

IF UNDELIVERABLE PLEASE RETURN TO:  
GPO Box 2848  
Melbourne VIC 3001  
Australia

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THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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## Proxy Form

 **For your vote to be effective it must be received by 3:00pm (AEDT) Saturday 19 November 2011**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- ☒ Review your securityholding
- ☒ Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Integrated Research Limited hereby appoint

☐ the Chairman of the meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Integrated Research Limited to be held at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney on Monday 21 November 2011 at 3:00pm and at any adjournment of that meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business other than in respect of Item 1, where the company has determined that the Chairman is unable to do so.

STEP 2

Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1 To adopt the Remuneration Report                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To re-elect Kate Costello as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Clyde McConaghy a director of the Company  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

# Notice of Annual General Meeting

## Integrated Research Limited

ABN: 76 003 588 449

Notice is given that the 2011 Annual General Meeting of Integrated Research Limited will be held at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney on Monday 21<sup>st</sup> November 2011 at 3:00pm.

### Agenda

#### Financial report and directors' and audit reports

To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2011 and the related directors' report and audit report.

#### Remuneration report

1. To receive and consider, and if thought fit, to pass the following resolution as an advisory resolution:  
*"That the remuneration report forming part of the 2011 Annual Report be adopted, in accordance with the explanatory notes accompanying this notice of meeting."*

#### Re-election of Directors

2. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:  
*"That Kate Costello, a director retiring in accordance with Article 6.1 (f) of the company's constitution and, being eligible, offers herself for re-election, is re-elected as a director of the company."*
3. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:  
*"That Clyde McConaghy, a director retiring in accordance with Article 6.1 (f) of the company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the company."*

#### Other business

To deal with any other business which may be brought forward in accordance with the company's constitution and the Corporations Act.

By Order of the Board

David Leighton

Company Secretary

15<sup>th</sup> September 2011

#### Voting entitlements

For the purpose of the Corporations Act, the company has determined that all securities of the company that are quoted securities at 3:00pm Australian Eastern Daylight Time on Saturday 19 November 2011 will be taken, for the purpose of the meeting, to be held by the person who held them at the time.

#### Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. Proxy Forms (and any Power of Attorney under which it is signed) must be received at any given address below no later than 48 hours before the commencement of the meeting at 3:00pm Saturday 19 November 2011. The Proxy Form must be deposited at the share registry of the company, Computershare Investor Services Pty Limited, located at Level 4, 60 Carrington Street, Sydney NSW 2000 or at the company's registered office, Level 9, 100 Pacific Highway, North Sydney, NSW 2060 or by facsimile to Computershare on +61 3 9473 2555 or to the company on (02) 9966 1042.

For custodians who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com).

## **Explanatory Notes**

The following notes explain the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

### **Financial report and directors' and audit reports**

As required by the Corporations Act, the financial statements of the company and the reports of the directors and auditor for the most recent financial year will be laid before the meeting.

### **Resolution 1: Approval of remuneration report**

In accordance with section 250R of the Corporations Act, the company must put to the vote a resolution that the remuneration report be adopted. The full remuneration report is contained in the company's 2011 Annual Report.

The vote on the resolution is advisory only and does not bind the company or the directors however the directors may take into future consideration the shareholders' vote on this matter. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the company's directors (other than the CEO) must go up for re-election.

The chairman will allow shareholders a reasonable opportunity to ask questions about the remuneration report, following which the advisory resolution will be put to members.

The chairman, other directors and key management personnel, their proxies and closely related parties may not vote on this resolution, except as directed by a proxy vote. Any undirected proxies held by the chairman, other directors or key management personnel will not be voted on this resolution.

Directors consider that the company's remuneration levels, including the grants of options and shares, are competitively set to attract and retain appropriately qualified and experienced directors and senior executives and are consistent with other successful mid size listed companies in the technology sector in Australia, and the interests of directors and senior executives for the short, medium and long term are aligned with the interests of shareholders.

**Recommendation:** Directors recommend that you vote in favour of Resolution 1.


### **Resolutions 2-3: Re-election of Directors**

#### **Kate Costello**

Kate Costello was appointed an independent non-executive director in August 2005. She is a lawyer and has over twenty years experience in corporate governance and strategy development. Kate is also a director of Governance Matters Pty Limited, LBT Innovations and a number of other private companies. In accordance with Article 6.1 (f) of the company's constitution, one-third of directors must retire every year by rotation and are eligible for re-election under Article 6.1 (i). This year Kate Costello retires and offers herself for re-election.

#### **Clyde McConaghy**

Clyde McConaghy was appointed a non-executive director by directors in December 2007. He has two decades of international strategic market development experience in the technology, media and online industries. Clyde was a director of WMRC plc, a company listed on the London Stock Exchange and a director of The Economist Intelligence Unit GmbH in London. Clyde is managing director of Smarter Capital Pty Limited, another company associated with Mr Steve Killelea, Chairman of Integrated Research Limited. In accordance with Article 6.1 (f) of the company's constitution, one-third of directors must retire every year by rotation and are eligible for re-election under Article 6.1 (i). This year Clyde McConaghy retires and offers himself for re-election.



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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Integrated Research Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Integrated Research Limited**

