

000001 000 IRI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
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

For all enquiries call:

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

Proxy Form

 **For your vote to be effective it must be received by 3:00pm (AEDT) on Tuesday 13 November 2012.**

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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

- ☒ 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.



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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, and to the extent permitted by law, 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 Thursday 15 November 2012 at 3:00pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 4 by marking the appropriate box in step 2 below.

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 Steve Killelea AM as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Alan Baxter as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To approve the increase in Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To approve the appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 2012 Annual General Meeting of Integrated Research Limited will be held at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney on Thursday 15th November 2012 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 2012 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 2012 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 Steve Killelea, 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."
3. "To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"That Alan Baxter, 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."

Increase in Directors Fees

4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the maximum aggregate Directors' fees payable to non-executive Directors be increased from \$500,000 per annum to \$750,000 per annum".

Appointment of Auditors

5. (a) *"That the resignation of Deloitte Touche Tohmatsu as the company's auditors be accepted"*
(b) *"That Ernst & Young, having been nominated and consented to do so, be appointed to act as auditors 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 2001 (Cth) (the Act).

By Order of the Board
David Purdue
Company Secretary
13th September 2012

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 Standard Time on Tuesday 13th November 2012 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 Thursday 15th November 2012. 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 +61 2 9966 1042.

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 2012 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 be used to vote in favour of this resolution.

Directors consider that the company's remuneration levels, including the grants of options, performance rights 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.

Steve Killelea AM

Steve Killelea founded Integrated Research in August 1988 and held the position of managing director and chief executive officer until retiring from his executive position in November 2004. He was appointed as a non-executive director in November 2004, and elected chairman in July 2005. Steve is also Chairman of the Institute for Peace and Economics and The Charitable Foundation and for activities involved with these he has received a number of international awards. He is also active in the financial community with investments in many high tech 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 Steve Killelea retires and offers himself for re-election.

Recommendation: Directors (excluding Mr Killelea) recommend that you vote in favour of Resolution 2.

Alan Baxter

Alan Baxter was appointed an independent non-executive director by directors in June 2009. Mr Baxter has over forty years experience in information technology covering a broad range of the industry's activities, including global and regional executive appointments in Australia and overseas and has held several company directorships. 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 Alan Baxter retires and offers himself for re-election.

Recommendation: Directors (excluding Mr Baxter) recommend that you vote in favour of Resolution 3.

Resolution 4: Increase in Directors Fees

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the aggregate amount of fees available to be paid to non-executive directors by

\$250,000 from \$500,000 per annum to an aggregate amount of \$750,000 per annum. The maximum aggregate of fees payable to non-executive directors has not increased since 2000.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- (a) Expected growth of the Company and increased responsibilities for non-executive Directors
- (b) Non-executive Directors fees may in the future need to be increased to retain Directors;
- (c) To attract new Directors of a calibre required to effectively guide and monitor the business of the Company; and
- (d) To remunerate Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates.

It is not intended to fully utilise the increased aggregate fees in the immediate future.

The remuneration of each Director for the year ended 30 June 2012 is detailed in the Company's 2012 Annual Report.

Voting Exclusion Statement:

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 be used to vote in favour of this resolution.

Recommendation: Directors recommend that you vote in favour of Resolution 4.

Resolution 5: Appointment of Auditors

Deloitte Touche Tohmatsu, the company's auditor since 2007, has applied to the Australian Securities and Investments Commission (ASIC) to resign as the company's auditors with effect from the close of this Annual General Meeting and ASIC has consented to the resignation in accordance with section 329(5) of the Act.

Under the Act, shareholder approval is required for the appointment of a new auditor. Subject to this approval being obtained, the appointment of Ernst & Young will become effective from the close of this Annual General Meeting.

Recommendation: Directors recommend that you vote in favour of Resolution 5.

Integrated Research Limited

ABN: 76 003 588 449

Annual General Meeting

**The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney
Thursday 15th November 2012 at 3:00pm.**

Agenda

1. Introductions and welcome by Mr Steve Killelea, Chairman of Integrated Research Limited.
2. Confirmation of Proxies received.
3. Notice of Meeting.
4. Confirmation of 2011 AGM Minutes.
5. Tabling of the financial report, including the directors' declaration, for the year ended 30 June 2012 and the related directors' report and audit report.
6. Chairman's Address by Mr Steve Killelea.
7. Finance Overview by Mr Peter Adams.
8. CEO Address by Mr Mark Brayan.
9. Any questions arising from items 3-8, above.
10. To consider, and if thought fit, to pass the following resolution as an advisory resolution:

Item 1: *"That the remuneration report forming part of the 2012 Annual Report be adopted, in accordance with the explanatory notes accompanying the notice of meeting."*

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

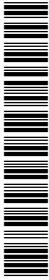
Item 2: *"That Steve Killelea, a director retiring in accordance with Article 6.1 (f) of the company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the company."*

Item 3: *"That Alan Baxter, 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."*

Item 4: *"That pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the maximum aggregate Directors' fees payable to non-executive Directors be increased from \$500,000 per annum to \$750,000 per annum."*

Item 5: (a) *"That the resignation of Deloitte Touche Tohmatsu as the company's auditors be accepted"*
(b) *"That Ernst & Young, having been nominated and consented to do so, be appointed to act as auditors of the company."*

12. Any other business, which may be brought forward in accordance with the Constitution and the Corporations Law.



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Dear Securityholder,

We have been trying to contact you in connection with 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 notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

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;

- > Securityholder 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

