

# 2017 Notice of Annual General Meeting

**DATE:** Thursday, 4 May 2017  
**TIME:** 11.30am AEST  
**VENUE:** RACV Club  
501 Bourke Street, Melbourne Victoria

# Invitation to Shareholders from IRESS' Chair

Notice is hereby given that the Annual General Meeting of the members of IRESS Limited ABN 47 060 313 359 (the Company) will be held at RACV Club, located at 501 Bourke Street, Melbourne, Victoria on Thursday, 4 May 2017, at 11.30am AEST.

30 March 2017

## Dear Shareholder

I am pleased to invite you to the 2017 Annual General Meeting for IRESS Limited. The meeting is an important part of the IRESS calendar and we encourage you to read these materials.

This year's meeting will be held at 11.30am AEST on Thursday, 4 May 2017 at:

RACV Club  
501 Bourke Street  
Melbourne, Victoria

## Enclosed information

We have included in this Notice of Meeting:

- A map showing the RACV Club (page 12)
- Highlights of the business and financial performance of IRESS during 2016 (pages 3-5)
- Notice of Meeting and Explanatory Notes (pages 6-11)
- Information on how to exercise your proxy vote (page 7), and
- Your proxy form (separate document).

## Voting by proxy

If you are unable to attend the meeting and wish to vote, please complete and return the enclosed proxy form no later than **11.30am AEST** on **Tuesday, 2 May 2017**. Further voting details are set out in the Notice of Meeting on pages 6 and 7 and in the proxy form.

## Attendance on the day

If you are able to attend in person, you will need to register on arrival. Registration will open from 10.30am AEST. Following the meeting we will be serving refreshments and we encourage you to stay for these.

I look forward to seeing you on the day.

Yours sincerely



**TONY D'ALOISIO /**  
CHAIR /

# IRESS 2016 Results

## IRESS delivered a strong financial result in 2016, underpinned by strategic, diversified growth.

The 2016 result was underpinned by resilient financial markets revenue, continuing strong demand for wealth products and increased take up of IRESS' integrated solutions.

### Highlights of the 2016 result:

- ▲ **Group Revenue of \$389.7m,  
+8% on FY15**
- ▲ **Group Segment Profit of \$123.5m,  
+4% on FY15**
- ▲ **Statutory net profit of \$59.5m,  
+7% on FY15**
- ▲ **Final dividend of 28.0c per share,  
+5% on 2015, 60% franked**
- ▲ **Strong growth in UK revenue in FY16**
- ▲ **Double-digit growth in South Africa  
and Wealth Management – ANZ**

Key business highlights for the 2016 year included:

- Successful delivery in the United Kingdom. Delivery of IRESS' Mortgage Sales and Originations (MSO) solution to Atom Bank, the United Kingdom's first all-digital bank. In addition, IRESS reached a major milestone under its long-term strategic partnership with leading United Kingdom financial planning and investment management group Tilney.
- Our leading solution XPLAN was voted the number one financial planning software in Australia for the ninth consecutive year. It achieved a 94.3% score, the highest in the eleven year history of the report by Investment Trends.
- Acquisitions completed. The acquisitions of superannuation software provider, Financial Synergy in Australia and leading market data provider, INET BFA in South Africa strongly complement and extend IRESS' existing capabilities and the range and scale of services and solutions IRESS can provide.
- Financial Markets growth. Our financial markets business in Australia grew 2.1% in revenue in 2016 reflecting increased sales of portfolio solutions to existing and several new buy-side clients, and resilient sell-side revenue despite continuing market pressures.
- South Africa delivery. Our business delivered major financial markets and wealth management projects, including the ongoing migration of high net worth retail clients from our Trader to ViewPoint product. A prominent tier-one bank announced it will replace its proprietary premium online trading solution with ViewPoint.

Our business achievements in 2016 directly reflect the passion and sustained efforts of our people, and their focus on the interests and outcomes of our clients and shareholders. These qualities continue to underlie the success and resilience of IRESS as we continue to grow and scale.

# Another year of sustainable growth in revenue and earnings

	Operating Revenue (AUD)	Segment Profit (AUD)
<b>Asia Pacific (53% of Group revenue)</b> The result was underpinned by continuing resilience of financial markets revenue, strong demand for XPLAN, and the contribution of the recently acquired Financial Synergy (FS) business. The acquisition of FS extends the range of services and solutions IRESS provides to the superannuation industry.	+8%	+4%
<b>United Kingdom (35% of Group revenue)</b> Revenue growth reflects strong underlying demand for XPLAN and IRESS' integrated wealth management platforms as well as a full year's contribution from businesses acquired in 2015. The integration of these businesses is progressing well and unlocking new client opportunities. Transition of the lending business to a subscription revenue model is progressing well. The first delivery of the next generation mortgage solution was completed in 2016.	+10%	+5%
<b>South Africa (7.5% of Group revenue)</b> Strong demand across the IRESS product suite continued in 2016. The acquisition of INET BFA expands IRESS' market data offering and client base in South Africa.	+8%	+15%
<b>Canada (4.5% of Group revenue)</b> Challenging conditions in Canadian financial markets continued in 2016. Diversification into wealth continues with focus on 2017 client deliveries. Margin impacted in 2016.	-13%	-71%
<b>Total Group</b>	<b>+8%</b>	<b>+4%</b>

**2016** – Revenue growth driven by continuing strong demand for IRESS Wealth Management solutions in Australia and the United Kingdom; strong growth in South Africa across the entire product suite; and the contribution of recent acquisitions. FX had a significant adverse impact.

Operating revenue (AUD)

**\$390m**

**2015** – Revenue underpinned by resilient financial markets revenue in Australia and strong growth in wealth management in South Africa and Australia. Strong revenue momentum in UK wealth management. Acquisitions and FX made significant contributions.

Operating revenue (AUD)

**\$362m**

**2014** – First full year of revenue from Avelo acquisition in 2013. Offshore revenue now 45% of total. Growth in financial markets and wealth management in Australia reflected continued strong demand for key products, particularly XPLAN.

Operating revenue (AUD)

**\$329m**

**2013** – Acquisition of Avelo established a new platform for growth in the UK. Continued high demand for XPLAN in Australia to address FoFA initiatives.

Operating revenue (AUD)

**\$251m**

2016

2015

2014

2013

## BUSINESS

### Accounts

To receive and consider the full financial report (financial statements, notes and Directors' Declaration) for the year ended 31 December 2016, together with the consolidated accounts of 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 DIRECTOR

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

- 1 "That Ms. Jenny Seabrook 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:

- 2 "That the Remuneration Report (which is contained in the Directors' Report) for the year ended 31 December 2016 be adopted".

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

### GRANT OF DEFERRED SHARE RIGHTS AND PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO (MR. ANDREW WALSH)

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

- 3 (A) "That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of up to 53,000 Deferred Share Rights to the Managing Director and CEO, Mr. Andrew Walsh, and the provision of ordinary shares on exercise of those Deferred Share Rights, under the IRESS Limited Employee Deferred Share Rights Plan (as described in the Explanatory Notes) be approved."
- (B) "That, for the purpose of ASX Listing Rule 10.14 and all other purposes, the grant of up to 120,000 Performance Rights to the Managing Director and CEO, Mr. Andrew Walsh, and the provision of ordinary shares on exercise of those Performance Rights, under the IRESS Limited Executive LTI Plan (as described in the Explanatory Notes) be approved."

Information regarding the resolutions may be found in the accompanying Explanatory Notes, which form part of this Notice of Meeting.

## INFORMATION FOR SHAREHOLDERS

### Entitlement to attend and vote

All shareholders are entitled to attend the Annual General Meeting. 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, 2 May 2017. With respect to joint shareholders, all holders may attend the meeting, 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.

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 meeting 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 meeting (being no later than 11.30am AEST on Tuesday, 2 May 2017):

- (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.

Pursuant to the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- (a) the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- (c) if the proxy is not the Chairman, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- (d) if the proxy is the Chairman, the proxy must vote on a poll and must vote as directed.

### Default to Chairman

If:

- (a) a poll has been called on a particular resolution;
- (b) a shareholder has appointed a proxy other than the Chairman;
- (c) the appointment of the proxy specifies the way in which the proxy is to vote on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the Annual General Meeting; or
  - (ii) the proxy attends the Annual General Meeting but does not vote on the resolution,

then the Chairman of the Annual General Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman must vote in accordance with the written direction of that shareholder.

### 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/- Link Market Services Limited**  
**Locked Bag A14**  
**Sydney South NSW 1235**  
**Fax: +61 2 9827 0309**

### Online proxy

Shareholders may submit their proxy online by visiting:

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

To use this option, shareholders will need their Securityholder Reference Number (**SRN**) or Holder Identification Number (**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 the Registry. The Registry 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 resolutions 2, 3A and 3B. 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 (**Closely Related Parties**). In addition, voting exclusions apply in respect of resolutions 3A and 3B under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

By Order of the Board



**PETER FERGUSON /**  
**COMPANY SECRETARY /**

Sydney, 30 March 2017

## RESOLUTION 1 – RE-ELECTION OF MS. JENNY SEABROOK

Ms. Seabrook is a Non-Executive Director of the Company, is a member of the Audit & Risk Committee and is a member and chair of the People & Performance Committee. Jenny was appointed as a Director on 20 August 2008 and, as at the date of the Annual General Meeting to which this notice relates, will have been a director for 8 years and 9 months.

Ms. Seabrook has more than 30 years' experience as a chartered accountant, investment banker and capital markets adviser. She is highly experienced in mergers and acquisitions and has extensive public company board experience. She is a special advisor to Gresham Partners and a Non-Executive Director of Iluka Resources Limited, MMG Limited (a Hong Kong listed entity) and Western Australian Treasury Corporation.

Ms. Seabrook was recently appointed to the board of the Federal Government corporation, Australian Rail Track Corporation. Former directorships include Alinta Gas, Amcor Limited, Australia Post, Edith Cowan University, Export Finance and Insurance Corporation, Bankwest, MG Kallis, Princess Margaret and King Edward Hospital, West Australian Newspapers and Western Power. Ms. Seabrook has been a member of ASIC's external advisory group and was a member of the Takeovers Panel from 2000 to 2012.

IRESS' Corporate Governance Statement at paragraphs 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/global/company/corporate-governance/corporate-governance-statement/>.

Ms. Seabrook, being eligible, offers herself for re-election.

### Directors' Recommendation

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

## RESOLUTION 2 – 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 2016. The Annual Report is available on the Company's website at [www.iress.com/global/company/investors/reports-presentations/](http://www.iress.com/global/company/investors/reports-presentations/).

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

### The Remuneration Report:

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

### 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 2**.

### Voting exclusion

The Company will disregard any votes cast on this resolution 2:

- 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),

unless the vote is cast as proxy for a person entitled to vote on resolution 2:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting, and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

If you appoint the Chairman 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 Chairman 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 KMP, which includes the Chairman of the meeting. The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.



## RESOLUTIONS 3A AND 3B – GRANT OF DEFERRED SHARE RIGHTS AND PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO

### Background

The Board is seeking shareholder approval for proposed grants of the instruments listed in Table 1 in connection with the Managing Director and CEO, Mr. Walsh's, 2016 short term incentive (STI) and 2017 long term incentive (LTI) arrangements.

TABLE 1

Instrument	Quantum (maximum)	Grant Date	Performance Measurement Period	Term of Measurement Period
Deferred Share Rights (STI)	53,000	7 May 2017	7 May 2017 – 7 May 2020	3 years
Performance Rights (LTI) – Tranche 1	60,000	7 May 2017	1 January 2017 – 31 December 2020*	4 years
Performance Rights (LTI) – Tranche 2	60,000	7 May 2017	1 January 2018 – 31 December 2020*	3 years

\* Any Performance Rights that do not vest will be subject to one retest, with the applicable measurement periods for Tranche 1 and Tranche 2 extended by six months to 30 June 2021, resulting in maximum performance measurement periods of 4.5 years for Tranche 1 and 3.5 years for Tranche 2.

The mix of Deferred Share Rights and Performance Rights in Table 1 broadly mirrors the mix of instruments granted to other senior executives of the Company, save that other senior executives receive only one tranche of Performance Rights with a three year term of measurement. Each Performance Right or Deferred Share Right will give Mr. Walsh a right to acquire one ordinary share in the Company on vesting and exercise, subject to the satisfaction of applicable conditions.

The awards proposed in Table 1 should be considered in the context of the Company's achievements in 2016, which are detailed in the Company's 2016 Annual Report.

### Approvals sought

Under ASX Listing Rule 10.14, shareholder approval is required for certain issues of securities to directors of the Company under an employee incentive scheme. Accordingly, shareholders are being asked to approve a grant of Deferred Share Rights and Performance Rights to the Managing Director and CEO, Mr. Walsh.

### Key terms of grant

The key terms of the grant of Deferred Share Rights and Performance Rights proposed to be made to Mr. Walsh under the Deferred Share Rights Plan and the LTI Plan are set out below. Further details about the Plans are included in the Remuneration Report which is contained in the Company's 2016 Annual Report.

Full copies of the Deferred Share Rights Plan rules and the LTI Plan rules are available upon request from the Company Secretary or from the Company's website at [www.iress.com/au/company/corporate-governance/performance-schemes/](http://www.iress.com/au/company/corporate-governance/performance-schemes/).

### Maximum number

The maximum number of Deferred Share Rights and Performance Rights that can be granted to Mr. Walsh is set out in Table 1.

The actual number of Deferred Share Rights and Performance Rights granted following the Annual General Meeting may be less than the maximum number, as Directors will consider the value of the Deferred Share Rights and Performance Rights grants at the time of grant (based on the prevailing market price of the Company's shares at that time).

### Date of grant

If shareholder approval is obtained, the Deferred Share Rights and Performance Rights will be granted on or about 7 May 2017, and in any event within six months of the date of this meeting.

### Price payable

The Deferred Share Rights and Performance Rights will be granted at no cost to Mr. Walsh.

If the applicable performance hurdle is met in respect of the Performance Rights (as described below), Mr. Walsh must pay a nominal exercise price of A\$1.00 to exercise his Performance Rights and acquire ordinary shares in the Company. This exercise price is payable irrespective of the number of Performance Rights exercised on that particular day. The same price applies to all other employees to whom Performance Rights are granted under the LTI Plan. There is no exercise price payable in relation to the Deferred Share Rights.

# Explanatory Notes Continued

## Factors taken into account in awarding Deferred Share Rights and Performance Rights

As noted at paragraph 6.4 of the Remuneration Report at page 31 of the Company's 2016 Annual Report, in determining appropriate STI and LTI awards for Mr. Walsh, the Board considers the following:

- the performance of the Group against financial and strategic targets;
- Mr. Walsh's performance against his individual targets and his contribution to the Group against 2016 financial and strategic objectives;
- policy remuneration mix;
- total remuneration; and
- the value of unvested equity to ensure sufficient exposure to IRESS equity and resulting shareholder alignment.

## Specific terms – Deferred Share Rights

A detailed explanation of the STI Plan and the basis for determining how the Plan is allocated is set out in paragraphs 4.2 and 6.2 of the 2016 Remuneration Report at pages 23 and 29 of the Company's 2016 Annual Report.

The Deferred Shares Rights will become eligible to vest and convert into ordinary shares in the Company if Mr. Walsh remains employed with the Company at the end of the three year measurement period and achieves acceptable individual performance as determined by the Board.

Any Deferred Share Rights that do not vest at the end of the three year measurement period will lapse.

## Specific terms – Performance Rights

A detailed explanation of the Executive LTI Plan and the basis for determining how the Plan is allocated is set out in paragraphs 4.3 and 6.4 of the 2016 Remuneration Report at pages 25 and 31 of the Company's 2016 Annual Report.

The Performance Rights will be granted in two tranches. The first tranche will have a four year performance measurement period commencing on 1 January 2017, and the second tranche will have a three year performance measurement period commencing on 1 January 2018. Any Performance Rights that do not vest following the end of the first or second tranches' applicable performance measurement periods will be subject to one retest, with the applicable performance measurement periods extended by six months, and ending 30 June 2021.

The Performance Rights are subject to a performance condition based on the Company's Total Shareholder Return (TSR) during the relevant measurement period, as compared to the TSR for each company in a peer group of companies. The peer group of companies comprises the top 200 companies listed in the S&P/ASX200 companies (ranked by market capitalisation) after excluding mining companies and listed property trusts.

The Company's ranking within the peer group of companies at the end of the relevant measurement period determines the number of Performance Rights that become exercisable (if any) on the following basis:

TABLE 2

Performance ranking range	Number of Performance Rights exercisable
Below 50th percentile	No Performance Rights exercisable
50th percentile	50% of the Performance Rights available to be exercised
51st percentile to 74th percentile	Performance Rights available to be exercised will be determined on a pro-rata basis between 52% and 98% depending on the Company's percentile performance ranking
75th percentile or higher	100% of Performance Rights available to be exercised

The TSR performance of the Company and each company in the peer group is assessed based on the volume weighted average share price of the Company, and each of the companies in the peer group, for the 20 trading days prior to both the measurement period commencement date and the relevant measurement end date.

Any Performance Rights that do not vest will be subject to one retest, six months after the end of the first test period. The Performance Rights will then only be able to be exercised in accordance with their normal terms (i.e. subject to the same performance condition tested at the end of the retest period). Accordingly, Performance Rights will vest and be able to be exercised only to the extent that the:

- TSR hurdle is satisfied at the retest date; and
- TSR performance of the Company at the end of the retest date exceeds the TSR performance of the Company as at the initial test date.

Any Performance Rights that do not vest as at the end of the initial test date or the retest date will lapse.

## Cessation of employment

Subject to applicable law relating to the provision of benefits, if Mr. Walsh's employment with the Company ceases for any reason, he will retain all vested but unexercised Deferred Share Rights or Performance Rights, and these may only be exercised by Mr. Walsh in accordance with their normal terms.

Subject to applicable law relating to the provision of benefits, and unless the Board determines otherwise, unvested Deferred Share Rights or Performance Rights will be treated as follows:

- (a) where Mr. Walsh's employment ceases other than as a result of a permitted reason as defined in the LTI Plan's terms, any unvested Deferred Share Rights or Performance Rights (as the case may be) will generally lapse on the date of cessation of employment;
- (b) where Mr. Walsh's employment ceases as a result of a permitted reason:
  - (i) if less than six months of the relevant measurement period has elapsed at the date of cessation of employment, all of the unvested Deferred Share Rights or Performance Rights held by Mr. Walsh will generally lapse (as the case may be);
  - (ii) if six months or more of the measurement period has elapsed at the date of cessation of employment, a pro-rata number of unvested Deferred Share Rights or Performance Rights (as the case may be) will lapse having regard to the portion of the measurement period that has elapsed as at the date of cessation and the total measurement period (excluding any retesting period). Any rights that do not lapse will then become eligible to vest and be able to be exercised in accordance with their normal terms.

## Change of control

If certain change of control events occur in relation to the Company, the Board may determine in its absolute discretion to give participants in the Plans (including Mr. Walsh) notice that their Deferred Share Rights and Performance Rights may vest and/or be exercised irrespective of whether the relevant performance conditions (if any) have been satisfied at that time.

## Dividend and voting rights

Mr. Walsh will not be eligible to receive any dividends on the Deferred Share Rights or Performance Rights until and unless the rights vest and shares are provided. The Deferred Share Rights or Performance Rights do not carry any voting rights.

## Other required information – ASX Listing Rules

Mr. Walsh is currently the only Director who is eligible to receive grants of Deferred Share Rights under the Deferred Share Rights Plan, or Performance Rights under the LTI Plan. Following shareholder approval at the 2016 Annual General Meeting, Mr. Walsh was issued with 60,000 Deferred Share Rights and 120,000 Performance Rights, all of which were granted at no cost.

No other Deferred Share Rights or Performance Rights have been granted to directors under the Plans since the 2016 Annual General Meeting. No loan will be made available by the Company to Mr. Walsh in connection with the grants of Deferred Share Rights or Performance Rights.

## Directors' Recommendation

The Non-Executive Directors have formed the view that Mr. Walsh's remuneration package (as described in detail in the Remuneration Report and which includes the proposed maximum grant of Deferred Share Rights and Performance Rights set out in Table 1) is reasonable, having regard to the circumstances of the Company and Mr. Walsh's duties and responsibilities.

The Board (other than Mr. Walsh because of his interest) recommends that shareholders vote in favour of **Resolutions 3A and 3B**.

## Voting exclusion

The Company will disregard any vote cast on resolutions 3A and 3B:

- by or on behalf of Mr. Walsh and any of his associates, in any capacity; and
- as proxy by a person who is a member of the Company's KMP (and their Closely Related Parties),

unless the vote is cast as proxy for a person entitled to vote on resolutions 3A and 3B:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting, and the Chairman has received express authority to vote undirected proxies on that resolution as the Chairman sees fit.

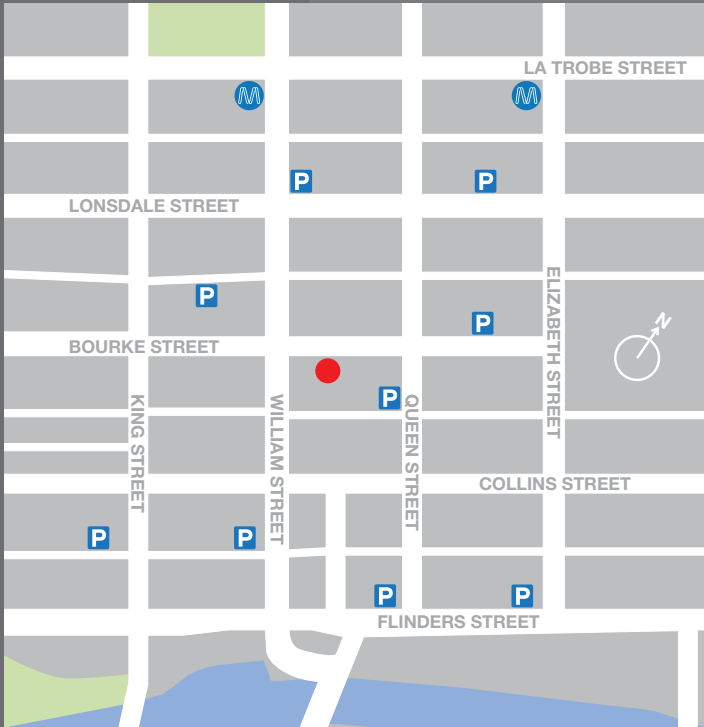
If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on resolutions 3A and 3B on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy on these resolutions. The Chairman of the meeting intends to vote undirected proxies in favour of resolutions 3A and 3B.




# 2017 Annual General Meeting

**DATE:** Thursday, 4 May 2017

**TIME:** 11.30am AEST

**VENUE:** RACV Club, 501 Bourke Street, Melbourne, Victoria



-  RACV CLUB
-  TRAIN STATION
-  SECURE PARKING