

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

28 May 2019

Dear Sir or Madam

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

Please find attached an Appendix 3Y announcement relating to the vesting of performance rights awarded in prior years to Andrew Walsh, CEO & Managing Director.

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

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	13 May 2019

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	22 May 2019

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

No. of securities held prior to change	<p><u>Ordinary Shares</u> Direct: 391,958 Indirect: <u>44,909</u> 436,867</p>
	<p><u>Unvested Share/Rights Grants Overview:</u></p> <p>Deferred Share Rights and General Employee Shares all Series: 159,369</p> <p>Performance Rights pre-2019 Series: 440,688</p> <p><u>Unvested Rights Grants under revised 2019 executive remuneration framework:</u></p> <p>Equity Rights: 80,020 Performance Rights: 80,020</p> <p><u>Unvested Share/Rights Grants Details:</u></p> <p>2015 Series Performance Rights 2015:</p> <ul style="list-style-type: none"> • 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 60,000 • 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 60,000 <p>2016 Series Performance Rights 2016:</p> <ul style="list-style-type: none"> • 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 <p>General Employee Shares 2016:</p> <ul style="list-style-type: none"> • 3 year term granted 22 Jul 2016: - 87 <p>2017 Series Deferred Shares Rights 2017:</p> <ul style="list-style-type: none"> • 3 year term: - 47,575 <p>Performance Rights 2017:</p> <ul style="list-style-type: none"> • 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 <p>2018 Series Deferred Shares Rights 2018:</p> <ul style="list-style-type: none"> • 3 year term, granted 10 May 2018: - 51,707 <p>Performance Rights 2018:</p> <ul style="list-style-type: none"> • 4 year term, granted 10 May 2018, 3 year measurement period commencing 1 Jan 2019: - 45,605

+ See chapter 19 for defined terms.

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	<ul style="list-style-type: none"> 4 year term, granted 10 May 2018, 4 year measurement period commencing 1 Jan 2018: - 45,605 <p>2019 Series Deferred Shares Rights 2019:</p> <ul style="list-style-type: none"> 3 year term, granted 9 May 2019: - 60,000 <p>2019 Series – New Framework Equity Rights 2019:</p> <ul style="list-style-type: none"> 2 year term, granted 9 May 2019: - 80,020 <p>Performance Rights 2019:</p> <ul style="list-style-type: none"> 3 year term, granted 9 May 2019 - 80,020 										
Class	Ordinary										
Number acquired	<p>Vesting of Performance Rights 2015:</p> <ul style="list-style-type: none"> 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 40,200 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 49,560 <p>Vesting of General Employee Shares 2016:</p> <ul style="list-style-type: none"> 3 year term granted 22 Jul 2016: - 87 <p>Correction to previous 3Y for Deferred Shares Rights 2019:</p> <ul style="list-style-type: none"> 3 year term, granted 9 May 2019: - 42,736 (not 60,000 as advised in 3Y published on 13 May 2019). 										
Number disposed	Nil										
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Nil										
No. of securities held after change	<p><u>Ordinary Shares</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Direct:</td> <td style="text-align: right;">481,805</td> </tr> <tr> <td>Indirect:</td> <td style="text-align: right;"><u>44,909</u></td> </tr> <tr> <td></td> <td style="text-align: right;">526,714</td> </tr> </table> <p><u>Unvested Share/Rights Grants Overview:</u></p> <p>Deferred Share Rights and General Employee Shares all Series: 142,018</p> <p>Performance Rights pre-2019 Series: 350,928</p> <p><u>Unvested Rights Grants under revised 2019 executive remuneration framework:</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Equity Rights:</td> <td style="text-align: right;">80,020</td> </tr> <tr> <td>Performance Rights:</td> <td style="text-align: right;">80,020</td> </tr> </table>	Direct:	481,805	Indirect:	<u>44,909</u>		526,714	Equity Rights:	80,020	Performance Rights:	80,020
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Performance Rights:	80,020										

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	<p><u>Invested Share/Rights Grants Details:</u></p> <p>2015 Series – To be retested in November 2019 Performance Rights 2015: • 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 19,800 • 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 10,440</p> <p>2016 Series 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</p> <p>2017 Series Deferred Shares Rights 2017: • 3 year term: - 47,575</p> <p>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</p> <p>2018 Series Deferred Shares Rights 2018: • 3 year term, granted 10 May 2018: - 51,707</p> <p>Performance Rights 2018: • 4 year term, granted 10 May 2018, 3 year measurement period commencing 1 Jan 2019: - 45,605 • 4 year term, granted 10 May 2018, 4 year measurement period commencing 1 Jan 2018: - 45,605</p> <p>2019 Series Deferred Shares Rights 2019: • 3 year term, granted 9 May 2019: - 42,736</p> <p>2019 Series – New Framework Equity Rights 2019: • 2 year term, granted 9 May 2019: - 80,020</p> <p>Performance Rights 2019: • 3 year term, granted 9 May 2019 - 80,020</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Vesting of 2015 Performance Rights and correction to 2019 Deferred Share Rights.</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.

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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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.