

**Guarantees entered into by the parent entity in relation to the debts of its subsidiaries**

The parent entity guarantees IFM Americas Inc's obligations under the Members Interest Agreement in relation to the acquisition of SimplePart.

**Guarantees**

Other than the guarantees below, there were no unrecognised contingent liabilities as at 30 June 2025 and 30 June 2024.

The parent entity has provided the following:

- Bank guarantee to a maximum value of \$1.056 million (2024: \$1.056 million) relating to lease commitments.
- Other guarantees of \$2.096 million (2024: \$1.914) for lease commitments.

**Capital commitments - Property, plant and equipment**

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2025 and 30 June 2024.

**Significant accounting policies**

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 25 and throughout the accounts, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity.

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## Note 24. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte, the auditor of the Company, and unrelated firms:

	2025 \$	2024 \$
<b>Deloitte and related network firms</b>		
Audit or review of financial reports:		
- Group base fee	379,964	365,350
- Group other audit related fees	88,663	35,000
	<u>468,627</u>	<u>400,350</u>
<b>Other auditors and their related network firms</b>		
Audit or review of financial reports:		
- Subsidiaries	53,543	31,749
Other services:		
- Tax consulting services	24,498	4,668
	<u>78,041</u>	<u>36,417</u>

**Infomedia Ltd**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 25. Basis of preparation and other accounting policies**

Infomedia Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 5, 155 Clarence Street  
Sydney NSW 2000

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 25 August 2025. The directors have the power to amend and reissue the financial statements.

**Basis of preparation**

The accounting policies that are material to the Group are set out either in the respective notes or below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards ('IFRS') Accounting Standards as issued by the International Accounting Standards Board ('IASB').

The accounting policies adopted in the preparation of the financial statements have been consistently applied to all the years presented, unless otherwise stated.

The financial statements are presented in Australian dollars, which is Infomedia Ltd's functional and presentation currency.

**Impact of the initial application of other new and amended Australian Accounting Standards that are effective and applicable for the current year**

In the current year, the Group has applied all amendments to Australian Accounting Standards and Interpretations issued by the Board that are effective for an annual period that begins on or after 1 July 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

**Historical cost convention**

The financial statements have been prepared under the historical cost convention, except for, where applicable, derivative financial instruments, financial assets and liabilities at fair value through profit or loss.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Infomedia as at 30 June 2025 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

**Rounding of amounts**

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

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**Infomedia Ltd**  
**Notes to the consolidated financial statements**  
**30 June 2025**

**Note 25. Basis of preparation and other accounting policies (continued)**

**Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Trade and other payables**

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**Financial assets at amortised cost**

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

**Impairment of financial assets**

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

The loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

**Reserves**

**Share-based payments reserve**

The reserve is used to recognise the value of equity benefits provided to employees as part of their remuneration.

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Infomedia Ltd  
Notes to the consolidated financial statements  
30 June 2025

**Note 25. Basis of preparation and other accounting policies (continued)**

*Foreign currency translation*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenue and expenses of foreign operations are translated into Australian dollars using monthly average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

*Earnout payment reserve*

The reserve is used to recognise the equity portion of the put options from the Intellegam acquisition.

**Comparatives**

Comparative balances have been reclassified to align with current period presentation. These amendments have no material impact on the consolidated financials.

**New Accounting Standards and Interpretations not yet mandatory or early adopted**

At the date of authorisation of these financial statements, the Group has not applied the following new and revised Australian Accounting Standards and Interpretations that have been issued but are not yet effective and may have an impact on the Group:

AASB 2014-10	Sale or contribution of assets between investor and its associate or joint venture
AASB 2023-5 Amendments to Australian Accounting Standards	Lack of Exchangeability
AASB 18	Presentation and disclosure of financial statements
AASB 2024-2 Amendments to Australian Accounting Standards	Classification and measurement of financial instruments
AASB 2025-1 Amendments to Australian Accounting Standards	Contracts Referencing Nature - dependent Electricity

The directors are assessing the impact of the adoption of the Standards listed above and the potential impact on the financial statements of the Group in future periods.

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**Infomedia Ltd**  
**Consolidated entity disclosure statement**  
**As at 30 June 2025**

Entity name	Entity type	Country of incorporation	% of share capital held	Tax Residency	
				Australian tax resident	Foreign Jurisdiction
Infomedia Limited	Public Company	Australia	100%	Yes	N/A
IFM Europe Limited	Private Company	United Kingdom	100%	No	United Kingdom
IFM Americas Inc.	Incorporated Entity	United States of America	100%	No	United States of America
Nidasu Pty Limited	Private Company	Australia	100%	Yes	N/A
SimplePart, LLC	Limited Liability Corporation	United States of America	100%	No	United States of America
IFM Deutschland GmbH	Company with Limited Liability	Germany	100%	No	Germany
Employee Incentive Trust	Trust	Australia	N/A	Yes	N/A
Intellegam GmbH	Company with Limited Liability	Germany	50%	No	Germany

Infomedia Ltd is the parent entity of the Group.

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Infomedia Ltd  
Directors' declaration  
30 June 2025

In the directors' opinion:

- a) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- b) the attached financial statements and notes comply with IFRS Accounting Standards as issued by the International Accounting Standards Board as described in note 25 to the financial statements;
- c) the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- d) the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the financial year ended on that date; and
- e) the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the directors



Jim Hassell  
Interim Chair

25 August 2025

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## Independent Auditor's Report to the Members of Infomedia Ltd

### **Report on the Audit of the Financial Report**

#### *Opinion*

We have audited the financial report of Infomedia Ltd (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- Giving a true and fair view of the Group's financial position as at 30 June 2025 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><b>Capitalised development costs</b></p> <p>As at 30 June 2025, the Group's carrying value of product and software development costs capitalised as intangibles totaled \$41.6m of which \$20.0m is attributable to capitalisation in the current financial year as disclosed in Note 6.</p> <p>Judgement is involved in determining:</p> <ul style="list-style-type: none"> <li>Whether costs incurred qualify for capitalisation in accordance with AASB 138 <i>Intangible Assets</i></li> <li>The quantum of labour costs directly attributable to develop the Group's product suite and software.</li> </ul>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>Understanding the relevant controls over the capitalisation of software development costs</li> <li>On a sample basis, testing capitalised software development costs during the year through the following: <ul style="list-style-type: none"> <li>Assessing management's movement schedule of capitalised labour by agreeing the underlying salaries and related expenses to the respective payroll reports</li> <li>Understanding the significant development projects and activities undertaken during the year</li> <li>Enquiring with project managers involved in product development to understand and assess the basis and rationale for capitalising costs associated with the projects</li> <li>Testing on a sample basis, capitalised labour costs during the year through reviewing timesheets</li> <li>Assessing whether the costs incurred qualify for capitalisation in accordance with the Group's accounting policy and AASB 138 <i>Intangible Assets</i></li> <li>Testing the mathematical accuracy of management's labour capitalisation schedule</li> </ul> </li> <li>Assessing the appropriateness of the disclosure in Note 6 to the financial statements.</li> </ul>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2025, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## *Responsibilities of the Directors for the Financial Report*

The directors of the Company are responsible:

- For the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group in accordance with Australian Accounting Standards; and
- For such internal control as the directors determine is necessary to enable the preparation of the financial report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

## *Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the Group financial report. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on the Remuneration Report**

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 22 to 35 of the Directors' Report for the year ended 30 June 2025.

In our opinion, the Remuneration Report of Infomedia Ltd, for the year ended 30 June 2025, complies with section 300A of the *Corporations Act 2001*.

### *Responsibilities*

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

DELOITTE TOUCHE TOHMATSU  
DELOITTE TOUCHE TOHMATSU



Damien Cork  
Partner  
Chartered Accountants

Sydney, 25 August 2025

### Shareholder information

The following information is presented in compliance with ASX Listing Rules 4.10 (as relevant). The information is current as of 18 August 2025 unless otherwise stated.

#### 1. Number of shareholders, distribution of quoted equity securities and unmarketable parcels as at 18 August 2025

Range	Securities	%	No. of holders	%
100,001 and Over	337,944,866	89.30	88	1.89
10,001 to 100,000	29,476,598	7.79	1,005	21.59
5,001 to 10,000	5,895,993	1.56	748	16.07
1,001 to 5,000	4,509,462	1.19	1,638	35.19
1 to 1,000	592,771	0.16	1,176	25.26
<b>Total</b>	<b>378,419,690</b>	<b>100.00</b>	<b>4,655</b>	<b>100.00</b>
Unmarketable Parcels	0	0.00	0	0.00

#### 2. Top 20 Registered Shareholders as at 18 August 2025

Rank	Name	18 Aug 2025	%IC
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	106,171,538	28.06
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	90,867,193	24.01
3	CITICORP NOMINEES PTY LIMITED	65,032,018	17.19
4	BNP PARIBAS NOMS PTY LTD	13,742,805	3.63
5	WARBONT NOMINEES PTY LTD	8,412,323	2.22
6	MIRRABOOKA INVESTMENTS LIMITED	6,468,818	1.71
7	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	5,299,136	1.40
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	5,041,764	1.33
9	ANACACIA PTY LTD	4,922,969	1.30
10	PALM BEACH NOMINEES PTY LIMITED	3,444,593	0.91
11	BNP PARIBAS NOMINEES PTY LTD	3,291,309	0.87
12	NATIONAL NOMINEES LIMITED	2,921,251	0.77
13	MR PETER ALEXANDER BROWN	1,350,000	0.36
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	1,069,372	0.28
15	PACIFIC CUSTODIANS PTY LIMITED	1,088,365	0.29
16	NEWECONOMY COM AU NOMINEES PTY LIMITED	902,289	0.24
17	HETFLEISCH UG	815,252	0.22
17	ARBITRAGE UG	815,252	0.22
17	BURRICHTER UG	815,252	0.22
18	CERTANE CT PTY LTD	765,000	0.20
19	PACIFIC CUSTODIANS PTY LIMITED	700,711	0.19
20	POWERWRAP LIMITED	538,452	0.14
<b>Total</b>		<b>324,475,662</b>	<b>85.74</b>
<b>Balance of register</b>		<b>53,944,028</b>	<b>14.26</b>
<b>Grand total</b>		<b>378,419,690</b>	<b>100.00</b>



### 3. Substantial shareholders

The share balances in this table are extracted from substantial shareholder notices received by the Company, as at 19 August 2025.

Rank	Shareholder	Number of shares	Voting Power	Date of last notice*
1	Mitsubishi UFJ Group, Inc.	56,021,064	14.80%	19 August 2025
2	First Sentier Group Limited ACN 630 725 558 and its related bodies corporate as notified to the ASX on 18 August 2025	50,771,979	13.42%	18 August 2025
3	Morgan Stanley and its subsidiaries as notified to the ASX on 12 August 2025	46,467,153	12.33%	19 August 2025
4	Sand Grove Capital Management LLP	31,136,595	8.23%	15 August 2025
5	VIBURNUM FUNDS PTY LTD ACN 126 348 990	30,816,719	8.20%	19 November 2024
6	PERPETUAL LIMITED and its related bodies corporate	26,550,701	5.948%	21 March 2025
7	The Goldman Sachs Group, Inc. on behalf of itself and its subsidiaries as notified to the ASX on 18 August 2025	19,980,384	5.25%	18 August 2025
8	Vanguard Group Inc. and its related bodies corporate	18,805,756	5.004%	14 August 2024

Notices received after 19 August 2025 are not included in this analysis. For notices received after 18 August 2025 please refer to: [asx.com.au/asx/v2/statistics/announcements.do](https://asx.com.au/asx/v2/statistics/announcements.do)

### 4. Unquoted Equity Securities – Employee Incentive Plans

Class	Number on issue	Number of holders
Unquoted Share Appreciation Rights	1,081,967	1
Unquoted Performance Rights	2,321,271	9
Unquoted Restricted Stock Units (Equity Bonus Plan)	1,816,856	48

### 5. Escrowed Securities

2,877,411 Fully Paid Ordinary Shares, issued in connection with the acquisition of Intellegam GmbH are held under voluntary escrow until 6 March 2027.

### 6. Voting rights

Fully Paid Ordinary Shares: On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll shall have one vote for each share represented.

Unquoted Share Appreciation Rights, Performance Rights and Restricted Stock Units: No voting rights apply to the holder unless and until the unquoted securities are converted to Fully Paid Ordinary Shares.

### 7. Share buy-back

Infomedia Ltd has a current share buy-back program in place. As at 6 August 2025, the buy-back program was suspended.

### 8. Shares purchased on-market

During the reporting period 199,518 Infomedia Fully Paid Ordinary Shares were purchased on-market at an average price of \$1.33 per share to satisfy vested and future vesting share options or performance rights granted in connection with employee incentive schemes.

### 9. Corporate Governance Statement

Infomedia's 2025 Corporate Governance Statement may be found by visiting <https://www.infomedia.com.au/investors/corporate-governance/corporate-governance-statement/>

### Corporate Directory

INFOMEDIA LTD (ASX:IFM)  
ABN 63 003 326 243

### DIRECTORS

Jim Hassell – Non-Executive Interim Chair  
Jens Monsees – CEO & Managing Director  
Lisa Harker  
Edwina Gilbert  
Joe Powell

### COMPANY SECRETARY

Kamille Dietrich  
Jason McLennan

### CHIEF FINANCIAL OFFICER

Chantell Revie

### REGISTERED OFFICE

Address  
5/155 Clarence Street  
Sydney NSW 2000

Telephone  
+61 2 9454 1434

Website  
[www.infomedia.com.au](http://www.infomedia.com.au)

### SHARE REGISTRY

MUFG Corporate Markets (AU) Limited  
Liberty Place, Level 41, 161 Castlereagh Street  
Sydney, NSW, 2000

Telephone  
+61 1300 554 474

Email  
[support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)

Website  
<https://www.mpms.mufg.com/en/mufg-corporate-markets/au/services/registry/>

### AUDITORS

Deloitte Touche Tohmatsu  
Quay Quarter Tower  
50 Bridge Street  
Sydney NSW 2000

### Annual General Meeting 2025

The 2025 Annual General Meeting will be held on 18th November 2025. Further details about the AGM will be released with the Notice of Meeting.

### Glossary

APAC	Sales region covering the area of Asia Pacific
ARC	Annual recurring cost
ARR	Annual recurring revenue
Cash EBITDA	Cash earnings; identifies the cash impact of investing in development costs that are capitalised: a key internal reporting metric
cps	Cents per share
CRM	Customer Relationship Management
DaaS	Data as a Service
DMS	Dealer Management System
EBITDA	Earnings before interest, tax, depreciation and amortisation
EMEA	Sales region covering the area of Europe, Middle East and Africa
EV	Electric Vehicles
FY25	The financial year from 1 July 2024 to 30 June 2025
MPI	Multipoint inspection
NPAT	Net profit after tax
NPATA	Adjusts NPAT per the income statement for acquisition expenses and purchase price accounting
NSC	National Sales Company being a country or regional distributor for an OEM
OE/OEM	Original Equipment Manufacturer
pcp	Prior corresponding period
ROI	Return on investment
SaaS	Software as a Service

All statements other than statements of historical fact included within this report, including statements regarding future goals and objectives of Infomedia, are forward-looking statements. Forward-looking statements can be identified by such words as 'looking forward', 'anticipate', 'believe', 'could', 'estimate', 'expect', 'future', 'intend', 'may', 'opportunity', 'plan', 'potential', 'project', 'seek', 'will' and other similar words. Future looking statements involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and based on assumptions and estimations regarding future conditions, events and actions. Such statements do not guarantee future performance, involve risk, and uncertainty. Factors such as these are beyond the control of the company, its directors and management and could cause Infomedia's actual results to differ materially from the results expressed in these statements. The Company does not give any assurance that the results, performance or achievements expresses or implied by the forward-looking statements contained in this report will actually occur. Investors are cautioned not to place reliance on these forward-looking statements. Infomedia will where required by applicable law and stock exchange listing requirements, revise forward-looking statements or publish prospective financial information in the future. Whilst all care has been exercised in the preparation of these materials they are not warranted as free from error. Investors should rely on the Company's published statutory accounts when forming any investment decisions.

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