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Notice of Annual General Meeting 2024

Iress Limited ACN 060 313 359



Invitation to shareholders from Iress' Chair

Notice is hereby given that the Annual General Meeting (**AGM**) of the members of Iress Limited (**Iress** or the **Company**) will be held as a hybrid event. Shareholders may either attend online or in person at the offices of King & Wood Mallesons, Level 27, 447 Collins Street, Melbourne on Thursday 2 May 2024, at 11.30 am (AEST).

28 March 2024

Dear Shareholder

I am pleased to invite you to Iress' 2024 AGM. The AGM is an important part of the Iress calendar and we encourage you to read these materials carefully and attend the meeting.

This year we are again offering shareholders a choice of how to attend the meeting; in person or online using a smartphone, tablet or computer. If choosing to participate online, you will be able to view a live webcast of the meeting, ask questions, and submit your votes in real time during the meeting.

Further information on how to participate in the meeting online is provided on page 11 of this Notice of Meeting.

This year's meeting will be held at 11:30am (AEST) on Thursday, 2 May 2024. If you wish to attend in person, you should come to:

King & Wood Mallesons
Level 27, 447 Collins Street
Melbourne, Victoria 3000

At this AGM, we will be inviting shareholders to vote on resolutions relating to Iress' remuneration report, the re-election of directors and the grant of share appreciation rights to Iress' Managing Director and Chief Executive Officer (**CEO**), Marcus Price.

Remuneration Report

The Remuneration Report in the Iress 2023 Annual Report contains information regarding the remuneration structures for Iress' senior management and non-executive directors. It is noteworthy that the Company's legacy remuneration model has been progressively replaced during FY23 and FY24 as a result of direct shareholder feedback. The letter from Julie Fahey, Chair of the People and Performance Committee (**PPC**) [on page 52 of Iress' Annual Report](#), provides a helpful summary.

Board renewal

Just as Iress is in the midst of a transformation, so too must the Board evolve to meet the changing needs of the Company. We are actively assessing the Board skills required to move the Company forward and are engaged in a round of succession planning.

After nine years on the Iress Board, Niki Beattie is seeking re-election at this AGM and intends serving for up to another twelve months. Niki's expertise in global trading markets will be particularly important over the next 12 months as Iress delivers on its transformation and considers growth potential in global trading and market data.

After nearly seven years on the Iress Board, including as Chair of the PPC since February 2020, Julie Fahey will also seek re-election at the AGM and, like Niki Beattie, intends serving for up to another twelve months.

The Company has commenced recruiting new non-executive directors and is already in the market seeking an additional director with deep financial experience. To the extent that appointments are made during 2024, it is possible that the Board will comprise up to nine non-executive directors for a short period during the transition, falling to seven following the 2025 AGM.

These changes are integral to Iress' transformation plan.

Refreshed remuneration model - Grant of Share Appreciation Rights (SARs) to the CEO

Iress is evolving its remuneration approach to ensure it reflects the expectations of shareholders and drives the right outcomes.

At its 2022 AGM, Iress obtained shareholder approval to implement a series of remuneration measures based on a strategy articulated by the previous Managing Director and Chief Executive Officer, Andrew Walsh and the leadership team at the time.

The new strategy introduced by Marcus Price since being appointed as CEO (the **Growth Horizon Strategy**), includes a set of actions aimed at invigorating growth in Iress' core business, creating the right structure and accountability to manage non-strategic business for value and executing a program of work to deliver efficiencies and release capital. A refreshed leadership team has been appointed to this new product-led structure to drive growth, accountability and improved performance for customers, shareholders and employees.

Invitation to shareholders from Iress' Chair continued

Considerable feedback was sought and received from shareholders in setting the refreshed remuneration model to align with the new Growth Horizon Strategy. Key components of the Company's refreshed remuneration model are:

- the cessation of the Equity Rights structure from FY23 onwards, which has been replaced by a conventional short term incentive (**STI**) plan based on the achievement of quantitative and qualitative measures, with a deferral element for STIs earned from FY24 onwards; and
- the replacement of the Performance Rights structure with annual grants of Share Appreciation Rights (**SARs**), which are priced based on the annual post-result volume-weighted average price and will vest upon performance measures relating to absolute total shareholder return and compound annual growth in earnings per share being achieved.

The Board is introducing these measures to return Iress to a more conventional remuneration structure in line with market norms while driving the right performance outcomes for shareholders.

Enclosed information

We have included in this Notice of Meeting:

- summary of the financial performance of Iress during 2023 (page 4)
- items of business and Explanatory Notes (pages 5-10)
- information on how to exercise your proxy vote (page 6)
- your proxy form.

Voting by proxy

If you are unable to attend the meeting and wish to vote, please complete and return your proxy form no later than 11:30am (AEST) on Tuesday, 30 April 2024. Further details on how to submit your proxy form are set out in the Notice of Meeting on page 6 and in the proxy form.

Attendance in person on the day

If you are able to attend in person, you will need to register on arrival. Registration will open from 11:00am (AEST).

Following the meeting, you are welcome to join the Board and the Leadership Team for light refreshments.

Your directors and I look forward to seeing you on the day.

Yours sincerely

Roger Sharp
Chair



Iress 2023 results

Transformation delivering results

2023 was a year of significant change for Iress, with the appointment of a new Leadership Team, the launch of a refreshed strategy and the start of a comprehensive transformation program aimed at unlocking the significant earning potential of our core businesses.

Iress reported revenue of \$625.7m in 2023, up 2% on the previous year with growth in our Superannuation and UK businesses, offset by a decline in revenue following the sale of the Managed Fund Administration (MFA) business in October.

Underlying EBITDA came in at the top end of the revised guidance set out at the half year but was 12% down on FY22 at \$128.3m. This was primarily a cost story where inflationary pressures were a key factor in higher salaries and third-party input costs. In response, Iress undertook significant restructuring initiatives, to trim its cost base.

Iress reported a statutory net loss after tax of \$137.5m, in large part due to non-cash impairments and accelerated amortisation of intangible assets which included the \$130.2m write down on the carrying value of UK goodwill. Non-operating and significant items also increased to \$57.8m, largely related to transformation activities.

While 2023 was in many respects a challenging year, Iress is delivering on the commitments made at its Investor Day in April 2023 and is driving improved performance through its transformation program. The Company's balance sheet is strengthening, with the sale of MFA and future asset divestments being used to retire debt. A successful cost management program was enacted, delivering a 16% improvement in earnings in the second half compared to the first half. Revenue has stabilised, with improvement in the second half, culminating in a result at the top end of the FY23 revised guidance.

Iress is beginning a transition to clearer financial reporting, with fully cost allocated business units, and a shift underway towards simplified profit measures. It also completed a new capital management plan which is designed to deliver a stronger balance sheet with lower leverage, creating capacity to increase R&D innovation and enhance shareholder returns from a cash-generative business.

Results summary

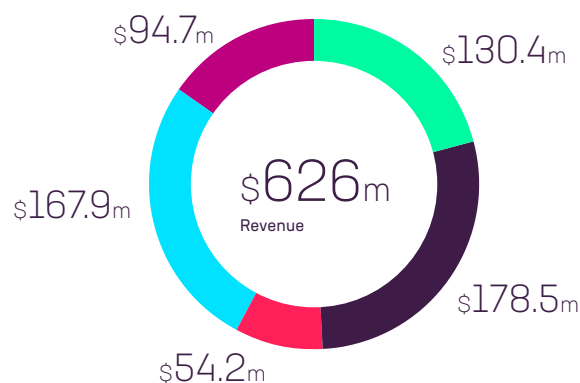
- Transformation program progressing well, with a 16% improvement in underlying 2H earnings compared to 1H.
- FY23 revenue of \$625.7m and underlying EBITDA of \$128.3m.
- Shift to more transparent reporting with simplified profit measures introduced for FY24.
- New capital management plan: dividend to remain on pause pending further de-leveraging.
- Strongly positioned for growth, with 2024 guidance upgraded.

Operating revenue AUD (m)



Segment overview

- APAC Wealth Management
- APAC Trading & Market Data
- Superannuation
- UK
- Managed Portfolio - Other



Net Profit After Tax (NPAT)



Earnings per share (EPS)



Underlying EBITDA



Statutory loss attributable to non-cash amortisation, depreciation, de-recognition and impairment expense of \$180.4m. This was notably impacted by an impairment of \$130.2m on the UK goodwill carrying value which was written down in the first half of the year, as well as the de-recognition of capitalised software intangible assets and one-off expenses related to transformation.

Items of business

BUSINESS

Accounts

To receive and consider the full financial report (financial statements, notes, and Directors' Declaration) for the year ended 31 December 2023, together with the consolidated accounts of Iress Limited (**Iress** or the **Company**) and its controlled entities in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**) and associated Directors' and Auditor's Reports.

RESOLUTIONS

Re-election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. "That Ms Niki Beattie be re-elected as a Director of the Company".
2. "That Ms Julie Fahey be re-elected as a Director of the Company".
3. "That Mr Roger Sharp be re-elected as a Director of the Company".

Information regarding the candidates can be found in the accompanying Explanatory Notes.

Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

4. "That the Remuneration Report (which is contained in the Directors' Report) for the year ended 31 December 2023 be adopted".

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Further information can be found in the accompanying Explanatory Notes.

Grant of Share Appreciation Rights (SARS) to the Managing Director and Chief Executive Officer (CEO), Marcus Price

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

5. "That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the grant of 832,500 SARS to the CEO, Marcus Price, and the provision of ordinary shares on exercise of those SARS under the Iress Equity Participation Plan be approved, as described in the Explanatory Notes".

Further information can be found in the accompanying Explanatory Notes.

INFORMATION FOR SHAREHOLDERS

Entitlement to attend, vote and ask questions

All shareholders are entitled to attend and vote at the Annual General Meeting (**AGM**). This year we are offering shareholders a choice of how to attend the AGM – in person or online using their smartphone, tablet, or computer.

For the purposes of voting at the meeting, shareholders will be taken to be those persons recorded on the Company's register of members at 7:00pm (AEST) on Tuesday, 30 April 2024. With respect to joint shareholders, all holders may attend the AGM, but only one shareholder may vote at the meeting in respect of the relevant shares (including by proxy). If multiple joint shareholders are present and vote in respect of the relevant shares, only the vote of the joint shareholder whose name appears first in the register in respect of the relevant shares is counted.

Voting on resolutions 1 to 5 will be by poll.

Shareholders should monitor Iress' website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.

Shareholders and proxyholders who wish to participate in the AGM online via the Computershare Meeting Platform may do so by entering this URL in their browser - <https://meetnow.global/MVPYMSA> - and then logging in using the following instructions.

To make the registration process quicker, shareholders should have their SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.

Online registration will open one hour before the meeting starts.

1. Click on 'Join Meeting Now'.
2. **Shareholders** in Australia should enter their SRN/HIN and postcode registered to the holding. Overseas shareholders should select the country of the registered holding from the drop-down list.

Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Read and accept the Terms and Conditions and click 'Continue'.

Shareholders and proxyholders can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

For more information regarding participation in the AGM online, including browser requirements, please see the Online User Guide available at www.computershare.com.au/virtualmeetingguide.

Shareholders may also submit questions before the AGM to cosec@iress.com. Questions must be received by 5:00pm (AEST) on Wednesday, 24 April 2024. We will endeavour to address the most frequently raised shareholder questions during the AGM. Shareholders may also submit questions for the auditor in relation to the content of the auditor's report or the conduct of the audit by that time and date.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative is entitled to exercise the corporate shareholder's powers at one time. The Company will require the representative to provide appropriate evidence of the appointment.

Items of business continued

Appointment of proxies

A shareholder entitled to attend and vote at the AGM may appoint:

- (a) a person; or
- (b) if the shareholder is entitled to cast two or more votes at the meeting, two persons,

as the shareholder's proxy or proxies to attend and vote for the shareholder at the meeting by using the proxy form. If the shareholder appoints two proxies and the instrument does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.

A proxy need not be a shareholder and may be an individual or a body corporate. A body corporate appointed as a proxy will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting. The corporate representative will be required to provide appropriate evidence of the appointment prior to the commencement of the meeting.

In order for a proxy appointment to be valid, the Company must receive, at least 48 hours before the AGM (being no later than 11:30am (AEST) on Tuesday, 30 April 2024):

- (a) the proxy's appointment; and
- (b) if signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority.

Voting by proxies

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing a "For", "Against" or "Abstain" box when completing their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

If your proxy chooses to vote, they must vote in accordance with your directions on the proxy form. If you have directed your proxy how to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chair of the meeting will vote your proxies as directed by you.

Proxy by post or facsimile

The proxy's appointment and, if applicable, the authority appointing an attorney, may be sent by post or fax to the Company's Share Registry at the address or fax number set out below:

Iress Limited
C/- Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001

By fax: 1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

Online proxy

Shareholders may submit their proxy online by visiting - www.investorvote.com.au

To use this option, shareholders will need the Company's control number **133637**, their SRN or HIN and postcode. Shareholders will be taken to have signed the proxy form if it is lodged in accordance with the instructions on the website.

A proxy appointed under Power of Attorney or similar authority may be lodged electronically in the same manner, provided the Power of Attorney/authority, or a certified copy thereof, has been physically lodged with Computershare Investor Services Pty Limited (**Computershare**). Computershare will keep a record of the authority under which the appointment was made.

The online proxy facility may not be suitable for some shareholders, including those who wish to appoint two proxies with different voting instructions.

Key Management Personnel (KMP) voting restrictions

Under the Corporations Act, voting restrictions apply to the Company's KMP and their closely related parties for Resolutions 4 and 5. The term "closely related party" in relation to a member of the Company's KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP's closely related parties. Please refer to the Explanatory Notes for further information.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the AGM is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 11:30am (AEST) on Tuesday, 30 April 2024 even if they plan to attend online.

By Order of the Board.

Naomi Dawson
Company Secretary

Melbourne, 28 March 2024

Explanatory notes

RESOLUTION 1

Re-election of Ms Niki Beattie

Independent Non-Executive Director since February 2015

B.Sc (Information Systems and Management, Computer Science, Accounting, Strategy)

Niki Beattie has more than 30 years of experience in financial technology and capital markets. She currently runs Market Structure Partners, a strategic consulting firm for financial market participants and policymakers. Prior to that, Niki spent more than a decade in senior positions at Merrill Lynch International. She is currently Chair of ClearToken, a clearing house for digital assets and a Director of the Financial Markets Standards Board, FMSB, a member-owned, international standards setting body. She was previously Chair of privately owned XTX Markets, a quantitative market maker and of Aquis, a listed pan-European stock exchange and technology business as well as a Board Director of Kepler Cheuvreux UK Ltd, a French brokerage firm. She was previously on the board of MOEX, the Moscow Exchange and of Borsa Istanbul, the Turkish Exchange. She also spent 12 years on the Secondary Markets Advisory Committee for the European Securities Markets Authority and six years on the Regulatory Decisions Committee of the UK's Financial Conduct Authority.

The Company's Corporate Governance Statement in sections 9 and 10 sets out the mix of skills the Board values and its approach to renewal, appointment, induction and term of Directors. See <https://www.iress.com/trust/corporate-governance/corporate-governance-statement/>.

The Board has considered and resolved that Niki Beattie is independent. Being eligible, Niki Beattie offers herself for re-election.

If re-elected, it is expected that Niki Beattie will retire as a Director of the Company at the conclusion of the Company's 2025 AGM, if not before.

Directors' Recommendation

The Board (other than Niki Beattie) recommends that shareholders vote in favour of **Resolution 1**.

RESOLUTION 2

Re-election of Ms Julie Fahey

Independent Non-Executive Director since October 2017 and Chair of the People & Performance Committee since February 2020

BAppSc (Applied Science, Mathematics and Computer Science)

Julie Fahey has over 30 years of experience in technology, including in major organisations such as Western Mining, Exxon, Roy Morgan, General Motors and SAP, covering consulting, software vendor and chief information officer roles. In addition to her industry experience, Julie spent 10 years at KPMG as a partner with the firm, during which time she held roles as national lead partner in telecommunications, media and technology, and national managing partner - markets. She was also a member of the KPMG National Executive Committee and is currently a member of the Boards of Datacom Group, and Australian Red Cross LifeBlood. Julie is also currently a Non-Executive Director of Australian Foundation Investment Company (appointed April 2021) and was a Non-Executive Director of Seek Limited from July 2014 until November 2023.

The Company's Corporate Governance Statement in sections 9 and 10 sets out the mix of skills the Board values and its approach to renewal, appointment, induction and term of Directors. See <https://www.iress.com/trust/corporate-governance/corporate-governance-statement/>.

The Board has considered and resolved that Julie Fahey is independent. Being eligible, Julie Fahey offers herself for re-election.

If re-elected, it is expected that Julie Fahey will retire as a Director at the conclusion of the Company's 2025 AGM, if not before.

Directors' Recommendation

The Board (other than Julie Fahey) recommends that shareholders vote in favour of **Resolution 2**.

RESOLUTION 3

Re-election of Mr Roger Sharp

Independent Non-Executive Director since February 2021 and Chair since May 2021

BA, LLB

Roger Sharp has more than 30 years of global experience in markets, technology and governance. He has advised, built, run and chaired a number of technology companies. Roger's current governance roles include chairing Webjet Limited (director since January 2013 and Chair since 21 June 2017) and the Lotteries Commission of New Zealand (Chair since 1 July 2020). He is also the founder of boutique technology investment bank, North Ridge Partners and the founder of Technology Queenstown, a not-for-profit whose mission is to build a world-class technology sector in Queenstown Lakes District, New Zealand. His past executive roles included Global Head of Technology and CEO of Asia Pacific Securities for ABN AMRO Bank.

The Company's Corporate Governance Statement in sections 9 and 10 sets out the mix of skills the Board values and its approach to renewal, appointment, induction and term of Directors. See <https://www.iress.com/trust/corporate-governance/corporate-governance-statement/>.

The Board has considered and resolved that Roger Sharp is independent. Being eligible, Roger Sharp offers himself for re-election.

Directors' Recommendation

The Board (other than Roger Sharp) recommends that shareholders vote in favour of **Resolution 3**.

Explanatory notes continued

RESOLUTION 4

Remuneration Report

The Remuneration Report forms part of the Directors' Report and is included in the Company's Annual Report for the year ended 31 December 2023 (**Remuneration Report**). The Annual Report is available on the Company's website at https://www.iress.com/media/documents/Iress_2023_Annual_Report_J3GY45y.pdf.

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by shareholders at this AGM.

The Remuneration Report:

- (a) explains the Company's remuneration policy, as well as its relationship with and link to the Company's performance;
- (b) contains the remuneration details of the Directors and KMP of the Company; and
- (c) explains the incentive arrangements in place for KMP.

Directors' Recommendation

The vote on the adoption of the Remuneration Report is advisory only. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Directors and other KMP of the Company.

The Board recommends that shareholders vote in favour of **Resolution 4**.

Voting exclusion

The Company will disregard any votes cast on this Resolution 4:

- by or on behalf of a member of the Company's KMP whose remuneration details are included in the Remuneration Report (and their closely related parties) in any capacity; and
- as proxy by a person who is a member of the Company's KMP (and their closely related parties).

However, this does not apply to a vote cast as proxy for a person entitled to vote on Resolution 4:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chair of the meeting, and the Chair has received express authority to vote undirected proxies as the Chair sees fit, despite the fact that Resolution 4 is connected with the remuneration of the Company's KMP.

If you appoint the Chair of the meeting as your proxy, and you do not direct your proxy how to vote on this resolution on the proxy form, you will be expressly authorising the Chair of the meeting to exercise your proxy on this resolution even though this resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP, which includes the Chair of the meeting. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

RESOLUTION 5

FY24 grant of SARs to the CEO

Refreshed Remuneration Model

As described in the Remuneration Report, the Board has undertaken a review of Iress' senior executive remuneration framework to ensure that it remains fit for purpose and aligned with a new strategy introduced by the CEO, Marcus Price (**Growth Horizon Strategy**).

In 2023, the annual grant of equity rights as a component of executive remuneration was replaced with a new at risk short term incentive (**STI**) plan that is assessed annually against a scorecard of financial and non-financial measures tied to our Growth Horizon Strategy. From FY24 onwards, a portion of any STI awarded in a year will be subject to mandatory deferral into equity until such time as the minimum shareholding requirement (**MSR**) for the relevant executive (150% of fixed salary for the CEO and 75% of fixed salary for the Iress Leadership Team) is satisfied.

The Board has also determined that Iress' existing long term incentive (**LTI**) plan, which has comprised a grant of performance rights, will be replaced by a grant of SARs which better align executive rewards with share price growth.

Accordingly, our refreshed remuneration model for the CEO and the Leadership Team will comprise:

- fixed salary (inclusive of superannuation)
- an annual STI plan, incorporating a component of equity deferral of any award made until such time as their MSR is achieved; and
- SARs under the LTI plan.

FY24 Grant of SARs to the CEO as LTI

Shareholders are asked to approve the grant of 832,500 SARs to the CEO under the Iress LTI plan for FY24 on the terms set out in these Explanatory Notes, for the purposes of ASX Listing Rule 10.14 and all other purposes. Under ASX Listing Rule 10.14, shareholder approval is required before a director may acquire securities under an employee incentive scheme, including securities such as SARs where fully paid Iress shares (**Shares**) may be issued by the Company upon vesting and exercise.

What are SARs and why is the Board proposing to grant SARs?

SARs reward growth in Share price from the date of grant. A SAR is ultimately worth the difference between the Share price at the time the SAR is exercised and the Share price on the date of grant. In the case of the proposed FY24 grant of SARs to the CEO, the Share price was \$7.85 on the grant date. This price was determined based on the 5 day volume-weighted average price (**VWAP**) of Shares commencing on the first trading day following the release of Iress' FY23 full year results. The proposed FY24 SARs only have value if the Share price at the time of exercise is above \$7.85. That difference in Share price is the value of the SAR and will be allocated to the holder in Shares with the number of Shares determined using the Share price at the time of exercise, based on the 5-day VWAP of Shares commencing on the first trading day following the release of the FY26 full year results. For example, if the SARs are ultimately worth \$100,000 and the Share price at the time of exercising SARs is \$10, the holder will receive 10,000 Shares.

Explanatory notes continued

The Board intends to motivate the CEO and the Leadership Team to create positive outcomes for shareholders in terms of share price growth. SARs have no value if the Share price at the time of exercise is below the Share price at the time of grant.

Terms of the SARs

The SARs form the long term incentive component of the CEO's remuneration package. The key terms of the SARs are set out below:

Topic	Summary of amendment										
Number of SARs to be granted	832,500, which has been determined by dividing \$1,165,500 (being 150% of the CEO's fixed salary for FY24) by \$1.40 (being the fair value of a SAR). The fair value was determined by an independent accounting firm using the 5-day VWAP of Shares commencing on the first trading day following the release of the FY23 full year results.										
Performance Period - Earnings Per Share (EPS)	The performance measure for 50% of the SARs, subject to EPS performance will be tested over a three year period commencing on 1 January 2024 and ending on 31 December 2026 (Performance Period - EPS).										
Performance Period - absolute total shareholder return (aTSR)	The performance measure for the remaining 50% of SARs subject to aTSR performance will be tested over a three year period commencing on the first trading day following the end of the 5-day period to determine the VWAP following the release of the FY23 full year results through to the final trading day at the end of the 5-day VWAP period following the release of the FY26 full year results (Performance Period - aTSR).										
Amount to be paid to acquire SARs and on vesting and exercise of SARs	No amount is payable in relation to the grant of SARs nor upon the vesting or exercise of SARs.										
Performance measures - EPS	50% of the SARs are eligible to vest based upon an EPS compound annual growth rate (CAGR) target, excluding any effect of intangibles impairments. The vesting range for the EPS performance measure is: <table border="1" data-bbox="347 1115 1481 1288"> <thead> <tr> <th>CAGR of Iress' EPS growth over the three year Performance Period - EPS</th> <th>Percentage of SARs that vest</th> </tr> </thead> <tbody> <tr> <td><5%</td> <td>0%</td> </tr> <tr> <td>5%</td> <td>50%</td> </tr> <tr> <td>>5% to <10%</td> <td>Straight line vesting between 50% and 100%</td> </tr> <tr> <td>10% or more</td> <td>100%</td> </tr> </tbody> </table>	CAGR of Iress' EPS growth over the three year Performance Period - EPS	Percentage of SARs that vest	<5%	0%	5%	50%	>5% to <10%	Straight line vesting between 50% and 100%	10% or more	100%
CAGR of Iress' EPS growth over the three year Performance Period - EPS	Percentage of SARs that vest										
<5%	0%										
5%	50%										
>5% to <10%	Straight line vesting between 50% and 100%										
10% or more	100%										
Performance measures - aTSR	The other 50% of the SARs are eligible to vest based upon an aTSR growth target. The vesting range for the aTSR performance measure is: <table border="1" data-bbox="347 1400 1481 1572"> <thead> <tr> <th>Simple average annual aTSR growth over the Performance Period - aTSR</th> <th>Percentage of SARs that vest</th> </tr> </thead> <tbody> <tr> <td><6%</td> <td>0%</td> </tr> <tr> <td>6%</td> <td>50%</td> </tr> <tr> <td>>6% to 12%</td> <td>Straight line vesting between 50% and 100%</td> </tr> <tr> <td>12%</td> <td>100%</td> </tr> </tbody> </table>	Simple average annual aTSR growth over the Performance Period - aTSR	Percentage of SARs that vest	<6%	0%	6%	50%	>6% to 12%	Straight line vesting between 50% and 100%	12%	100%
Simple average annual aTSR growth over the Performance Period - aTSR	Percentage of SARs that vest										
<6%	0%										
6%	50%										
>6% to 12%	Straight line vesting between 50% and 100%										
12%	100%										
No retesting	The performance measures are only tested once following the end of the relevant Performance Periods.										
What happens if Marcus Price ceases employment during the Performance Periods?	If Marcus Price ceases employment with Iress before his SARs have been exercised due to termination for cause or poor performance, or resignation, all of his unvested SARs will lapse, unless the Board decides otherwise. If Marcus Price ceases his employment with Iress before his SARs have been exercised for any other reasons, unless the Board decides otherwise, a pro rata number of his SARs will lapse, based on the relevant Performance Periods remaining at the date of cessation. His remaining SARs will remain in force subject to their original conditions. Any remaining SARs may lapse if Marcus Price breaches post-employment obligations to Iress.										
Are the SARs subject to clawback and malus provisions?	The SARs and any Shares allocated following vesting of the SARs are subject to the clawback and malus provisions in the Iress Equity Participation Plan rules which provide the Board with broad discretion to take appropriate actions to prevent any inappropriate benefits arising from a broad range of circumstances, including financial misstatement, fraud, dishonesty, gross misconduct or defalcation or from conduct which has materially adversely affected the reputation of the Group or materially departed from the Group's expected standards or values.										

Explanatory notes continued

OTHER REQUIRED INFORMATION

ASX Listing Rules

Marcus Price is a director of the Company and the only director of the Company entitled to receive grants of the SARs under the LTI plan.

No associate of any director is entitled to participate.

Marcus Price's fixed salary is currently \$777,000. The components of 'at risk' compensation for Marcus Price for FY24 are:

- STI - up to 120% of fixed salary (at target) and 180% of fixed salary (at maximum), payable partly in cash and partly in the form of restricted shares (pending satisfaction of the MSR); and
- LTI - up to 150% of fixed salary, granted in SARs under the LTI plan.

The Company has elected to grant SARs for the LTI award to create share price alignment between Iress management and shareholders but they are not provided the full benefits of share ownership (such as dividend and voting rights) unless the SARs vest.

The SARs will be granted within 12 months of receiving approval from shareholders, although it is anticipated they will be granted shortly after the AGM.

Marcus Price was previously granted 13,865 equity rights, 741,820 performance rights and 1,257,830 options under the Iress Equity Participation Plan.

Details of any securities issued to Marcus Price under the LTI plan will be published in Iress' Annual Report for the relevant year, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Marcus Price will not be provided with any loan in connection with the grant of SARs. The SARs have no dividend entitlement. The SARs will not be quoted or transferable.

If this resolution is not passed, the Board will consider alternative arrangements to appropriately remunerate and incentivise the CEO.

Directors' Recommendation

The Board (other than Marcus Price) recommends that shareholders vote in favour of this resolution.

In making this recommendation, the Board (other than Marcus Price) considers that the LTI plan aligns the interests of the CEO with the creation of shareholder value and that the Board has established demanding performance conditions to promote behaviour to achieve long term superior performance.

Voting exclusion

The Company will disregard any votes cast:

- in favour of Resolution 5 by or on behalf of Marcus Price and any of his associates, in any capacity; and
- on Resolution 5 as a proxy by a person who is a member of the Company's KMP (and their closely related parties),

however, a vote will not be disregarded if it is cast:

- as a proxy or attorney for a person entitled to vote on Resolution 5 in accordance with a direction as to how to vote provided by that person; or
- as proxy or attorney for a person entitled to vote on Resolution 5 by the Chair of the meeting, and the Chair has received express authority to vote undirected proxies as the Chair sees fit, despite the fact that Resolution 5 is connected with the remuneration of the Company's KMP; or
- in favour of Resolution 5 by the holder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on Resolution 5, in accordance with a direction as to how to vote provided by that person, provided that person provides written confirmation to the holder that they are not excluded from voting and are not an associate of a person excluded from voting.

If you appoint the Chair of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 5 on the proxy form, you will be expressly authorising the Chair of the meeting to exercise your proxy on this resolution. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

2024 Annual General Meeting

Date

Thursday, 2 May 2024

Time

11:30AM (AEST)

Venue

King & Wood Mallesons
Level 27, 447 Collins Street
Melbourne, Victoria 3000

Online at

<https://meetnow.global/MVPYMSA>

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