


CR 2025/91 - Infomedia Ltd - scheme of arrangement and dividends

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Status: **legally binding**

Class Ruling

Infomedia Ltd – scheme of arrangement and dividends

📌 Relying on this Ruling

This publication is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

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What this Ruling is about

1. This Ruling sets out the income tax consequences for shareholders of Infomedia Ltd (Infomedia) who received the ordinary dividend and the special dividend paid on 18 September 2025 and 28 November 2025 respectively, and participated in the scheme of arrangement whereby McQueen BidCo Pty Ltd (BidCo) acquired all the ordinary shares in Infomedia on 3 December 2025 (Implementation Date).
2. Details of this scheme are set out in paragraphs 32 to 51 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - held your shares in Infomedia on
 - 1 September 2025 (Ordinary Dividend Record Date) and received the ordinary dividend of \$0.02
 - 25 November 2025 (Special Dividend Record Date) and received the special dividend of \$0.029
 - 1 December 2025 (Scheme Record Date) and participated in the scheme of arrangement under which BidCo acquired all the shares in Infomedia

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- held your shares in Infomedia on capital account – that is, your shares in Infomedia were neither held as ‘revenue assets’ (as defined in section 977-50) nor as ‘trading stock’ (as defined in subsection 995-1(1))
- were either a
 - ‘resident’ of Australia as defined in subsection 6(1) of the *Income Tax Assessment Act 1936* (ITAA 1936), or
 - ‘non-resident’ of Australia as defined in subsection 6(1) of the ITAA 1936 who did not hold their shares in Infomedia in carrying on a business at or through a permanent establishment in Australia.

5. This Ruling does not apply to you if you:

- are subject to special tax rules, such as insurance companies, partnerships, organisations exempt from Australian income tax, or are subject to the investment manager regime in Subdivision 842-I in relation to your shares in Infomedia
- acquired your shares in Infomedia pursuant to an employee share scheme (as defined in section 83A-10)
- are a foreign resident who has chosen under subsection 104-165(3) to treat your shares in Infomedia as ‘taxable Australian property’ on ceasing to be an Australian resident
- acquired your shares in Infomedia before 20 September 1985, or
- are subject to the taxation of financial arrangement rules in Division 230 in relation to the scheme outlined in paragraphs 32 to 51 of this Ruling.

Note: Division 230 will not apply to individuals unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2025 to 30 June 2026.

Ruling

Dividends

7. The ordinary dividend and the special dividend (together, the Permitted Dividends) are each a ‘dividend’ as defined in subsection 6(1) of the ITAA 1936.

8. The Permitted Dividends are frankable distributions under section 202-40.

9. The Permitted Dividends are not distributions to which subsection 207-159(1) applies.

Assessability of the dividends, franking credits and tax offsets

Resident shareholders

10. If you are a resident of Australia, you include the Permitted Dividends in your assessable income (subparagraph 44(1)(a)(i) of the ITAA 1936).

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11. If you satisfy the residency requirement in section 207-75, you include the franking credits attached to the Permitted Dividends in your assessable income and you are entitled to a tax offset equal to the amount of those credits (section 207-20), provided you are a 'qualified person' (as defined in Division 1A of former Part IIIAA of the ITAA 1936, see paragraphs 17 to 20 of this Ruling).
12. If you received the Permitted Dividends as a trustee of a trust (not being a complying superannuation entity) or as a partnership and you are not a corporate tax entity, the franking credits on the Permitted Dividends are included in your assessable income, provided you are a qualified person (subsection 207-35(1)).
13. If you are a beneficiary of a trust or a partner in a partnership, and the Permitted Dividends flow indirectly through the trust or partnership to you, you include your share of the Permitted Dividends in your assessable income and you are entitled to a tax offset equal to your share of the franking credits on the Permitted Dividends, provided both you and the trust or partnership (as relevant) are each a qualified person (section 207-45 and former subsection 160APHU(1) of the ITAA 1936).
14. The tax offset is refundable, subject to the refundable tax offset rules in Division 67.

Non-resident shareholders

Dividends not attributable to a permanent establishment in Australia

15. If you are a non-resident and the Permitted Dividends are not attributable to a permanent establishment in Australia, the Permitted Dividends are not included in your assessable income (section 128D of the ITAA 1936), and you are not liable to withholding tax in respect of the Permitted Dividends (subparagraph 128B(3)(ga)(i) of the ITAA 1936).
16. Further, you do not include the amount of the franking credits attached to the Permitted Dividends in your assessable income and you are not entitled to a tax offset for those franking credits (sections 207-20 and 207-70).

Qualified persons

17. You will be a qualified person in relation to the Permitted Dividends if, during the relevant secondary qualification period (19 July 2025 to 17 October 2025 (inclusive) for the ordinary dividend and 12 October to 30 November 2025 (inclusive) for the special dividend), you held your shares in Infomedia 'at risk' for a continuous period of at least 45 days¹ during which you did not have 'materially diminished risks of loss or opportunities for gain' (as defined in former section 160APHM of the ITAA 1936) in respect of the shares (holding period rule). This is because:
- The Permitted Dividends you received constitute a 'related payment' for the purposes of former section 160APHN of the ITAA 1936. This is because the consideration paid by BidCo for acquiring the ordinary shares in Infomedia was reduced by the amount of the Permitted Dividends. This reduction has the effect of passing the benefit of the Permitted Dividends from the shareholders of Infomedia to BidCo (former subsection 160APHN(2), former paragraph 160APHN(3)(f) and former paragraphs 160APHN(4)(c) and (d) of the ITAA 1936).

¹ This does not include the day on which your shares in Infomedia were acquired or the day of disposal.

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- The secondary qualification period is the period beginning 45 days before, and ending 45 days after, the day on which a share became ex dividend (former section 160APHD of the ITAA 1936).
- For the ordinary dividend, the shares became ex dividend on 2 September 2025, being one day after the Ordinary Dividend Record Date which was the last day on which acquisition by a person of a share in Infomedia would entitle them to receive the ordinary dividend (former subsection 160APHE(1) of the ITAA 1936).
- For the special dividend, the shares became ex dividend on 26 November 2025, being one day after the Special Dividend Record Date which was the last day on which acquisition by a person of a share in Infomedia would entitle them to receive the special dividend (former subsection 160APHE(1) of the ITAA 1936).
- Any days you had a materially diminished risk of loss or opportunity for gain in respect of the shares are excluded (former subsection 160APHO(3) of the ITAA 1936). Under the scheme of arrangement, you no longer held your shares in Infomedia at risk after 30 November 2025 (the day prior to the Scheme Record Date) as after that date you became committed to dispose of your shares in Infomedia under the scheme of arrangement.

18. You will need to determine whether you satisfy the holding period rule for each of the Permitted Dividends having regard to your circumstances. This will require taking into account any positions entered into that result in you having 'materially diminished risks of loss or opportunities for gain' (as defined under former section 160APHM of the ITAA 1936) in respect of your shares in Infomedia.

19. The small shareholder exception in former section 160APHT of the ITAA 1936 does not apply as each dividend is a related payment for the purposes of former section 160APHN of the ITAA 1936 (former subsection 160APHT(2) of the ITAA 1936).

20. This means if you are an individual with total franking tax offsets less than \$5,000 for the 2025–26 income year, you must still satisfy the holding period rule in relation to each of the Permitted Dividends.

Exempting entity and former exempting entity

21. Infomedia was not an exempting entity (section 208-20), or a former exempting entity (section 208-50), at the time when the Permitted Dividends were paid to you.

22. Section 208-195 will not apply to deny the inclusion in your assessable income of the amount of the franking credits on the Permitted Dividends you received or deny the franking credit tax offsets to which you are otherwise entitled under Division 207 at the time when the Permitted Dividends were paid to you.

Section 204-30

23. The Commissioner will not make a determination under paragraph 204-30(3)(c) to deny the whole, or any part, of the imputation benefits received in relation to the Permitted Dividends as there was no streaming of distributions.

Status: **legally binding**

Section 177EA of the ITAA 1936

24. The Commissioner will not make a determination under paragraph 177EA(5)(b) of the ITAA 1936 to deny the whole, or any part of, the imputation benefits you received in relation to the Permitted Dividends. This is because it cannot be concluded that Infomedia or the shareholders of Infomedia entered into, or carried out, the scheme for a more than incidental purpose of enabling the shareholders of Infomedia to obtain an imputation benefit, and accordingly the purpose requirement in paragraph 177EA(3)(e) of the ITAA 1936 is not satisfied.

Capital gains tax consequences**CGT event A1**

25. CGT event A1 happened on 3 December 2025 (Implementation Date) when you disposed of each of your shares in Infomedia to BidCo (section 104-10).

Capital proceeds

26. The capital proceeds you received for each share in Infomedia is \$1.671 per share (paragraph 116-20(1)(a)).

27. The capital proceeds do not include the Permitted Dividends.

Capital gain or capital loss

28. You made a capital gain from CGT event A1 happening if the capital proceeds from the disposal of your share in Infomedia exceeded its cost base (subsection 104-10(4)). The capital gain is the difference.

29. You made a capital loss from CGT event A1 happening if the capital proceeds from the disposal of your share in Infomedia was less than its reduced cost base (subsection 104-10(4)). The capital loss is the difference.

30. If you were a foreign resident, or the trustee of a foreign trust for CGT purposes (as defined in subsection 995-1(1)) just before the Implementation Date, you disregard any capital gain or capital loss you made as a result of CGT event A1 happening if your shares in Infomedia were not taxable Australian property (subsection 855-10(1)).

Discount capital gain

31. If you made a capital gain from the disposal of your share in Infomedia, you are entitled to treat the capital gain as a 'discount capital gain' provided you acquired, or are taken to have acquired, your share in Infomedia on or before 2 December 2024 and the conditions in Division 115 are satisfied (subsection 115-25(1)).

Scheme

32. The following description of the scheme is based on information provided by the applicant. If the scheme is not carried out as described, this Ruling cannot be relied upon.

Status: **legally binding**

Background

Infomedia Ltd

33. Infomedia was founded in 1987 and commenced operation in Sydney and Melbourne, servicing the automotive industry. Infomedia has evolved into a global provider of automotive after-sales solutions, with offices in the United Kingdom, Germany and the United States of America.

34. Infomedia was listed on the Australian Securities Exchange from 2000 until the close of trading on the Implementation Date.

35. As at the Implementation Date, Infomedia had 378,419,690 ordinary shares on issue and no other classes of shares or rights on issue.

McQueen BidCo Pty Ltd

36. BidCo is an Australian proprietary company that was incorporated for the purpose of acquiring all of the shares in Infomedia under the scheme of arrangement.

37. BidCo is an entity owned by an investment holding entity in Singapore which is managed or advised by TPG Capital (S) Pte. Ltd. (TPG Capital) or its related entities. TPG Capital is part of the global private investment firm known as 'TPG' which was founded in the United States of America.

Scheme of arrangement

38. On 6 August 2025, Infomedia and BidCo entered into a scheme implementation agreement (SIA) under which BidCo agreed to acquire all the ordinary shares in Infomedia by way of a scheme of arrangement under Part 5.1 of the *Corporations Act 2001*.

39. Under the terms of the SIA, shareholders in Infomedia would receive \$1.72 cash for each share held in Infomedia, less the cash amount of any permitted dividends (as defined in the SIA) declared and paid to Infomedia shareholders on or before the Implementation Date.

40. On 18 November 2025, the requisite majority of shareholders in Infomedia approved the scheme of arrangement.

41. On 21 November 2025, the Supreme Court of New South Wales approved the scheme of arrangement.

42. On 3 December 2025, shareholders in Infomedia received consideration of \$1.671 (being \$1.72, less the cash amount of the fully franked ordinary dividend of \$0.02 per share and the fully franked special dividend of \$0.029 per share) for the disposal of each share held in Infomedia on the Scheme Record Date.

43. The transfer of shares in Infomedia to BidCo under the scheme of arrangement occurred on 3 December 2025, with Infomedia then becoming a wholly owned subsidiary of BidCo.

44. The shares in Infomedia were then delisted from the Australian Securities Exchange on and from the close of trading on the Implementation Date.

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Dividends

45. On 18 September 2025, Infomedia paid a fully franked ordinary dividend of \$0.02 per share to shareholders who held their shares in Infomedia on the Ordinary Dividend Record Date.

46. On 28 November 2025, Infomedia paid a fully franked special dividend of \$0.029 per share to shareholders who held their shares in Infomedia on the Special Dividend Record Date.

47. Each of the Permitted Dividends was paid solely out of current or retained profits with no amount being debited to the share capital account of Infomedia.

48. Payment of the ordinary dividend was consistent with Infomedia's prior dividend policy, including quantum, franking level and timing.

49. Payment of the Permitted Dividends was entirely at the discretion of the Infomedia board and there was no requirement for BidCo to consent or otherwise be involved in the decision to pay the Permitted Dividends.

Other matters

50. The payment of the Permitted Dividends was not directly or indirectly financed by BidCo, but rather was financed by utilising Infomedia's significant existing cash reserves.

51. On the Implementation Date, the sum of the market values of the assets of Infomedia that were taxable Australian real property (as defined in section 855-20) did not exceed the sum of the market values of its assets that were not taxable Australian real property for the purposes of section 855-30.

Commissioner of Taxation

17 December 2025

Status: **not legally binding**

References

Legislative references:

- ITAA 1936 6(1)
 - ITAA 1936 44(1)(a)(i)
 - ITAA 1936 128B(3)(ga)(i)
 - ITAA 1936 128D
 - ITAA 1936 former Pt IIIAA Div 1A
 - ITAA 1936 former 160APHD
 - ITAA 1936 former 160APHE(1)
 - ITAA 1936 former 160APHM
 - ITAA 1936 former 160APHN
 - ITAA 1936 former 160APHN(2)
 - ITAA 1936 former 160APHN(3)(f)
 - ITAA 1936 former 160APHN(4)(c)
 - ITAA 1936 former 160APHN(4)(d)
 - ITAA 1936 former 160APHO(3)
 - ITAA 1936 former 160APHT
 - ITAA 1936 former 160APHT(2)
 - ITAA 1936 former 160APHU(1)
 - ITAA 1936 177EA
 - ITAA 1936 177EA(3)(e)
 - ITAA 1936 177EA(5)(b)
 - ITAA 1997 Div 67
 - ITAA 1997 83A-10
 - ITAA 1997 104-10
 - ITAA 1997 104-10(4)
 - ITAA 1997 104-165(3)
 - ITAA 1997 Div 115
 - ITAA 1997 115-25(1)
 - ITAA 1997 116-20(1)(a)
 - ITAA 1997 202-40
 - ITAA 1997 204-30
 - ITAA 1997 204-30(3)(c)
 - ITAA 1997 Div 207
 - ITAA 1997 207-20
 - ITAA 1997 207-35(1)
 - ITAA 1997 207-45
 - ITAA 1997 207-70
 - ITAA 1997 207-75
 - ITAA 1997 207-159(1)
 - ITAA 1997 208-20
 - ITAA 1997 208-50
 - ITAA 1997 208-195
 - ITAA 1997 Div 230
 - ITAA 1997 Subdiv 842-I
 - ITAA 1997 855-10(1)
 - ITAA 1997 855-20
 - ITAA 1997 855-30
 - ITAA 1997 977-50
 - ITAA 1997 995-1(1)
 - Corporations Act 2001 Pt 5.1
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ATO references

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