



The Manager
Company Announcements Office
Australian Stock Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

31 March 2023

Dear Manager,

IRESS LIMITED – 2023 NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM

Please find attached copies of:

- Notice of Iress' 2023 Annual General Meeting; and
- a sample of the shareholder proxy voting form.

Yours sincerely

A handwritten signature in blue ink, appearing to be "P. Ferguson", followed by a horizontal line.

Peter Ferguson
Chief Legal Officer & Company Secretary

2023

Notice of Annual General Meeting

For personal use only



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 4 May 2023, at 11.30 am (AEST).

31 March 2023

Dear Shareholder

I am pleased to invite you to Iress' 2023 AGM. The AGM is an important part of the Iress calendar and we encourage you to read these materials and attend the meeting.

This year we are again offering shareholders a choice of how to attend the meeting. Attendance can be 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 is provided on pages 4 and 5 of this Notice of Meeting.

If you choose to attend in person, this year's meeting will be held at 11.30 am (AEST) on Thursday 4 May 2023 at:

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

Enclosed information

We have included in this Notice of Meeting:

- a summary of the financial performance of Iress during 2022 (page 3)
- items of business and Explanatory Notes (pages 4 - 10)
- information on how to exercise your proxy vote (pages 5 and 6)
- your proxy form (separate document).

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 11.30 am (AEST) on Tuesday, 2 May 2023. Further details on how to submit your proxy form are set out in the Notice of Meeting on pages 5 and 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 10.30 am (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



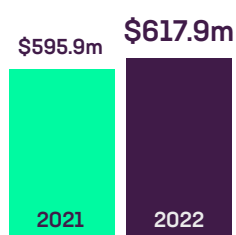
Iress 2022 results

2022 marked the beginning of a new era for Iress with Marcus Price appointed CEO and Managing Director. The strength of Iress' core business again proved resilient, with Australia delivering a strong performance. Iress remains a systemically significant software and infrastructure player in a robust and growing financial services industry, with significant potential for improved performance under refreshed leadership.

Iress fell short of our expectations in 2022. Constant Currency Segment Profit of \$166.8m and NPAT of \$54.0m were delivered in line with the revised guidance provided in September 2022. Underlying EPS⁽¹⁾ was up 10%, and recurring revenue grew by 5%. We are pleased to have paid a final, unfranked dividend of 30 cents per share, bringing the full year dividend for 2022 to 46.0 cents per share.

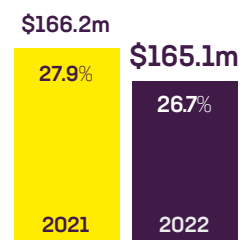
Reported Revenue

Up **4%**



Reported Segment Profit & margin

Segment Profit down **1%**

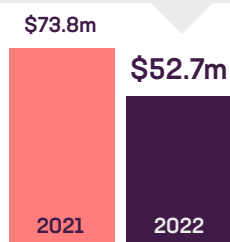


Reported NPAT

Down **29%**

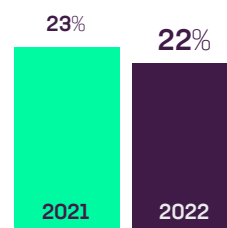
2021 NPAT benefited from \$22.3m of provision releases in the non operating and significant one off items⁽²⁾

\$54.0m constant currency vs guidance \$54m-\$58m



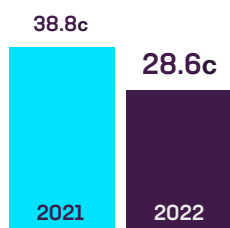
Reported product & technology % of revenue

Down **100** bps



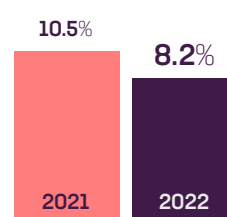
Reported earnings per share

Down **26%**



Reported ROIC

Down **230** bps



(1) Underlying EPS adjusts to exclude all non-operating and significant items after tax.

(2) 2021 Reported NPAT results includes the earnout provision releases of \$14.2m and \$8.1m in relation to the acquisitions of QuantHouse in 2019, and BC Gateways in 2020, respectively.

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 2022, 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

ELECTION OF DIRECTOR

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

1. "That Mr Anthony Glenning be elected as a Director of the Company".

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

RE-ELECTION OF DIRECTOR

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

2. "That Ms Trudy Vonhoff be re-elected as a Director of the Company".

Information regarding the candidate 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:

3. "That the Remuneration Report (which is contained in the Directors' Report) for the year ended 31 December 2022 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.

AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a special resolution:

4. "That, in accordance with section 136(2) of the Corporations Act, the Company's Constitution is amended in the form tabled at the meeting and signed by the Chair for identification, with effect from the conclusion of the AGM."

EXTERNAL AUDITOR APPOINTMENT

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

5. "That, subject to the resignation of the current auditor of the Company, for the purposes of section 327B of the Corporations Act and for all other purposes, approval is given for Ernst & Young, having been nominated by a shareholder and given its consent in writing to act as auditor, to be appointed as auditor of the Company in accordance with the Corporations Act, with effect from the later of:

(a) the conclusion of the AGM;

(b) the day on which ASIC gives its consent to the resignation of Deloitte Touche Tohmatsu (**Deloitte**) as the current auditor of the Company; or

(c) the day (if any) fixed by ASIC for the resignation of Deloitte to take effect under section 329(8) of the Corporations Act,

and the Board is authorised to agree Ernst & Young's remuneration in connection with the appointment."

INFORMATION FOR SHAREHOLDERS

Entitlement to attend, vote and ask questions

All shareholders are entitled to attend and vote at the 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 7.00 pm (AEST) on Tuesday 2 May 2023. 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.

In relation to the physical meeting and in light of the evolving COVID-19 circumstances, the Company may be required to take extraordinary measures, including to limit or prohibit attendance, taking into account relevant government advice at the time.

Items of business (Continued)

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://apps.computershare.com/MeetingsShareholderWeb/Home?Code=MRMF5LA&Invitation=5&Locale=en> – 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 casec@iress.com. Questions must be received by 11:30 am (AEST) on Tuesday, 2 May 2023. We will endeavour to address the most frequently raised shareholder questions during the AGM.

Questions for the auditor in relation to the content of the auditor's report or the conduct of the audit must be received by 5:00 pm (AEST) on Thursday 27 April 2023.

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.

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 11.30 am (AEST) on Tuesday 2 May 2023):

- (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 **132209**, 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.

Items of business (Continued)

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 Investors 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.

KMP voting restrictions

Under the Corporations Act, voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties for Resolution 3. 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 2 May 2023 even if they plan to attend online.

By Order of the Board.



Peter Ferguson

Company Secretary
Sydney, 31 March 2023

Explanatory notes

RESOLUTION 1 ELECTION OF MR ANTHONY GLENNING

Independent Non-Executive Director since October 2022

B.Eng (Electrical)(Hons), B.Sc (Computer Science), M.S.E.E

Anthony has over 25 years' experience in the software industry and is currently the fund manager for Skalata Ventures. He is also a Non-Executive Director of Pro Medicus Limited (ASX.PME) and Austco Healthcare Limited (ASX.AHC).

In 1999, Anthony founded Tonic Systems, a web application development company which he built up and sold to Google in 2007 as part of the Google Docs suite of products. From 2010 to 2018, Anthony was an investment director for Starfish Ventures, a venture capital firm specialising in Australian high-growth technology businesses. During that time he held directorships at Aktana, Atmail, DesignCrowd, MetaCDN and Nitro Software.

The Company's Corporate Governance Statement at 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 concluded that Anthony is independent. Being eligible, Anthony offers himself for election.

Directors' Recommendation

The Board (other than Mr Anthony Glenning) recommends that shareholders vote in favour of **Resolution 1**.

RESOLUTION 2 RE-ELECTION OF MS TRUDY VONHOFF

Independent Non-Executive Director since February 2020 and Chair of the Audit & Risk Committee since May 2021

MBA, B.Bus (Hons), GAICD, SF Fin

Trudy has over 25 years' experience in retail banking, financial markets and investments. She is currently a director of Credit Corp Group, Cuscal Limited and Australian Cane Farms Limited. Previous directorships include Ruralco Holdings Limited, AMP Bank Limited and Tennis NSW. For 13 years Trudy held senior executive roles at Westpac and AMP across retail banking, finance, risk, technology & operations, and agribusiness.

The Company's Corporate Governance Statement at 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 concluded that Trudy is independent. Being eligible, Trudy offers herself for re-election.

Directors' Recommendation

The Board (other than Ms Trudy Vonhoff) recommends that shareholders vote in favour of **Resolution 2**.

RESOLUTION 3 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 2022. The Annual Report is available on the Company's website at <https://www.iress.com/about/investors/results-and-reports/>.

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 3**.

Voting exclusion

The Company will disregard any votes cast on this Resolution 3:

- 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 3:

- 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 3 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.

Explanatory notes (Continued)

RESOLUTION 4 AMENDMENTS TO THE COMPANY'S CONSTITUTION

The Company's current Constitution is in substantially the same form as when it was adopted in 2009. Since 2009, shareholders have approved minor amendments to the Constitution, at the Company's AGMs in 2010, 2011, 2012 and 2019.

Since the current Constitution was adopted, there have been developments in law, the ASX Listing Rules and general corporate and commercial practice for ASX listed entities that are relevant to the Company's Constitution.

The Board recommends the proposed amendments so that the Company's Constitution reflects those developments and further supports the administration of the Company and its relationship with shareholders. Many of the proposed amendments are administrative or relatively minor in nature, clarify existing provisions or update certain outdated provisions and terminology. The key amendments are summarised below.

A marked up copy of the Company's Constitution, showing the proposed amendments, is available at <https://www.iress.com/about/investors/key-date-calendar/> and will be tabled at the AGM.

For Resolution 4 to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution.

Topic	Summary of amendment
General meetings	
Hybrid meetings	<ul style="list-style-type: none">The proposed amendments reflect recent changes to the Corporations Act to facilitate hybrid meetings (where some attendees participate in-person and others can participate online using technology). Consistent with the Corporations Act, the amendments provide that any technology used at a general meeting must give shareholders as a whole a reasonable opportunity to participate in the meeting.The proposed amendments also provide more clarity around procedural matters in connection with hybrid meetings. For example, the amendments expressly set out the actions the Chair may take to deal with technical issues that may arise before or during a meeting.Amendments to allow fully 'virtual' meetings (where attendees can only participate virtually using technology and not at a physical location) are not proposed.
Voting	<ul style="list-style-type: none">To reflect recent changes to the Corporations Act and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the proposed amendments clarify that voting at a general meeting will be conducted by poll unless the Chair determines, subject to applicable law, that a resolution should be decided by a show of hands. Voting by poll is generally seen as more accurate, reliable and a better reflection of the voting power of all shareholders, compared to voting by a show of hands. Voting by poll is already the Company's practice, so the proposed amendments will not result in any change of approach. If the Chair has determined that a resolution at a general meeting will be decided on a show of hands, a poll may be demanded by shareholders in accordance with the Corporations Act.
Conduct of meetings generally	<ul style="list-style-type: none">A range of amendments are proposed to assist with the orderly conduct of general meetings.For example, the amendments expressly set out certain actions the Chair may take, including to refuse entry to, require the removal of or require security measures in respect of, a person the Chair has reasonable grounds to believe may behave in a dangerous, offensive or disruptive way. These are powers that are already vested in the Chair. The proposed amendments clearly articulate those powers to provide greater clarity for all attendees and update the existing provisions to bring them into line with market practice.Amendments are also proposed to allow the Chair to determine not to put a resolution to the meeting (other than shareholder-requisitioned resolutions or resolutions required by law, which are not restricted), and other procedural powers. For example, the Chair may, if permitted by the Corporations Act, postpone a meeting if necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be carried out. The amendments also clarify that a meeting convened under the Corporations Act by a single director, by shareholders, by the Directors on the request of shareholders or meetings convened by a court, can only be cancelled with the prior written consent of the person(s) who called or requisitioned the meeting.Further amendments are also proposed to assist with the orderly administration of general meetings, such as:<ul style="list-style-type: none">how the Company may deal with incomplete or unclear proxy forms;the use of technology to give notices to shareholders, reflecting the recent amendments to the Corporations Act;how the Company may make documents available for inspection where it reasonably believes a shareholder no longer resides at the address in the Company's register; andwhen attendance at a general meeting will constitute a waiver of any objections regarding failure to give, or a defect in giving, notice of the meeting or a proxy form, or consideration of a particular matter which is not within the business referred to in the notice of meeting.

Explanatory notes (Continued)

Topic	Summary of amendment
Dividends and distributions	
Altering dividends	<ul style="list-style-type: none"> The proposed amendments make clear that the Board may rescind or alter any determination to pay a dividend at any time before payment is made. The proposed amendments articulate this power to provide greater clarity for shareholders after it became an acute issue for some entities during the COVID-19 pandemic. The proposed amendments do not alter the Company's obligation under the ASX Listing Rules to announce a decision not to pay or to reduce a dividend it has previously announced it will pay.
Distribution of specific assets to satisfy dividends, capital returns and other distributions	<ul style="list-style-type: none"> The Company's current Constitution allows dividend payments to be satisfied by a distribution of specific assets, but does not permit a capital return or other distribution to be satisfied in the same way. The proposed amendments give the Company flexibility to satisfy capital returns and other distributions through the distribution of specific assets. The Company has no current plans to implement any dividend or reduction of capital via an in specie distribution of assets, but the Board considers it to be in shareholders' best interests to include these provisions which allow the flexibility to do so in the future. The amendments also expand the Directors' existing ancillary powers relating to the payment of a dividend in specie, and extend those powers to capital returns and these distributions. This would provide greater certainty around the mechanics of such distributions, and would allow Directors to make a cash payment to certain shareholders, to deal with fractions of securities that are distributed or to otherwise deal with unclaimed dividends.
Directors	
Board meetings and circulating resolutions	<ul style="list-style-type: none"> The proposed amendments enable greater efficiency and provide more flexibility to the way the Board operates, including by allowing written resolutions of the Board to be passed by at least 75% of the Directors entitled to vote on the resolution (rather than all Directors as in the current Constitution), and to allow Directors to consent to such resolutions by electronic or other means. The amendments also clarify how technology may be used for Board meetings.
Superannuation contributions	<ul style="list-style-type: none"> The proposed amendments reflect that superannuation contributions are included in the Director remuneration determined by the Company in general meeting, as required by the ASX Listing Rules. No change is proposed to the aggregate amount payable to Non-Executive Directors that was approved by shareholders at the Company's 2019 AGM.
Other	
Authenticity of instruments of transfer	<ul style="list-style-type: none"> The ASX Listing Rules set out a number of situations where a company may charge a reasonable fee for share-related transactions, including for registering paper-based transfers. As permitted by the ASX Listing Rules, the amendments facilitate the Company charging a reasonable fee for registering paper-based off-market transfers. This enhances the Company's flexibility regarding the fraud detection practices associated with off-market share transfers. No changes to current fees are proposed.
Joint holders	<ul style="list-style-type: none"> The Company's Constitution provides that the Company is not bound to register more than three people as joint holders of a share, reflecting the current functionality of the ASX Clearing House Electronic Subregister System (CHES). It was expected as part of the CHES replacement project previously announced by ASX that additional functionality would allow more than three joint holders of a share to be registered. In anticipation of this additional functionality continuing to be a feature of the ASX's ongoing work regarding CHES, the proposed amendments provide that the Company is not bound to register more than six people as joint holders of a share, or such lesser number as the system functionality and relevant rules allow.
Restricted securities	<ul style="list-style-type: none"> Amendments are proposed to the existing restricted securities provisions in the Company's Constitution to align with the ASX Listing Rules. Although the Company does not currently have any restricted securities on issue, amending these provisions provides flexibility for them to be issued in the future if it is considered appropriate to do so.

Directors' Recommendation

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

Explanatory notes (Continued)

RESOLUTION 5 EXTERNAL AUDITOR APPOINTMENT

Deloitte is the current auditor of the Company.

Following completion of a tender process, and upon the recommendation of the Audit and Risk Committee, the Board recommends that, given Deloitte's tenure as auditor, and subject to ASIC consenting to the resignation of Deloitte, the Company appoint Ernst & Young as the Company's external auditor.

Section 328B(1) of the Corporations Act requires the Company to obtain a nomination form from a shareholder for Ernst & Young to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice of Meeting as Annexure A.

Ernst & Young confirms that it is unaware of any matter or circumstances that would give rise to a conflict of interest situation, as defined in section 324CD of the Corporations Act, in relation to the appointment. Further, for the purposes of section 328A of the Corporations Act, Ernst & Young has given its written consent to act as the Company's auditor subject to the approval of the Company's shareholders being obtained, ASIC giving its consent to Deloitte's resignation, and Deloitte resigning.

In accordance with section 329 of the Corporations Act, Deloitte has advised the Company that it has applied to ASIC for consent to resign as the Company's auditor with effect from the close of the AGM. ASIC's consent to Deloitte's resignation is required under section 329(5) of the Corporations Act. If ASIC does not grant its consent, Deloitte will continue to hold office as the Company's auditor after the AGM.

Subject to the approval of shareholders being obtained and ASIC granting its consent to the resignation of Deloitte, the appointment of Ernst & Young as auditor will take effect from the later of:

- the conclusion of the AGM; or
- the day on which ASIC gives its consent to the resignation of Deloitte as the current auditor of the Company; or
- the day (if any) fixed by ASIC for the resignation of Deloitte to take effect (in accordance with section 329(8) of the Corporations Act).

Directors' Recommendation

The Board recommends that shareholders vote in favour of **Resolution 5**.

Annexure A Nomination of External Auditor

The Company Secretary
Iress Limited
Level 16
385 Bourke Street
Melbourne, VIC 3000

I, Trudy Vonhoff, being a shareholder of Iress Limited (**Company**), hereby give notice pursuant to section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) of the nomination of Ernst & Young of 8 Exhibition Street, Melbourne Victoria 3000 as auditor of the Company.

I consent to the distribution of a copy of this notice as an annexure to the Notice of Meeting in respect of the Company's 2023 Annual General Meeting as required by section 328B(3) of the Corporations Act.

Yours sincerely

Trudy Vonhoff

2023

Annual General Meeting

Date

Thursday, 4 May 2023

Time

11.30 am (AEST)

Venue

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

Online at

<https://apps.computershare.com/MeetingsShareholderWeb/Home?Code=MRMF5LA&Invitation=&Locale=en>

Technology to perform
better every day.

iress.com





Iress Limited
ABN 47 060 313 359

IRE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30am (AEST) on Tuesday, 2 May 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you are signing this form under a Power of Attorney and you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative" form. The form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: 1999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

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



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Iress Limited hereby appoint

☐

the Chair
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Iress Limited to be held at the offices of King & Wood Mallesons, Level 27, 447 Collins Street, Melbourne, VIC 3000 and as a virtual meeting on Thursday, 4 May 2023 at 11:30am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 3 (and the other items of business) by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Election of Mr. Anthony Glenning as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Ms. Trudy Vonhoff as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Appointment of External Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

I RE

2 9 7 7 9 3 A



Computershare

