

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 2018 at 3:00pm (AEDT).**

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 2017 AGM Minutes.
5. Tabling of the financial report, including the directors' declaration, for the year ended 30 June 2018 and the related directors' report and auditor's report.
6. Chairman's Address by Mr Steve Killelea.
7. Finance Overview by Mr Peter Adams.
8. CEO Address by Mr John Merakovsky.
9. Any questions arising from items 3-8, above.
10. To consider, and if thought fit, to pass the following resolution as an advisory non-binding resolution:

Item 1: *“That the remuneration report forming part of the 2018 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 Anne Myers, a director retiring in accordance with Article 6.1 (e) of the company's constitution and, being eligible, offers herself for re-election, is re-elected as a director of the company.”*

Item 3: *“That Paul Brandling, 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 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.”*

Notice of Annual General Meeting Integrated Research Limited

ABN: 76 003 588 449

Notice is given that the 2018 Annual General Meeting (the **AGM**) of Integrated Research Limited (the **Company**) will be held at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney on Thursday 15th November 2018 at 3:00pm (AEDT).

Agenda

Financial report and directors' and audit's reports

To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2018 and the related directors' report and auditor's report.

Remuneration report

1. To consider, and if thought fit, to pass the following resolution as an advisory non-binding resolution:
"That the remuneration report of the Company for the financial year ended 30 June 2018, forming part of the 2018 Annual Report, be adopted."

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company except in the circumstances described in Division 9 of Part 2G.2 of the Corporations Act.

Re-election of Directors

2. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"That Anne Myers, a director retiring in accordance with Article 6.1 (e) 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 Paul Brandling, 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."
4. 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."

By Order of the Board
David Purdue
Company Secretary
13th September 2018

Voting entitlements

For the purpose of the AGM, the directors have determined that shares in the Company will be taken to be held by persons registered as shareholders as at 7:00pm (AEDT) on Tuesday 13th November 2018.

Voting exclusion statement – Resolution 1

In accordance with section 250R(4) of the *Corporations Act 2001* (Cth) (the **Act**), a vote must not be cast (in any capacity) on Resolution 1

- a) by or on behalf of a member of the Company's key management personnel, whose remuneration details are included in the remuneration report for the financial year ended 30 June 2018 and their closely related parties; or
- b) as proxy by a person who is a member of the key management personnel of the Company at the date of the AGM and their closely related parties.

A "closely related party" of a member of the key management personnel of the Company means a spouse or child of the member, a child of the member's spouse, a dependant of the member or the member's spouse, anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company, or a company the member controls.

However, a vote may be cast on Resolution 1 by such persons where it is cast as proxy for a person entitled to vote on Resolution 1 and:

- c) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 1; or
- d) the proxy is the chair of the meeting, and:
 - (i) the appointment does not specify the way the proxy is to vote on the resolution; and
 - (ii) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Company's key management personnel.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the Proxy Form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, which includes the Chairman of the meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 1 - 4. Accordingly, if you appoint the Chairman of the meeting as your proxy and wish to vote differently to how the Chairman of the meeting intends to vote on any of the resolutions, you must mark "For", "Against" or "Abstain" on the proxy form for the relevant resolution.

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 or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the member's votes (disregarding any fractions of votes). Proxy Forms (and any Power of Attorney under which it is signed) must be received at any given address below no later than 3:00pm (AEDT) on Tuesday 13th November 2018. Proxy forms received after that time will not be effective.

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Act. Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney must be received at any given address below no later than 3:00pm (AEDT) on Tuesday 13th November 2018.

The Proxy Form must be completed and returned by:

- mail to the share registry of the Company, Computershare Investor Services Pty Limited, at GPO Box 242 Melbourne, Victoria 3001, Australia
- mail or hand delivered to the Company at its registered office at Level 9, 100 Pacific Highway, North Sydney, NSW 2060
- facsimile to Computershare on 1800 783 447 within Australia or +61 3 9473 2555 from overseas; or
- facsimile to the Company on +61 2 9966 1042.
- online by visiting www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to vote.

Privacy

Chapter 2C of the Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected. Your information is collected by Computershare on behalf of the Company. Computershare's privacy policy is available at www.computershare.com.au.

The Explanatory Notes and the Proxy Form are enclosed and form part of this notice of meeting.

By order of the Board

David Purdue
Company Secretary

Explanatory Notes

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

Financial report and directors' and auditor's reports

As required by the Act, the financial statements of the Company and the reports of the directors and auditor for the most recent financial year ended 30 June 2018 will be laid before the AGM.

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders as a whole to raise questions on the reports themselves and on the performance and management of the Company.

The auditors of the Company will be present at the AGM and shareholders will be given a reasonable opportunity to ask the auditors questions about the auditor's report and the conduct of the audit of the Company's financial reports.

Resolution 1: Approval of remuneration report

In accordance with section 250R of the Act, the Company must put to shareholders a resolution that the remuneration report for the financial year ended 30 June 2018 be adopted. The full remuneration report is contained in the Company's 2018 Annual Report.

The vote on the resolution is advisory only and does not bind the Company or the directors except in the circumstances described in Division 9 of Part 2G.2 of the Act. However, the directors will take into future consideration the outcome of the shareholders' vote on this matter in determining future remuneration policy for Directors and executives.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGM's, a resolution (a "spill resolution") will be put to the vote at the second of those AGM's as to whether another meeting of the Company's shareholders will be held within 90 days at which all of the Company's directors (other than the Managing Director) who were directors when the remuneration report considered at the later AGM was approved by the directors of the Company must seek re-election.

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

The Directors consider that the Company's remuneration levels, including the grant of short and long-term incentive arrangements, 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: Acknowledging that each Director has a personal interest in his or her own remuneration from the Company, as described in the Remuneration Report, the Directors recommend that you vote in favour of Resolution 1.

Resolution 2, 3 and 4: Re-election of Directors

Anne Myers

Anne Myers was appointed a Director in July 2018. Ms. Myers has worked in the finance and technology industry for over 30 years with experience in business strategy, technology, digital innovation and operational functions. Anne is the former Chief Operating Officer and CIO of ING Direct Australia and has acted in executive technology and business roles for QBE, Macquarie Bank and St George Bank. She currently acts as an advisory board member to early phase technology innovators, including TokenOne Pty Limited, is a director of Defence Bank Limited and United Way Australia Limited and is a Council Member of the University of New England. Ms. Myers has also worked in the not for profit sector for United Way Australia, and was a member of the Industry Advisory Network for the University of Technology. Anne must retire and stand for re-election at the next AGM in accordance with Article 6.1(e) of the Company's constitution.

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

Paul Brandling

Paul was appointed a Director in August 2015. He has worked in the information technology industry for over 30 years and has broad experience in hardware, services and software. He has previously held the positions of Vice President and Managing Director of Hewlett-Packard South Pacific plus Vice President and Managing Director of Compaq South Pacific. From 2001 to 2012, Paul was a member of the International CEO Forum (Australia) and served as a Director of the Australian Information Industry Association (AIIA) from 2002 to 2011. Mr Brandling was previously a Director of Amcom Telecommunications Limited until its acquisition, was a Director of Vocus Communications Limited until February 2016 and previously a Director of Tesserent Limited (ASX: TNT) until October 2017. He currently serves as a Non Executive Director of Infomedia Ltd (ASX: IFM) and Avoka Technologies Pty Ltd. Paul's current term will expire at the close of the 2018 Annual General Meeting. 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 Paul Brandling retires and offers himself for re-election.

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

Steve Killelea, AM

Steve 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 Economics and Peace, Smarter Capital and The Charitable Foundation and for activities involved with these he has received a number of international awards including the Order of Australia and the Luxemburg Peace Prize. Steve's current term will expire no later than the close of the 2018 Annual General Meeting. 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 4.



Integrated Research Limited
ABN 76 003 588 449

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **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

IRI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 3:00pm (AEDT) Tuesday, 13 November 2018**

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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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 2018 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is 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 Item 1 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 Anne Myers as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Paul Brandling as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Steve Killelea as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / / _____