

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

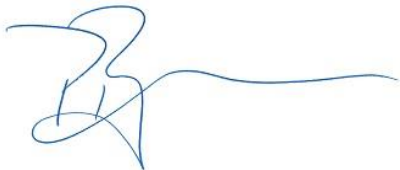
11 May 2018

Dear Sir or Madam

**RE: APPENDIX 3Y – ANDREW WALSH – CEO & MANAGING DIRECTOR**

Please find attached an Appendix 3Y announcement relating to the vesting of deferred share rights awarded in prior years to Andrew Walsh, CEO & Managing Director as well as the grant of deferred share rights and performance rights to Andrew Walsh as authorized at the AGM on 3 May 2018.

Yours sincerely



Peter Ferguson  
Group General Counsel & Company Secretary

# Appendix 3Y

## Change of 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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	IRESS Limited
<b>ABN</b>	47 060 313 359

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Andrew Walsh
<b>Date of last notice</b>	8 March 2018

### Part 1 - Change of director's relevant interests in securities

*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>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	7 May 2018 – Vesting of 2015 Deferred Share Rights 10 May 2018 – Grant of 2018 Deferred Share Rights and Performance Rights

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held prior to change</b>	<p>Ordinary Shares</p> <p>Direct: 380,266</p> <p>Indirect: ..44,909</p> <p><u>Unvested Share/Rights Grants:</u></p> <p><b>2014 Series</b>  Performance Rights 2014:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2014, 3 year measurement period commencing 7 May 2015: - 63,000</li> <li>• 4 year term, granted 7 May 2014, 4 year measurement period commencing 7 May 2014: - 63,000</li> </ul> <p><b>2015 Series</b>  Deferred Shares Rights 2015:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2015: - 55,000</li> </ul> <p>Performance Rights 2015:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 60,000</li> <li>• 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 60,000</li> </ul> <p><b>2016 Series</b>  Deferred Shares Rights 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2016: - 60,000</li> </ul> <p>Performance Rights 2016:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000</li> <li>• 4 year term, granted 7 May 2016, 4 year measurement period commencing 1 Jan 2016: - 60,000</li> </ul> <p>General Employee Shares 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 22 Jul 2016: - 87</li> </ul> <p><b>2017 Series</b>  Deferred Shares Rights 2017:</p> <ul style="list-style-type: none"> <li>• 3 year term, granted 11 May 2017: - 47,575</li> </ul> <p>Performance Rights 2017:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 11 May 2017, 3 year measurement period commencing 1 Jan 2018: - 54,739</li> <li>• 4 year term, granted 11 May 2017, 4 year measurement period commencing 1 Jan 2017: - 54,739</li> </ul>
<b>Class</b>	Ordinary

+ See chapter 19 for defined terms.

**Appendix 3Y**  
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<b>Number acquired</b>	<p>Vesting of 2015 Deferred Share Rights:</p> <ul style="list-style-type: none"> <li>3 year term granted 7 May 2015: - 55,000</li> </ul> <p>Grant of Deferred Shares Rights 2018:</p> <ul style="list-style-type: none"> <li>3 year term, granted 10 May 2018: - 51,707</li> </ul> <p>Grant of Performance Rights 2018:</p> <ul style="list-style-type: none"> <li>4 year term, granted 10 May 2018, 3 year measurement period commencing 1 Jan 2019: - 45,605</li> <li>4 year term, granted 10 May 2018, 4 year measurement period commencing 1 Jan 2018: - 45,605</li> </ul>
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil
<b>No. of securities held after change</b>	<p>Ordinary Shares</p> <p>Direct: 435,266</p> <p>Indirect: ..44,909</p> <p><u>Unvested Share/Rights Grants:</u></p> <p><b>2014 Series</b> Performance Rights 2014:</p> <ul style="list-style-type: none"> <li>4 year term, granted 7 May 2014, 3 year measurement period commencing 7 May 2015: - 63,000</li> <li>4 year term, granted 7 May 2014, 4 year measurement period commencing 7 May 2014: - 63,000</li> </ul> <p><b>2015 Series</b> Performance Rights 2015:</p> <ul style="list-style-type: none"> <li>4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 60,000</li> <li>4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 60,000</li> </ul> <p><b>2016 Series</b> Deferred Shares Rights 2016:</p> <ul style="list-style-type: none"> <li>3 year term granted 7 May 2016: - 60,000</li> </ul> <p>Performance Rights 2016:</p> <ul style="list-style-type: none"> <li>4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000</li> <li>4 year term, granted 7 May 2016, 4 year measurement period commencing 1 Jan 2016: - 60,000</li> </ul> <p>General Employee Shares 2016:</p> <ul style="list-style-type: none"> <li>3 year term granted 22 Jul 2016: - 87</li> </ul> <p><b>2017 Series</b> Deferred Shares Rights 2017:</p> <ul style="list-style-type: none"> <li>3 year term: - 47,575</li> </ul> <p>Performance Rights 2017:</p>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

	<ul style="list-style-type: none"> <li>4 year term, 3 year measurement period commencing 1 Jan 2018: - 54,739</li> <li>4 year term, 4 year measurement period commencing 1 Jan 2017: - 54,739</li> </ul> <p><b>2018 Series</b></p> <p>Deferred Shares Rights 2018:</p> <ul style="list-style-type: none"> <li>3 year term, granted 10 May 2018: - 51,707</li> </ul> <p>Performance Rights 2018:</p> <ul style="list-style-type: none"> <li>4 year term, granted 10 May 2018, 3 year measurement period commencing 1 Jan 2019: - 45,605</li> <li>4 year term, granted 10 May 2018, 4 year measurement period commencing 1 Jan 2018: - 45,605</li> </ul>
<p><b>Nature of change</b></p> <p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Vesting and grants pursuant to corporate Deferred Shares Rights and Performance Rights Plans respectively.</p>

## Part 2 – Change of 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<p><b>No. and class of securities to which interest related prior to change</b></p> <p>Note: Details are only required for a contract in relation to which the interest has changed</p>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<p><b>Value/Consideration</b></p> <p>Note: If consideration is non-cash, provide details and an estimated valuation</p>	N/A
<b>Interest after change</b>	N/A

## Part 3 – +Closed period

+ See chapter 19 for defined terms.

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<b>Were the interests in the securities or contracts detailed above traded during a<sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.