

ASX Market Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

19 September 2016

**Appendix 3Y – Andrew Walsh CEO & Managing Director**

Please find attached an Appendix 3Y relating to a parcel of shares in the company recently sold by Andrew Walsh, CEO & Managing Director.

The purpose of the sale is personal financial planning including to meet tax obligations in the current year. As detailed in the 3Y, following this transaction Mr. Walsh retains 369,181 shares in the company (in direct and indirect holdings) as well as 694,527 unvested deferred equity and performance rights.

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

<b>Name of entity</b>	IRESS Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Andrew Walsh
<b>Date of last notice</b>	27 July 2016

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
<b>Date of change</b>	16 September 2016

+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p>Ordinary Shares  Direct: 483,423  Indirect: ..30,758</p> <p><u>Unvested Share/Rights Grants:</u></p> <p><b>2012 Series</b>  Performance Rights 2012:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2012, 3 year measurement period commencing 7 May 2013: - 80,000, 57,600 vested on 7 May 2016, <u>leaving 22,400 subject to retests through to Nov 2016,</u></li> <li>• 4 year term, granted 7 May 2012, 4 year measurement period commencing 7 May 2012: - 80,000, 76,960 vested on 7 May 2016, <u>leaving 3,040 subject to retests through to Nov 2016</u></li> </ul> <p><b>2013 Series</b>  Performance Rights 2013:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2013, 3 year measurement period commencing 7 May 2014: - 65,000</li> <li>• 4 year term, granted 7 May 2013, 4 year measurement period commencing 7 May 2013: - 65,000</li> </ul> <p><b>2014 Series</b>  Deferred Shares Rights 2014:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2014: - 58,000</li> </ul> <p>Performance Rights 2014:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2014, 3 year measurement period commencing 7 May 2015: - 63,000</li> <li>• 4 year term, granted 7 May 2014, 4 year measurement period commencing 7 May 2014: - 63,000</li> </ul> <p><b>2015 Series</b>  Deferred Shares Rights 2015:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2015: - 55,000</li> </ul> <p>Performance Rights 2015:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 60,000</li> <li>• 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 60,000</li> </ul> <p><b>2016 Series</b>  Deferred Shares Rights 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2016: - 60,000</li> </ul> <p>Performance Rights 2016:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000</li> <li>• 4 year term, granted 7 May 2016, 4 year measurement period commencing 1 Jan 2016: - 60,000</li> </ul> <p>General Employee Shares 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 22 Jul 2016: - 87</li> </ul>
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<b>Class</b>	Ordinary
<b>Number acquired</b>	
<b>Number disposed</b>	145,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$1,661,840.82
<b>No. of securities held after change</b>	<p>Ordinary Shares</p> <p>Direct: 338,423</p> <p>Indirect: ..30,758</p> <p><u>Unvested Share/Rights Grants:</u></p> <p><b>2012 Series</b> Performance Rights 2012:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2012, 3 year measurement period commencing 7 May 2013: - 80,000, 57,600 vested on 7 May 2016, <u>leaving 22,400 subject to retests through to Nov 2016,</u></li> <li>• 4 year term, granted 7 May 2012, 4 year measurement period commencing 7 May 2012: - 80,000, 76,960 vested on 7 May 2016, <u>leaving 3,040 subject to retests through to Nov 2016</u></li> </ul> <p><b>2013 Series</b> Performance Rights 2013:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2013, 3 year measurement period commencing 7 May 2014: - 65,000</li> <li>• 4 year term, granted 7 May 2013, 4 year measurement period commencing 7 May 2013: - 65,000</li> </ul> <p><b>2014 Series</b> Deferred Shares Rights 2014:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2014: - 58,000</li> </ul> <p>Performance Rights 2014:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2014, 3 year measurement period commencing 7 May 2015: - 63,000</li> <li>• 4 year term, granted 7 May 2014, 4 year measurement period commencing 7 May 2014: - 63,000</li> </ul> <p><b>2015 Series</b> Deferred Shares Rights 2015:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2015: - 55,000</li> </ul> <p>Performance Rights 2015:</p> <ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2015, 3 year measurement period commencing 7 May 2016: - 60,000</li> <li>• 4 year term, granted 7 May 2015, 4 year measurement period commencing 7 May 2015: - 60,000</li> </ul> <p><b>2016 Series</b> Deferred Shares Rights 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 7 May 2016: - 60,000</li> </ul> <p>Performance Rights 2016:</p>

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	<ul style="list-style-type: none"> <li>• 4 year term, granted 7 May 2016, 3 year measurement period commencing 1 Jan 2017: - 60,000</li> <li>• 4 year term, granted 7 May 2016, 4 year measurement period commencing 1 Jan 2016: - 60,000</li> </ul> <p>General Employee Shares 2016:</p> <ul style="list-style-type: none"> <li>• 3 year term granted 22 Jul 2016: - 87</li> </ul>
<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	On market trade

**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.

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

**Part 3 – <sup>+</sup>Closed period**

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

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