

# Nomination and Remuneration Charter

## 1. PURPOSE

The Nomination & Remuneration charter sets out the role, composition and responsibilities of the IRESS Market Technology Limited (“IRESS”) Nomination & Remuneration Committee (“the Committee”).

## 2. MEMBERSHIP

All directors are eligible to be members of the Committee.

A quorum shall be determined in a manner consistent with article 12.15 of the Company’s Constitution.

Participation on the Committee is in addition to the other duties of a director of the Board.

## 3. CHAIRMAN

The Chairman of meetings shall be determined in a manner consistent with article 12.17 and 12.18 of the Company’s Constitution.

## 4. FREQUENCY OF MEETINGS

As a minimum, the Committee shall meet twice a year.

The Chairman will call additional meetings if so requested by any director.

## 5. COMMITTEE MEMBERS’ INTERESTS

A member who holds an executive capacity is not entitled to be present when his or her own salary or fee is discussed at a meeting or when his/her performance is being evaluated.

## 6. SECRETARY

The Company Secretary of IRESS shall act as Secretary to meetings.

## 7. VOTING

Matters arising for determination shall be decided in a manner consistent with article 12 of the Company’s Constitution.

## 8. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- determining the appropriate size and composition of the Board;
- setting a formal and transparent procedure for selecting new directors for appointment to the Board;
- developing criteria for selection of candidates for the Board in the context of the Board’s existing composition and structure;
- making recommendations to the Board on the appointment and removal of directors;
- developing a plan for identifying, assessing, and enhancing director competencies;
- developing a succession plan for the Board and regularly reviewing the plan;

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- reviewing the time required of a non-executive director and whether directors of the Board are meeting this requirement;
- evaluating the performance of the Board;
- evaluating the performance of the Managing Director;
- evaluating the executive performance of any other director, where that director performs some functions in an executive capacity;
- ensuring that there is an appropriate induction programme in place for new directors by reviewing its effectiveness.

### 9. REMUNERATION DUTIES

The duties of Committee in relation to remuneration matters include:

- determining remuneration policies and remuneration of directors;
- determining remuneration and incentive policies packages for the managing director and the remuneration and incentives paid under these policies based on the performance of the managing director;
- reviewing the remuneration and incentive packages for the direct reports to the managing director and approving remuneration and incentives proposed under these packages based on the performance of these executives;
- approving the remuneration and incentive policies of all other employees
- approving IRESS' recruitment, retention, and termination policies and procedures for the managing director and his direct reports;
- approving incentive schemes;
- reviewing professional indemnity and liability insurance for directors and senior management;
- approving succession plans for the managing director and his direct reports.

### 10. ACCESS

The Committee, in completing these duties, shall have direct access to IRESS' officers and advisers, and shall have the authority to seek whatever independent, professional or other advice from outside the company it requires, in order to assist it in meeting its responsibilities.

### 11. REPORTING

The Secretary shall prepare minutes for Committee meetings which are to be tabled at the next Committee meeting. Following approval, minutes are to be signed by the Chairman or the chair of the Committee meeting.

### 12. REVIEW OF CHARTER

This charter is to be reviewed by the Board to ensure it remains consistent with Board's objectives and responsibilities.

### 13. PUBLICATION OF CHARTER

A copy of this charter is available at [www.iress.com.au/corporate/corp\\_governance.asp](http://www.iress.com.au/corporate/corp_governance.asp). The charter is to be made available to shareholders of IRESS upon request.