



CORPORATE GOVERNANCE STATEMENT 31 DECEMBER 2023

1. ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

- 1.1 The Board of Iress Limited (**Iress**) is committed to complying with the ASX Corporate Governance Principles and Recommendations issued from time to time by the ASX Corporate Governance Council.
- 1.2 During 2023, Iress complied with each of the ASX Corporate Governance Principles and Recommendations (4th Edition), as set out in this Corporate Governance Statement, subject to not having a separate Nominations Committee per Recommendation 2.1 (as explained in further detail in section 14.4).
- 1.3 The Board has approved this Corporate Governance Statement.

2. INTRODUCTION

- 2.1 Iress' Board works under a set of well-established corporate governance policies that reinforce the responsibilities of all Directors in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Australian Securities Exchange (**ASX**). Many of the governance elements are enshrined in Iress' Constitution. In addition, the Board operates in accordance with a Board Charter, which is intended to supplement the description of the Board's responsibilities as set out in the Constitution.
- 2.2 Iress' policies and corporate governance practices are reviewed periodically and will continue to be developed and refined to meet the needs of Iress.
- 2.3 This Corporate Governance Statement outlines the key aspects and mechanisms of Iress' governance framework, which have been established, and kept under review, by the Board. Copies of or summaries of the charters under which the Board and Board committees operate and other relevant information referred to in this Corporate Governance Statement (including relevant policies) are available on Iress' website at:

<https://www.iress.com/trust/corporate-governance/>

3. BOARD AND MANAGEMENT RESPONSIBILITIES

The Board

- 3.1 The Board has ultimate responsibility to set strategy and policy for the business and affairs of Iress and its subsidiaries (**Group**) for the benefit of Iress and the general body of shareholders, after considering regulatory matters and other ethical expectations and obligations. The Board is accountable to shareholders for the performance of the Group.

3.2 The Board's responsibilities and functions include:

- (a) Purpose and Culture:
 - (i) to approve a statement of values and Code of Ethics & Conduct Policy for the Company;
 - (ii) to monitor the culture of the Company (including by forming a view on the risk culture) and instilling the Company's Code of Ethics through policies, systems, and peoples; and
 - (iii) to monitor management's actions to strengthen the desired organisational culture and address weaknesses.
- (b) Strategy:
 - (i) to review and approve, at least annually and otherwise in accordance with legislative requirements, corporate strategies, annual budgets and financial plans developed by management;
 - (ii) to approve significant corporate strategic initiatives and the acquisition, establishment, disposal or cessation of any significant business of the Company;
 - (iii) to satisfy itself that an appropriate framework exists for the timely reporting by management to the Board of relevant information pertaining to strategy and risk;
 - (iv) to monitor, evaluate and improve management's performance in achieving the Company's strategies, budgets and financial plans; and
 - (v) to challenge management and hold it to account.
- (c) Chief Executive Officer (**CEO**)/Managing Director (**MD**) and Leadership Team:
 - (i) to appoint, and should it be necessary, terminate the employment of the CEO/MD;
 - (ii) to periodically evaluate the performance of the CEO/MD; and
 - (iii) in consultation with the People & Performance Committee as necessary and on the recommendation of the CEO/MD:
 - (A) to approve the appointment or the cessation of the employment of the Company's executive team reporting to the Managing Director (**Leadership Team**);
 - (B) to periodically evaluate the performance of the Company's Managing Director and Leadership Team;
 - (C) to ensure that appropriate executive succession planning is conducted for the CEO/MD and for the Leadership Team; and
 - (D) to approve key performance indicators for members of Iress' Leadership Team.
- (d) Remuneration and performance:
 - (i) to approve the Company's overall remuneration strategies, policies and practices, taking into account advice, reports and recommendations from the People & Performance Committee;
 - (ii) to determine the remuneration of Directors (including superannuation) within the limits approved by the shareholders;
 - (iii) to determine remuneration and incentive policies and packages for the CEO/MD, and the remuneration and incentives paid under these policies, based on the performance of the CEO/MD;
 - (iv) to review and approve the Remuneration Report to shareholders each year;
 - (v) to satisfy itself that Iress' remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite; and
 - (vi) to approve any new equity plans for the Company.
- (e) Financial reporting:

- (i) to approve the annual financial statements, the half-year financial statements, the Directors' report and significant related disclosures;
 - (ii) to oversee the Company's financial position, including the quantum, nature, and term of its debt facilities and its ability to meet its debts as and when they fall due; and
 - (iii) in consultation with the Audit & Risk Committee, to oversee the integrity of the Company's accounting and corporate reporting systems, including the external audit.
- (f) Risk Management:
 - (i) to oversee the Company's risk management framework and its operation by management;
 - (ii) to set the Company's risk appetite, within which the Board expects management to operate, and to approve the Company's risk appetite statement (**Group Risk Appetite Statement**);
 - (iii) to monitor the effectiveness of risk management by the Company, including:
 - (A) to satisfy itself through reporting and oversight that appropriate internal control mechanisms are in place and are operate effectively;
 - (B) to satisfy itself that management is monitoring and managing all material risks consistent with the Company's strategic objectives, the Group Risk Appetite Statement and policies approved by the Board;
 - (C) to satisfy itself that the Company's operating structure facilitates effective risk management; and
 - (D) to satisfy itself that strategic and emerging material risks are being appropriately identified, monitored and managed.
- (g) Governance:
 - (i) to monitor the effectiveness of Iress' governance practices;
 - (ii) to oversee shareholder reporting and communications;
 - (iii) to oversee the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
 - (iv) to enhance and protect the reputation of the Company.
- (h) Nomination of Directors:
 - (i) to appoint, and as required, replace the Chair of the Board or the Chair of any committee;
 - (ii) to consider whether the Board has the effective composition (skills, experience, expertise and diversity), size and commitment to adequately discharge its responsibilities and duties;
 - (iii) to consider and make determinations regarding the appointment, re-election and retirement of Directors;
 - (iv) to consider potential candidates for appointment as new Directors to the board;
 - (v) to set a formal and transparent procedure for selecting new Directors for appointment to the Board;
 - (vi) to select new Directors for appointment to the Board following completion of a selection process agreed by the Board;
 - (vii) to arrange professional development or training for Directors as required to ensure the Board collectively has the skills, knowledge and expertise to deal with new and emerging business and governance issues;

- (viii) to ensure that there is an appropriate induction program in place for new Directors;
 - (ix) to develop a process for evaluating the performance of the Board, its committees and Directors;
 - (x) to develop a succession plan for the Board and regularly review the plan; and
 - (xi) if applicable, to engage an independent professional consultant to identify suitable candidates in a Director recruitment search process.
- (i) Diversity and Inclusion
 - (i) to monitor diversity and inclusion across the Company, including conducting annual review of the Board's progress against objectives in the composition of a diverse and inclusive Board, Leadership Team and workforce generally; and
 - (ii) to set the Company's diversity and inclusion strategy and establish measurable objectives related to gender diversity and overseeing and reporting progress against achievement of those measurable objectives.
 - (j) Environment, social and governance
 - (i) in conjunction with the Audit & Risk Committee, to oversee the Company's strategy, policies, processes and performance in relation to environment, social and governance matters.
 - (k) Workplace Health and Safety (OH&S)
 - (i) in conjunction with the Audit & Risk Committee, to oversee the Company's OH&S risk management system for the Company's employees and contractors, including approving relevant OH&S policies, monitoring OH&S performance and considering OH&S reports.
- 3.3 In carrying out its duties, the Board meets regularly to discuss matters relevant to Iress, with additional meetings held as required to address specific issues.
- 3.4 Consistent with its obligation pursuant to the Board Charter and as stated above at paragraph 3.2(a)(i), the Board has approved Iress' Statement of Values, available on Iress' website at: <https://www.iress.com/about/about-us/>

Delegation to Management

- 3.5 Iress has established a set of principles which aim to govern decision-making with the Group. The scope of, and limitations to, authority delegated by the Board to the CEO/MD and through the CEO/MD to the Leadership Team is articulated in a formal delegation policy and framework, with specific delegations of authority for varying categories and expenditure amounts. These delegations of authority have been adopted with a view to balance prudent decision making and appropriate oversight. The CEO/MD's delegation is reviewed at least every two years and was last reviewed in August 2023.
- 3.6 Iress undertakes appropriate checks before appointing a person as a Director or senior executive and has a written agreement with each Director and senior executive setting out the terms of their appointment or employment and describing their roles and responsibilities.

4. ETHICAL STANDARDS

Code of Ethics and Conduct Policy

- 4.1 In all of its corporate activities, the Group is committed to:
- (a) complying with its legal obligations, acting ethically and responsibly;
 - (b) conducting its business in a way that is open and accountable to shareholders and the wider marketplace; and
 - (c) creating a safe and non-discriminatory work-place.
- 4.2 The Group has adopted a Code of Ethics and Conduct Policy which applies to all employees and Directors and is designed to ensure that:
- (a) high standards of corporate and individual behaviour are observed by all employees and Directors;
 - (b) all employees and Directors are aware of their responsibilities to Iress under their contract of employment / engagement; and
 - (c) all persons dealing with Iress, whether they be customers, suppliers, competitors, employees or shareholders, can be guided by the stated values and policies of Iress.
- 4.3 Conflict escalation procedures in respect of violations of the Code provide for a staged escalation and ultimately for the Managing Director and the Chair of the Audit and Risk Committee to become involved.
- 4.4 Iress' policy is to comply fully with the content and spirit of all laws and regulations which govern Iress and its operations, including those relating to employment, discrimination, health, safety, trade practices and securities. Iress has also developed procedures to ensure that employees are aware of and discharge their obligations under relevant privacy laws in their handling of information provided to the Group.
- 4.5 Iress' ethical practices and procedures are reviewed regularly, and processes are in place to promote and communicate these policies within Iress.

Whistleblowing Policy

- 4.6 Iress encourages its employees to speak up about any inappropriate, unethical, illegal or fraudulent conduct within the company.
- 4.7 Iress' Whistleblowing Policy details how employees (including agency workers and contractors) can report a concern. The Board (through the Audit & Risk Committee) receives confidential reports on the number and type of whistleblowing incidents (if any) to enable it to address any issues at a regional or Group level. The Audit & Risk Committee is provided additional information about any material incidents raised. Reports are on a "no names" basis to maintain the confidentiality of matters raised under the policy. If a whistleblower is not happy with the way in which their concern has been handled, they can raise it with the Legal team or with any of Iress' Directors, as appropriate.
- 4.8 In some cases, it may be appropriate for a person to report their concern to an external body. Iress has contracted Your Call Whistleblowing Solutions as an external service provider to confidentially and independently receive and manage disclosures from Iress employees.

Anti-Bribery and Corruption Policy

- 4.9 Iress does not tolerate any form of bribery or corruption and acts to ensure that neither it nor any third party acting on its behalf, acts corruptly in its dealings with any other person or entity.
- 4.10 Iress has an Anti-Bribery and Corruption Policy that sets out Iress' responsibilities, and those of the people working for and with it, in observing and upholding Iress' position on bribery and corruption. The policy also provides information and guidance to employees and other people working for and with Iress on how to identify and deal with bribery and corruption issues. Any material breaches of the Anti-Bribery and Corruption Policy are reported to the Board.

5. DIVERSITY

- 5.1 Iress has a broad and diverse employee base across several international jurisdictions. The Board monitors diversity (including gender diversity) under a broad definition at the Board and executive levels and broadly across the general staff base. The Board continues to observe no indicators of bias or impediments to diversity and believes Iress’ diversity ratios reflect well on the Group.
- 5.2 The Board has adopted a formal diversity policy and each year reports on and sets measurable objectives for achieving gender diversity in the composition of the Board, senior executives and workforce generally, as one specific and important aspect of that diversity policy. The policy requires that the Board assess the measurable objectives annually, as well as Iress’ progress against achieving them. This, together with setting the measurable objectives, is done by the Board in conjunction with the People and Performance Committee. The diversity policy and list of measurable objectives are available on Iress’ website:
<https://www.iress.com/trust/corporate-governance/governance-documents/diversity-policy/>; and
<https://www.iress.com/trust/corporate-governance/governance-documents/gender-diversity/>
- 5.3 The measurable objectives for achieving gender diversity set by the Board (through the People and Performance Committee) and Iress’ progress as at December 2023 in achieving those measurable objectives are described below:

| Background and Objective | 2023 Objective | 2023 Progress |
|---|--|---|
| 1.1 Promoting diversity within Iress | | |
| <p>In 2021 Iress adopted a three year objective to increase female representation at Iress to 40% by December 2024.</p> <p>Iress has signed the 40:40 Vision with HESTA committing to achieve the following gender representation at board, and Executive Leadership Team (ELT) by 2030:</p> <ul style="list-style-type: none"> ● 40% women ● 40% men ● 20% any gender (women, men, other) | <p>Deliver DEI Foundation Training to all people in 2023 to promote a greater common understanding and awareness of what inclusion really is and how it can benefit an organisation, teams, leaders and employees.</p> | <p>As a result of the transformation program and cost optimisation projects implemented in 2023, DEI Foundations training was deferred until 2024.</p> <p>Iress has decreased its female representation by 3% from 36.0% (as at 30 Sep 2022) to 33.0% (as at 31 Oct 2023). Considerable focus is required to hire females into open positions to achieve the 40% objective by December 2024.</p> <p>Representation at board meets the 40:40 Vision :</p> <ul style="list-style-type: none"> ● 40% women ● 60% men <p>Representation at ELT is over represented with men by 9.2%:</p> <ul style="list-style-type: none"> ● 30.7% women ● 69.2% men |

| Background and Objective | 2023 Objective | 2023 Progress |
|--|---|--|
| 1.2 Attracting diverse talent | | |
| <p>Iress' objective is to implement new strategies for recruiting and promoting people into leadership positions and new talent programmes to achieve gender balance in Leadership roles by 2030.</p> | <p>Deliver focussed DEI Training on Inclusive Recruitment for Talent Acquisition People Partners and Hiring managers.</p> <p>Target 45% of female representation of candidates to be interviewed for all roles.</p> <p>Target 50% female representation of hires in New Talent Programs.</p> <p>Maintain endorsed Employer Status with Work180 in both the UK and Australia.</p> | <p>With a recruitment freeze in place for the majority of 2023, DEI Inclusive training was not presented to the business.</p> <p>During 2023 42% of candidates interviewed were female.</p> <p>A new talent (graduate) program implemented in South Africa in 2023 with 50% female representation.</p> <p>Iress has maintained endorsed Employer Status with Work180 in both UK and Australia.</p> |
| 1.3 Ensure there continues to be no gender bias in remuneration practices | | |
| <p>Iress' objective is to continue to ensure that there is no remuneration disparity or bias in our remuneration policies and processes, ensuring people are fairly and consistently rewarded. In implementing such policies and processes, Iress aims to maintain pay equity for like-for-like roles and performance.</p> | <p>Continue to undertake annual role-by-role remuneration reviews (by country) to ensure role gender remuneration parity, and continue to submit annual Gender Pay Gap reports.</p> | <p>The annual role-by-role remuneration review (by country, business unit and job role) to ensure role gender parity was completed in Q3 2023.</p> <p>This ensures that no gender bias exists at Iress in remuneration practices.</p> |
| 1.4 Establish Iress as Diversity and Inclusion Leader | | |
| <p>Iress' objective is to engage with our employees to combat discrimination and promote respect, inclusion, opportunity and community in our workplace.</p> | <p>Establish a Global Diversity, Equity and Inclusion Council representative of all diversity groups and occupational levels within Iress, with a clear purpose to evaluate current diversity metrics, identify any barriers to diversity and inclusion in our current practices, recommend new programs, and track the long term progress of promoting a culture of inclusion.</p> <p>Continue to partner in the Tech Talent Charter and Women in Finance Charter in the UK.</p> | <p>As a result of the transformation of Iress to a regionally aligned structure it was decided to postpone the establishment of a Global DEI council and consider a more appropriate approach of establishing a broad global DEI Framework and establishing local DEI Councils in each Iress region.</p> |

5.4 As at 31 December 2023:

- (a) there were 3 female Directors out of a total of 6, amounting to 50.0% of the Board, excluding the CEO/MD. Including the CEO/MD, the 3 female Directors constitute 42.8% of the Board;
- (b) there were 4 female executives out of a total of 12, amounting to 33.3%, up from 28.5% representation in the previous year; and there were 652 females, out of a total of 1,900 people employed by the Group, amounting to 34.3%, compared to 36.1% as at 31 December 2022.

Executives for the purposes of this definition included Iress' KMP (excluding the CEO/MD and non-executive Directors).

6. RISK MANAGEMENT

General

- 6.1 Iress faces a broad range of risks reflecting its position as a global organisation operating in competitive markets and is committed to the integration of fit-for-purpose risk management practices that support the achievement of its strategic goals and objectives.
- 6.2 As a global technology company and licensed financial services business, risk (positive or negative) is inevitable in order for Iress to achieve success. Iress' risk management philosophy is to proactively identify, manage and mitigate risks, learn from risk events and continuously anticipate emerging risks and opportunities.
- 6.3 The Board is responsible for demonstrating leadership and commitment to enable a positive risk culture, including establishing appropriate governance structures for risk oversight, determining organisational appetite for risk, and ensuring appropriate policies and procedures are in place to oversee and manage risk. In doing so, the Board is responsible for approving Iress' Risk Strategy, Risk Management Framework and Risk Appetite Statement.
- 6.4 The risk management function of the Board is performed by the Audit & Risk Committee, the terms of reference for which are set out in the Audit & Risk Committee Charter. Management, through the Executive Risk Committee, reports to the Audit & Risk Committee on Iress' key risks and the extent to which it believes these risks are being adequately managed. The Risk Management Framework is reviewed annually, including in 2023, to ensure that it continues to be sound and that Iress is operating with due regard to the risk appetite set by the Board.
- 6.5 In terms of the controls prevailing over the 2023 reporting period, these were as described below:
 - (a) Financial reporting - there is a comprehensive budgeting system with an annual budget approved by the Directors. Monthly actual results are reported against budget or an alternative benchmark (where considered appropriate) and revised internal forecasts for the year are prepared regularly. Procedures are also in place to ensure that disclosure obligations are reviewed and information is reported to the ASX in accordance with continuous disclosure requirements. Iress' independent external auditor also reports periodically to the Audit & Risk Committee on their annual audit process, which includes consideration of the key controls and information technology systems that govern Iress' financial reporting framework.
 - (b) CEO/CFO Declaration - the CEO/MD and CFO provide a written declaration to the Board in relation to the full year accounts, as is required by section 295A of the Corporations Act, and a corresponding declaration for the half year accounts, pursuant to principle 4.2 of the ASX Corporate Governance Principles and Recommendations. These written declarations are made following receipt of supporting internal control assurance letters, signed by the senior executives of all key business units, as well as by finance managers.

- (c) Compliance & Regulatory - Iress has compliance and regulatory obligations as a listed entity and is also directly regulated as the holder of Australian Financial Services Licences under which Iress delivers various financial services. These include its superannuation administration service and its platform administration service. Under Iress' Three Lines Model for risk management, these obligations are managed at the business unit level, with monitoring and oversight performed by the Group Risk & Compliance team, which reports to the Chief Risk Officer. Material compliance and regulatory matters are considered by the Executive Risk Committee and reported, as required, to the Audit & Risk Committee.
- (d) Quality and integrity of personnel - Iress' human resource related policies and procedures are directed towards achieving the highest levels of service and integrity.
- (e) External advice - from time to time, Iress engages external experts, particularly in the areas of legal, compliance, tax and valuation matters, to provide specialist advice and technical expertise to support management in performing their duties.
- (f) Functional reporting - at various times (for example pre and/or post an acquisition), the Board may request additional information from Management to address a particular area of interest or risk.
- (g) Information security governance controls - Iress holds an ISO/IEC 27001:2013 certification for its Information Security Management System, which has an effective date of 28 November 2021 to 21 April 2025. ISO/IEC 27001:2013 certification requires organisations to put in place a broad range of internal information security risk controls designed to reduce the likelihood of information security incidents, whether innocent or malicious, and to reduce the impact of such incidents if and when they occur. Iress fulfils this information security risk and audit obligation with a combination of internal resources and external specialist security consultancies performing a number of internal information security audits and risk assessments across the organisation each year according to a three year information security audit plan.
- (h) Iress is subject to annual independent audits to uphold its certification to the ISO 27001 Information Security Management Standard See: <https://www.iso.org/standard/27001>. Full re-certification audits are carried out every three years, with independent intermediate maintenance audits performed each year in between to ensure Iress' ongoing compliance with the standard. Iress' last audit was in October 2021. This was a full re-certification audit, extending certification to 2025.
- (i) Accountability for the ongoing ISO/IEC 27001:2013 certification and execution of the management approved information security strategy sits with the Chief Information Security Officer (**CISO**), who reports to the Chief Operating Officer and updates the Board as required. The CISO leads a dedicated global information security team, the members of which have appropriate skills and qualifications to perform their roles, augmented by external information security consultancy resources as required.
- (j) Iress is further enhancing the information security certifications held by supporting a business unit led drive to achieve ISO 27001 Certification additionally at that more granular level. This activity will begin in the Wealth and UK business units early in the first half of 2024 with Superannuation and Trading & Market Data closely afterwards but likely early 2025. This aligns to the Wealth business having completed a SOC 2 (cybersecurity compliance framework) Type 1 audit in January 2024.

7. MATERIAL EXPOSURE TO ECONOMIC, ENVIRONMENTAL, SOCIAL AND GOVERNANCE RISKS

Economic Risks

- 7.1 Iress operates in a dynamic, international and highly-regulated industry and can be exposed to economic risks where it has limited control.
- 7.2 Changes to the external operating environment including macroeconomic factors such as inflation and interest rates as well as geopolitical factors may negatively impact client demand and the cost of providing Iress' products. This risk is mitigated by Iress' diverse geographic presence and varied product and customer portfolio which have a high portion of recurring revenues. There is also active monitoring of the impact of changes in the external operating environment on the business including people, customers, financial performance and financial position.
- 7.3 Iress is also exposed to foreign exchange movements which may affect the value of profits repatriated to Australia. Iress' presence in several jurisdictions and the increase in relative revenue contributions from those jurisdictions tends to ameliorate some of this exposure. Iress reports the financial performance of its offshore operations in both local currency and in AUD, to enable investors to better understand the performance of the underlying business.
- 7.4 The risk of a pronounced shift in technology or in the way market segments organise themselves and make use of Iress' products or solutions is another economic risk. Iress endeavours to manage this risk by maintaining a highly-skilled technology workforce, who constantly consider and test the potential utilisation or impact of emerging technologies. In the same way, Iress endeavours to manage market change risks by maintaining a high degree of engagement with its customers.
- 7.5 Further information about these, and other risks that Iress faces, as well as how we seek to manage them, are detailed in the 2023 Annual Report (see pages 117 - 119).

Environmental Sustainability Risk

- 7.6 With the known impacts of climate change, and greater visibility of environmental considerations across the supply chain, taking action on environmental issues is critical.
- 7.7 As a technology company, energy consumption is one of Iress' key impacts. Energy is consumed through office operations and suppliers (data centres) and contributes to greenhouse gas emissions. Iress tracks and reports on its energy consumption, is transitioning to renewable electricity, and continues to consider environmental credentials of suppliers in its procurement process, preferencing those with renewable electricity commitments.
- 7.8 In 2023, the Science Based Targets initiative (SBTi) approved Iress' near-term emissions reduction targets: Iress Limited commits to reduce absolute scope 1 and 2 greenhouse gas (GHG) emissions 69.3% by 2030 from a 2019 base year. Iress Limited also commits to reduce absolute scope 3 GHG emissions 27.5 % within the same timeframe. Iress will report progress against these targets in the Annual Report.
- 7.9 Iress has responded to recommendations from the Taskforce on Climate-related Financial Disclosures (TCFD) and developed a roadmap to improve its disclosure over time. Significant risks are included on Iress' Enterprise Risk Register, which are reviewed, with Board oversight, bi-annually.

Social Sustainability Risk

- 7.10 Iress' zero tolerance for modern slavery is communicated to all suppliers, contractors, and business partners at the outset of those business relationships, and reinforced thereafter. Iress is required to report on compliance with the Modern Slavery Act 2015 (UK) – the UK Modern Slavery Act, and the Modern Slavery Act 2018 (Cth) – the Australian Modern Slavery Act. Iress employs real-time supplier monitoring through Beroe LiVE.Ai™ across its supply chain assessing financial risk, cyber security risk, adverse media, ESG scores and supply chain risk.
- 7.11 So far as concerns the wellbeing of Iress employees, including Australian companies' positive duty to prevent sex discrimination and sexual harassment, Iress' People & Performance Committee is responsible for monitoring any key work health and safety (OH&S) issues. There were no material OH&S issues in 2023.

- 7.12 Iress periodically conducts people engagement surveys across its global employee base. The results of these surveys are used to assess and react to key human capital management issues including corporate culture, and employee engagement and satisfaction. Survey results are assessed across a range of factors including gender, function and geography.
- 7.13 Iress Impact (formerly Iress Foundation) was established in 2017 to support charities, predominantly through fundraising, volunteering and workplace giving. Since then, Iress Impact has contributed over \$1m to its local communities.

ESG Reporting

- 7.14 Iress has reported material Environmental, Social and Governance (ESG) matters in accordance with the GRI standards since 2019. Iress will continue these disclosures in the Annual Report in 2024.

8. BOARD COMPOSITION AND INDEPENDENCE

- 8.1 The Board's policy is that there should be a majority of independent, non-executive Directors to ensure that Board discussions or decisions have the benefit of predominantly outside views and experience and that the majority of Directors are free from interests and influences that may create a conflict with their duty to Iress. Maintaining a balance of experience and skills is an important factor in Board composition. Details of each Director are set out in summary biographies included on the corporate website. A description of skills and attributes sought in Directors is set out below in section 9 together with a matrix of skills of existing Directors.
- 8.2 The Board has adopted the definition of independence set out in the ASX Corporate Governance Principles and Recommendations and applies the guidelines set out with that definition to determine whether the Director is generally free of any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of Iress.
- 8.3 The Chair must be an independent Director appointed by the Board, and the role of Chair and CEO/MD cannot be fulfilled by the same person.
- 8.4 All of the non-executive Directors on the Board (including the Chair) were, during the reporting period, considered by the Board to be independent. Moreover, in the opinion of the Board, the composition of the Board fairly represents the interests of all shareholders in Iress.
- 8.5 The Board will at least annually, regularly assess the independence of each Director in light of the interests disclosed by them.

9. DIRECTORS' SKILLS AND EXPERIENCE

Sought after skills

- 9.1 In terms of skills and experience, the Board values the following attributes:
- (a) strategic and commercial skills and experience from related and other businesses, promoting rigorous dialogue with management and providing focused and broader insight and perspectives;
 - (b) practical and commercial experience in developing and implementing successful strategic plans;
 - (c) industry experience, preferably with similar businesses or other businesses which leverage technology and in particular knowledge, and experience of the financial markets and wealth management industries served by Iress, each of which assists the Board in evaluating the role of and potential for Iress' technology in those industries;
 - (d) financial numeracy and literacy, which may include direct experience in financial accounting and reporting or in investment banking or corporate finance. These skills underpin the ability to probe the adequacy of financial reports and internal controls as well as testing forecasts and assumptions in support of organic investments and acquisitions;
 - (e) human resource management experience to assist the Board in formulating and managing CEO/MD succession plans, in setting remuneration policy and in applying that policy to promote shareholder value through targeted and transparent short term and long term incentive programme;
 - (f) international experience from relevant businesses or industries outside Australia; and
 - (g) corporate governance experience and a commitment to the highest standards of corporate governance, that being essential for a publicly listed company and an organisation with international operations and international investors.

Skills matrix

9.2 The mix of skills and experience of the Directors is set out in the matrix below.

| Name | Background | Appointed | Elected / Re-Elected | General consistency with sought after skills (in section 9.1) |
|---------------|---|------------------|--|---|
| Mr R Sharp | Financial, technology, capital markets and governance. Substantial Executive and Non-Executive Director experience within the technology sector. Knowledge of ESG reporting trends and stakeholder expectations | 18 February 2021 | 6 May 2021 | ✓ |
| Ms N Beattie | Financial technology, regulatory experience, capital markets, strategic advisory. Substantial Executive and Non-Executive Director experience. Experience with stewardship responsibilities for ESG/sustainability and reporting tools and trends | 1 February 2015 | 7 May 2015 3 May 2018 6 May 2021 | ✓ |
| Mr M Dwyer | CEO, strategy, superannuation, funds management, government. Board oversight of ESG/sustainability. Substantial Executive and Non- Executive Director experience and knowledge of reporting trends and stakeholder expectations for ESG | 1 February 2020 | 7 May 2020 5 May 2022 | ✓ |
| Ms J Fahey | Strategy, Technology, Business Transformation, Major Program Delivery. Substantial Executive and Non-Executive Director experience. Knowledge of reporting trends and stakeholder expectations for ESG/sustainability | 5 October 2017 | 3 May 2018 6 May 2021 | ✓ |
| Mr A Glenning | CEO, technology, investment and funds management, strategy. Substantial Executive and Non-Executive Director experience within the technology sector | 11 October 2022 | 4 May 2023 | ✓ |

| | | | | |
|--------------|--|-----------------|--------------------------|---|
| Ms T Vonhoff | Investment, retail banking, risk, technology, agribusiness, financial markets. Substantial Executive and Non-Executive Director experience | 1 February 2020 | 7 May 2020 4 May 2023 | ✓ |
|--------------|--|-----------------|--------------------------|---|

Link between Board skills and Company strategy

- 9.3 The Board considers that individually and collectively, it has strong capability across a range of diverse but relevant skills and attributes and in particular for a business such as Iress. Such skills, together with the experience of the Board, are suitable to drive the short, medium and long term strategic objectives of the Company, and reflect the Company's role as the provider of, principally, financial markets and wealth management software in Australia and other global markets.

10. BOARD RENEWAL, APPOINTMENT, INDUCTION, TERM AND OTHER DIRECTORSHIPS

- 10.1 The Board plans for its own succession and renewal.
- 10.2 In identifying candidates, the Board takes account of the then current mix of skills and experience represented on the Board. The Board acknowledges the importance of careful planning for succession and renewal and in specifying a process for identifying and engaging with potential candidates who would complement any gaps in the skills, experience and diversity (including gender diversity) of the Board as then constituted.
- 10.3 The Board undertakes appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director and provides security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. This information is generally provided through the Notice of Meeting for the relevant meeting of shareholders and through the Director addressing that meeting.
- 10.4 The Board has a programme for inducting new Directors and providing appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively. This programme includes arranging periodic workshops in conjunction with scheduled Board and committee meetings to ensure the Directors are informed of matters relevant to their role as Directors.
- 10.5 In accordance with Iress' constitution, all Directors other than the CEO/MD are required to seek re-election at least once every three years on a rotating basis.
- 10.6 In order to ensure the composition of the Board will change over time, the Board's view is that, subject to the Board's ongoing skills requirements, 9 years is the optimal length of tenure for non-executive Directors. Directors may exceptionally be asked to remain on the Board (with shareholder consent) if there is a need to meet ongoing skills requirements beyond that 9 year period, however, notwithstanding any extension past a tenure of 9 years in line with this, non-executive Directors should not serve for a period exceeding 12 years and the Chair should not serve in that role for more than 10 years. None of the current non-executive Directors have been Directors for a period exceeding 9 years except for Nicola Beattie, who entered her tenth year of service for the Company on 1 February 2024.
- 10.7 Directors are required continually to evaluate the number of Boards on which they serve to ensure that each can be given the time and attention required to fulfil their duties and responsibilities. Directors are required to seek approval from the Chair prior to accepting an invitation to become a Director of any corporation.

11. **BOARD ACCESS TO INFORMATION, COMPANY SECRETARIAL SUPPORT AND INDEPENDENT ADVICE**

- 11.1 All Directors have unrestricted access to all employees of the Group and, subject to the law, access to all Company records and information held by Group employees and external advisers. The Board receives regular detailed financial and operational reports from executives.
- 11.2 The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 11.3 Any Director can seek independent professional advice at Iress' expense in the furtherance of his or her duties, subject to prior discussion with the Chair. If this occurs, the Chair must notify the other Directors of the approach, with any resulting advice received to be generally circulated to all Directors.

12. **REMUNERATION**

- 12.1 Non-executive Directors are paid an annual fee within a fixed amount approved for all non-executive Directors by shareholders. The total aggregate maximum annual amount approved by Iress' shareholders is currently \$1,500,000 per annum, which was approved by the shareholders at the Annual General Meeting in 2019.
- 12.2 For further information relating to the Group's remuneration practices, and details relating to Directors' and executives' remuneration during the financial year, see the Remuneration Report in the Annual Report.
- 12.3 As members of management, executive Directors, when appointed, do not receive any additional Director's fee.
- 12.4 The relevant interests of each Director in the share capital of Iress at the date of this report, as notified to the ASX pursuant to the ASX Listing Rules (**Listing Rules**) and section 205G of the Corporations Act, are set out in the Annual Report.

13. **CONFLICT OF INTEREST**

- 13.1 In order to ensure that any interests of a Director in a particular matter to be considered by the Board are brought to the attention of all the Directors, Iress has developed protocols consistent with obligations imposed by the Corporations Act and the Listing Rules, to require each Director to disclose any contracts, offices held, interests in transactions and other Directorships which may involve any potential conflict. Appropriate procedures have been adopted to ensure that, where the possibility of a material conflict arises, relevant information is not provided to the Director, and the Director does not participate in discussions on the particular issue, or vote in respect of the matter at the meeting where the matter is considered.

14. **BOARD COMMITTEES**

- 14.1 The Board has two standing committees, namely an Audit & Risk Committee and a People & Performance Committee. Iress has adopted an Audit & Risk Committee Charter and a People & Performance Committee Charter to define the tasks and responsibilities delegated to those committees.
- 14.2 The Board reviews the Audit & Risk Committee and People & Performance Committee Charters on an annual basis.
- 14.3 Executives attend Board and committee meetings by invitation whenever particular matters arise that require management presentations or participation.

14.4 With specific reference to Recommendation 2.1 of the ASX Corporate Governance Principles and Recommendations ('...The board of a listed entity should have a nomination committee...'), the Board has determined that the nomination of Directors is a matter for consideration by the entire Board and therefore determined not to have a separate Nomination Committee. Instead, the Board is responsible for its own succession planning, and for ensuring that it has an appropriate balance of skills, knowledge, experience, independence and diversity. The Board's nomination responsibilities are referred to in sections 3.2(h) and 10.1-10.2 above, and are addressed in Iress' Board Charter.

15. **AUDIT & RISK COMMITTEE**

15.1 Each member of the Audit & Risk Committee during 2023 was an independent, non-executive Director. During 2023, the Audit & Risk Committee comprised:

- T Vonhoff (Chair);
- M Dwyer; and
- J Fahey.

15.2 Members of the Audit & Risk Committee are financially literate and the Board is of the opinion that the members of the committee possess sufficient financial expertise and knowledge of the industry in which Iress operates. Details of the qualifications of the Audit & Risk Committee members and their attendance at committee meetings are included in the Annual Report.

15.3 The Audit & Risk Committee assists and advises the Board to fulfill its responsibilities on matters relating to, amongst other things:

- (a) monitoring the adequacy of the Company's corporate reporting processes;
- (b) reviewing the financial statements;
- (c) oversight of the overall external audit engagement;
- (d) oversight of the performance of the internal audit function;
- (e) material risks impacting the Company and relevant controls, as well as the design, implementation and operation of the risk management system to manage those risks and controls, the Iress Risk Management Framework (**RMF**); and
- (f) the Company's risk appetite and the overall risk profile against its material risk classes, as well as the risk culture and behaviours across the Company.

External Audit

15.4 The Audit & Risk Committee also liaises with Iress' external auditors, reviews the scope of their activities, their remuneration and independence, and advises the Board on their appointment and removal. The lead external audit partner and review partner are each rotated periodically. Iress changed its external auditor firm from Deloitte Touche Tohmatsu (Deloitte) to Ernst & Young with effect from the close of Iress' Annual General Meeting held on 4 May 2023, following the completion of a tender process and approval of its shareholders at the meeting.

15.5 The Board has adopted a policy that Iress' external auditor shall not provide non-audit services that may detract from the external auditor's independence and impartiality or be perceived as doing so. Any other services provided by the external auditor are reviewed on a case by case basis and must be approved in advance by the Audit & Risk Committee Chair where the value of those services is below a specified value or by the full committee where that value is exceeded.

15.6 The Board requires the external auditor to attend Iress' Annual General Meeting to answer questions from security holders relevant to the audit. The external auditor was present at Iress' 2023 Annual General Meeting.

Internal Audit

- 15.7 In 2023, the Board Audit & Risk Committee resolved that Iress should establish an internal audit function.
- 15.8 Iress has appointed an outsourced Internal Audit function (provided by Deloitte) to provide objective independent assurance to management and the Board on the effectiveness of Iress' internal control, risk management and governance systems and processes are adequate and effective. The Internal Audit function is independent of the External Auditor and is overseen by the Chief Risk Officer.
- 15.9 The Audit & Risk Committee is responsible for:
- (a) approving, on the recommendation from management, the appointment, fees and removal of the internal auditor;
 - (b) approving the Company's annual internal audit plan, including any significant changes to it and overseeing progress against it;
 - (c) receiving regular reports from Internal Audit on significant audit findings and the timeliness and adequacy of management's responses and progress in resolving outstanding significant audit findings;
 - (d) reviewing the effectiveness of internal audit reports and the performance of the Internal Audit function taking into account the opinions of management; and
 - (e) assessing, at least annually, the adequacy, independence and effectiveness of Internal Audit and providing feedback to management.
- 15.10 It is expected that CEO/MD, Chief Financial Officer and Chief Risk Officer (and other relevant company officers as required) will attend each meeting of the Audit & Risk Committee. The external auditor and the internal auditor are also invited to attend meetings of the Audit & Risk Committee.
- 15.11 Iress, through the Audit & Risk Committee, has complied with its obligations under Recommendations 4.1(a)(1) and (2) and Recommendations 7.1(a)(1), (2) and 7.3(a) of the ASX Corporate Governance Principles and Recommendations.
- 15.12 In addition, in satisfaction of Recommendation 4.2 of the ASX Corporate Governance Principles and Recommendations and in conjunction with the Corporations Act, the Board, before it approves Iress' financial statements for a relevant financial period, receives from its CEO/MD and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

16. PEOPLE & PERFORMANCE COMMITTEE

- 16.1 The role of the People & Performance Committee in relation to remuneration matters is to assist and advise the Board to fulfil its responsibilities on matters relating to remuneration strategy and policy for all staff, including the executives but excluding Directors. The People & Performance Committee is also responsible for reviewing the performance evaluations prepared by the CEO/MD for the direct reports to the CEO/MD, and reporting on these evaluation criteria and their application to the Board, as well as developing and regularly reviewing succession plans prepared by the CEO/MD for the CEO/MD's direct reports.
- 16.2 The People & Performance Committee Charter allows Directors to access the services of independent professional advisers. The committee may use such services to assist in the search for high-calibre people at all levels and to ensure that the employment terms and conditions offered by Iress are competitive with those offered by comparable companies.
- 16.3 Each member of the People & Performance Committee during 2023 was an independent, non-executive Director. During 2023, the People & Performance Committee comprised:
- J Fahey (Chair);
 - N Beattie;
 - M Dwyer; and
 - T Vonhoff.
- 16.4 Details of the qualifications of the People & Performance Committee members and their attendance at committee meetings are included in the Annual Report.
- 16.5 Iress, through the People & Performance Committee, has complied with its obligations under Recommendation 8.1(a)(1) and (2) of the ASX Corporate Governance Principles and Recommendations.

17. CONTINUOUS DISCLOSURE, SHAREHOLDER COMMUNICATION & ENGAGEMENT

- 17.1 The Board has a Disclosure and Communications policy and has procedures in place which are designed to ensure that information reported to the ASX is in accordance with the continuous disclosure requirements of its Listing Rules and will consider the Company's disclosure obligations at each Board meeting. The Board regularly reviews Iress' compliance with its continuous disclosure obligations. The Company Secretary is responsible for coordinating disclosure of information to the ASX, the Australian Securities and Investments Commission and shareholders as well as for providing the Board with copies of all material market announcements promptly after they have been made.
- 17.2 In addition to Iress' obligations to disclose information to the ASX and to distribute information to shareholders, Iress:
- (a) publishes annual and half-year reports, media releases, and other relevant publications on its website, at <https://www.iress.com/about/investors/>;
 - (b) gives its shareholders the option to receive communications from, and send communications to, the entity and its security registry electronically; and
 - (c) releases a copy of substantive new analyst and investor presentations to the ASX ahead of the presentation.
- 17.3 The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and discussion of the Group's strategy and goals. In 2023, Iress encouraged shareholders to participate at the company's Annual General Meeting, in person or virtually.

17.4 With the aim of ascertaining the intentions of the shareholders attending and voting at a meeting of shareholders, all substantive resolutions at a meeting of shareholders are decided by a poll rather than a show of hands.

18. PERIODIC REPORTING

18.1 Referring to recommendation 4.3 of the ASX Corporate Governance Principles and Recommendations, Iress publishes limited periodic unaudited reports. These comprise the annual Directors' report, and Environment, Social & Governance (ESG) disclosures included in the Annual report. Prior to publication, these reports undergo a rigorous process of internal review to determine the integrity of those reports through the Marketing & Communications function, the Company Secretary, the Chief Operating Officer, CFO and CEO/MD and other disciplines as required by the subject matter. The Board is confident that these reports are materially accurate and provide a balanced view of the information contained in the reports.

19. DIRECTOR MINIMUM SHAREHOLDING REQUIREMENT

19.1 The Board acknowledges the importance of aligning the interests of non-executive Directors with the interests of shareholders and, to that end, the Board has adopted a policy according to which all non-executive Directors, within three years of their appointment, are required to accumulate Iress shares in an amount equivalent in value to the base level annual Director fee (that is, excluding additional fees for holding the position of Chair of any Board subcommittee or holding the position of Board Chair).

19.2 Each Director to whom the minimum shareholding requirement applied as at 31 December 2023 (namely, Nicola Beattie, Julie Fahey, Trudy Vonhoff and Michael Dwyer) has met that requirement.

20. SECURITIES DEALINGS

20.1 The Board has adopted a Securities Trading Policy. The policy precludes Iress employees, Directors and their Associates (as defined in the policy) from dealing in Iress' Securities during three defined blackout periods, as follows:

- (a) in relation to the full year results, from 15 December to the close of trading on the business day after the day Iress' annual results are announced to the ASX;
- (b) in relation to the half yearly results, from 15 June to the close of trading on the business day after the day Iress' half yearly results are announced to the ASX; and
- (c) in relation to the AGM, from two weeks prior to the date of Iress' AGM to the close of trading on the business day after Iress' AGM.

20.2 Subject to insider trading laws, dealing in Securities outside these periods is permitted without prior approval from the Board, the CEO/MD or the Company Secretary. In the case of Directors (and their Associates), prior notification to the Chair (or in the case of the Chair, the Chair of the Audit & Risk Committee) is required for all dealings in Iress' Securities and in the case of other senior management personnel, Specified Roles (as defined in the policy) and their Associates, notification to the CEO/MD or CFO is required.

20.3 All Directors and employees are prohibited from trading in Iress' Securities at any time if they possess price-sensitive information not available to the market and which could reasonably be expected to influence the market. At no time may Directors and employees engage in short term dealings in Iress' Securities.

20.4 The use of derivatives or any other hedging instrument over Iress equity (including Securities subject to a minimum shareholding requirement, restricted Securities, restricted vested equity rights, unvested performance rights or any other unvested equity) is also prohibited. The Board's

view is that any share right participant who enters into such schemes on the unvested component of their rights would be in breach of the terms and conditions of the grant, and the Board would exercise its right to cancel any of these hedged share rights.

- 20.5 As required by the Listing Rules, Iress notifies the ASX of any transaction conducted by Directors and key management personnel in the Securities of Iress.

21. ENGAGEMENT WITH SHAREHOLDERS

- 21.1 Iress acknowledges the importance of engendering a sound understanding of the company's business, strategy, performance and governance amongst its investor community (shareholders and their various representatives) and has an investor relations programme to facilitate engagement with investors. This programme includes engagement through ASX market announcements, publication of material on Iress' Investor Relations webpage and analyst briefings convened from time to time during the year and in particular in conjunction with Iress' full and half year results announcements. Iress also engages with proxy advisers to discuss issues relating to trending and best practice in corporate governance.

22. BOARD AND SENIOR EXECUTIVE EVALUATION

- 22.1 The Board periodically undertakes an evaluation of the performance of the Board, its committees and individual Directors and on a regular cycle (generally every third year) commissions an external and independently facilitated evaluation. Members of Iress' executive key management personnel are included as contributors in the evaluation process. Iress undertook its three yearly independently facilitated review at the end of 2023 and the Board will consider the findings early in 2024.
- 22.2 The performance of senior executives is evaluated each year, including in 2023, by the CEO/MD, the People & Performance Committee and the Board Chair. That process involves assessing the performance of the senior executives against strategic objectives. Those objectives are derived from the overall corporate strategic objectives.

23. ADDITIONAL CORPORATE GOVERNANCE INFORMATION

- 23.1 The corporate governance section of Iress' website contains various materials relating to corporate governance, including the Board Charter, Committee Charters, Code of Ethics and Conduct Policy, and other information (including relevant corporate governance policies): <https://www.iress.com/trust/corporate-governance/>