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ABN 30 096 048 912

17 February 2006

The Manager Companies  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

(5 pages by email)

Dear Madam

**RE: RESIGNATION AND APPOINTMENT OF DIRECTORS**

In accordance with Listing Rule 3.16, I advise that, Robert J. Archer has resigned as a Director of the Company due to ongoing medical problems.

In accordance with Listing Rule 3.19A, I attach an Appendix 3Z, Final Director's Interest Notice.

Also in accordance with Listing Rule 3.16, I advise that, Thomas J. Mann has been appointed as a Director of the Company. Tom Mann has a background in commerce and company development and has a well established network in the investment community.

In accordance with Listing Rule 3.19A, I attach an Appendix 3X, Initial Director's Interest Notice.

Yours sincerely

A handwritten signature in black ink, appearing to read "P. Nightingale", with a stylized, cursive script.

Peter J. Nightingale  
Company Secretary

pjn3390

Rule 3.19A.3

# Appendix 3Z

## Final Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	<b>IMD Group Limited</b>
<b>ABN</b>	<b>30 096 048 912</b>

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of director</b>	Robert J. ARCHER
<b>Date of last notice</b>	22 December 2004
<b>Date that director ceased to be director</b>	17 February 2006

### Part 1 – Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
Nil

+ See chapter 19 for defined terms.

11/3/2002

**Part 2 – Director's relevant interests in securities of which the director is not the registered holder**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> Note: Provide details of the circumstances giving rise to the relevant interest	<b>Number &amp; class of securities</b>
Archer Family Investments Pty Ltd, a company associated with Robert Archer	19,983,977 fully paid ordinary shares and 5,850,000 Performance Shares

**Part 3 – Director's interests in contracts**

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>No. and class of securities to which interest relates</b>	N/A

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+ See chapter 19 for defined terms.

Rule 3.19A.1

# Appendix 3X

## Initial Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	<b>IMD Group Limited</b>
<b>ABN</b>	<b>30 096 048 912</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Thomas J. Mann
<b>Date of appointment</b>	17 February 2006

### Part 1 - Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Number &amp; class of securities</b>
Nil

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Name of holder &amp; nature of interest</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<b>Number &amp; class of Securities</b>
ANZ Nominees Limited, held beneficially for Thomas J. Mann	1,500,000 fully paid ordinary shares

Part 3 – Director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Nil
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>No. and class of securities to which interest relates</b>	N/A

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+ See chapter 19 for defined terms.