

ASX Market Announcements Office

13 May 2022

UNSOLICITED, NON-BINDING, CONDITIONAL PROPOSAL FROM TA ASSOCIATES

Infomedia Ltd (“Infomedia”, ASX: IFM) refers to the TA Associates Management L.P. (“TA”) announcement in relation to obtaining a 14.5% relevant interest in Infomedia shares via a “Co-operation and Process Agreement” (“Co-operation Agreement”) entered into with Infomedia shareholder Viburnum Funds Pty Ltd (“Viburnum”).

Furthermore, Infomedia confirms that it has received a conditional, non-binding, indicative proposal (“Indicative Proposal”) for the 100% acquisition of Infomedia, as described in the Co-operation Agreement, via a scheme of arrangement for a price of \$1.70 per Infomedia share (“Offer Price”) payable in cash.

The Offer Price represents:

- a premium of 32.8% to Infomedia’s closing share price on 12 May 2022 of \$1.28 per share; and
- a premium of 26.3% to Infomedia’s 3-month VWAP to 12 May 2022 of \$1.35 per share.

TA has informed Infomedia that it reserves its right to reduce the Offer Price in the event any dividends are announced or declared.

Implementation of TA’s proposal is conditional on entry into a scheme implementation agreement (“SIA”) with Infomedia. TA has stated that its entry into a SIA is subject to the following conditions:

- entry into an exclusivity agreement;
- completion of due diligence;
- final approval from TA’s Investment Committee;
- approval of the proposal by the Board of Infomedia Ltd;
- finalisation of financing arrangements; and
- entry into a satisfactory scheme implementation deed with conditions including (but not limited to):
 - customary deal protections;
 - receipt of all necessary regulatory and court approvals, including FIRB approval;
 - Infomedia shareholder approval;
 - no material adverse changes;
 - no prescribed occurrences or regulated events; and
 - receipt of any third-party consents.

Viburnum has indicated its intention to roll up to 100% of its shareholding into TA’s bid vehicle. The Board notes this and will commence an assessment of whether the Offer Price of \$1.70 per share is in the best interests of non-affiliated Infomedia shareholders.

Infomedia notes that it is in preliminary discussions with other interested parties who have made expressions of interest in respect of a potential change of control transaction. The Board intends to consider the Indicative Proposal from TA, alongside the expressions of interest, in an orderly manner and in the best interests of all Infomedia shareholders.

Infomedia shareholders do not need to take any action in response to the Indicative Proposal. There is no certainty that the Indicative Proposal nor other discussions will result in a transaction.

Infomedia has appointed Credit Suisse as its financial advisor and Ashurst as its legal advisor.

ENDS

This release was authorised by the Infomedia Ltd Board.

About Infomedia: Infomedia Ltd (ASX:IFM) is an Australian-based SaaS platform provider in parts, service, e-commerce and data analytics solutions to the global automotive industry. Infomedia has led innovation in aftersales technology within global automotive distribution networks for more than 25 years and continues to expand its reach within the three regions in which it operates. Please visit Infomedia's website <https://www.infomedia.com.au> and YouTube channel <https://www.youtube.com/infomedialtd> for more information.

MEDIA CONTACT

Jon Snowball
Domestique Consulting
M: + 61 477 946 068
E: jon@domestiqueconsulting.com.au

INVESTOR CONTACT

Tanya Thomas
Infomedia
Head of Investor Relations & Communications
M: + 61 424 693 055
E: tthomas@infomedia.com.au