

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

17 September 2018

Dear Sir or Madam

#### RE: APPENDIX 3Y - ANDREW WALSH - CEO & MANAGING DIRECTOR

Please find attached an Appendix 3Y announcement relating to the sale of shares by Andrew Walsh, CEO & Managing Director. This transaction has been made to meet tax obligations arising on the vesting of equity-based remuneration and personal financial planning.

IRESS places critical importance on equity-based remuneration and meaningful ongoing exposure to equity in aligning the interests of employees with shareholders. As detailed in the 3Y, following this transaction Mr. Walsh retains 325,585 shares in the company (in direct and indirect holdings) and 159,369 unvested deferred share rights and general employee shares, representing multiples of fixed remuneration and meaningful exposure. In addition, Mr Walsh holds 566,688 unvested performance rights.

Yours sincerely

Peter Ferguson

Group General Counsel & Company Secretary

Rule 3.19A.2

# **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

Name of entity	IRESS Limited
ABN	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.

Name of Director	Andrew Walsh
Date of last notice	10 May 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.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	17 September 2018

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

No. of securities held prior to change	Ordinary Shares
140. Of Securities field prior to charige	Direct: 435,266
	Indirect: 44,909
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	Unvested Share/Rights Grants:
	2014 Series
	Performance Rights 2014:
	4 year term, granted 7 May 2014, 3 year measurement
	period commencing 7 May 2015: - 63,000
	<ul> <li>4 year term, granted 7 May 2014, 4 year measurement</li> </ul>
	period commencing 7 May 2014: - 63,000
	2015 Series
	Performance Rights 2015:
	<ul> <li>4 year term, granted 7 May 2015, 3 year measurement</li> </ul>
	period commencing 7 May 2016: - 60,000
	• 4 year term, granted 7 May 2015, 4 year measurement
	period commencing 7 May 2015: - 60,000
	2016 Series
	Deferred Shares Rights 2016:
	• 3 year term granted 7 May 2016: - 60,000
	Porformance Birchte 2016
	Performance Rights 2016:
	<ul> <li>4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000</li> </ul>
	<ul> <li>4 year term, granted 7 May 2016, 4 year measurement</li> </ul>
	period commencing 1 Jan 2016: - 60,000
	General Employee Shares 2016:
	3 year term granted 22 Jul 2016: - 87
	, ,
	2017 Series
	Deferred Shares Rights 2017:
	• 3 year term: - 47,575
	Performance Rights 2017:
	4 year term, 3 year measurement period commencing
	1 Jan 2018: - 54,739
	4 year term, 4 year measurement period commencing
	1 Jan 2017: - 54,739
	2018 Series
	Deferred Shares Rights 2018:
	• 3 year term, granted 10 May 2018: - 51,707
	Performance Rights 2018:
	<ul> <li>4 year term, granted 10 May 2018, 3 year measurement</li> </ul>
	period commencing 1 Jan 2019: - 45,605
	<ul> <li>4 year term, granted 10 May 2018, 4 year measurement</li> </ul>
	period commencing 1 Jan 2018: - 45,605
Class	Ordinary
	•

Appendix 3Y Page 2 01/01/2011

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

Number acquired	Nil
Number disposed	154,590
Value/Consideration  Note: If consideration is non-cash, provide details and estimated valuation	Average price per share \$12.98. Total proceeds on sale \$2,006,578
No. of securities held after change	Ordinary Shares         280,676           Indirect:         44,909           325,585
	Unvested Share/Rights Grants Overview:
	Deferred Shares and General Employee Shares all Series: 159,369
	Performance Rights all Series: 566,688
	Unvested Share/Rights Grants Details:
	<ul> <li>2014 Series</li> <li>Performance Rights 2014:</li> <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>
	<ul> <li>2015 Series</li> <li>Performance Rights 2015:</li> <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>
	2016 Series Deferred Shares Rights 2016:  3 year term granted 7 May 2016: - 60,000
	Performance Rights 2016:  4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000  4 year term, granted 7 May 2016, 4 year measurement period commencing 1 Jan 2016: - 60,000
	General Employee Shares 2016:  • 3 year term granted 22 Jul 2016: - 87
	2017 Series Deferred Shares Rights 2017:  3 year term: - 47,575
	Performance Rights 2017:

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

	<ul> <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>
2018 Series Deferred Shares Rights 2018:  3 year term, granted 10 May 2018: - 51,707	
	Performance Rights 2018:
	4 year term, granted 10 May 2018, 3 year measurement period commencing 1 Jan 2019: - 45,605  A year term, granted 10 May 2018, 4 year measurement
	4 year term, granted 10 May 2018, 4 year measurement period commencing 1 Jan 2018: - 45,605
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buyback	On market sale

## 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.

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

### Part 3 - +Closed period

Appendix 3Y Page 4 01/01/2011

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

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

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