



SIGNIFICANT EXPANSION OF ACTIVITIES IN SOUTH AFRICA

**ACQUISITION OF PERESYS - LEADING PROVIDER OF
SELL AND BUY SIDE FINANCIAL TECHNOLOGY IN SOUTH AFRICA**

**EXPECTED PURCHASE PRICE OF ZAR 375M
FUNDED AND PAYABLE FROM EXISTING CASH RESERVES**

STRONGLY EARNINGS ACCRETIVE

**FORMS LEADING SOUTH AFRICAN POSITION IN BOTH
FINANCIAL MARKETS AND WEALTH MANAGEMENT**

MANAGEMENT AND STAFF RETAINED

IRESS announced today the significant expansion of activities in South Africa through the acquisition of Peresys (Pty) Limited and Peresys' technology for an expected ZAR 375 million (approx AUD 56.1m), before transaction costs. Peresys is a respected technology services provider in the South African financial markets with an established client base and dominant position in order execution and FIX-based routing across all asset classes.

Peresys will immediately establish IRESS' financial markets division in South Africa, building on our existing wealth management presence that together forms significant scale and an extensive product range in South Africa. IRESS believes in the advantages that come with scale both for its own operations, and to the benefit of its clients through product opportunities and investment in initiatives.

Andrew Walsh, Managing Director of IRESS, said, "For some time, IRESS has assessed the opportunity and timing to expand our presence in South Africa from wealth management and introduce our financial market services such as order execution, trading, and market data. The combined IRESS and Peresys service offering is anticipated to grow revenues while leveraging the largely fixed cost base."

"Peresys is the clear industry leader in South Africa, which IRESS has held in high regard for some time for its client base, breadth of product, dedication to support and innovation, and positioning. Through this transaction IRESS will expand its client base in South Africa, create immediate and impressive scale with future growth through the combination of Peresys' local strength and IRESS' scale and additional product options.

Together, our initial focus will be on immediate product opportunities based around introducing IRESS components, specifically; retail online trading, EMS, portfolio management, and market data. Beyond this, we will review technology opportunities based on demand and opportunity, and ensure ongoing support to clients," said Walsh.



Ashley Mendelowitz, CEO of Peresys, added “This is an exciting opportunity for Peresys and our customers, who can look forward to having access to an expanded product offering from IRESS. We will continue to do the things that have made us an integral part of the South African financial markets over the past decade, including retaining the same values and our strong focus on domestic requirements, innovations and local support, ultimately ensuring that Peresys remains the material connection point for the international trading community to South Africa and, in time, the rest of Africa.”

Management

In South Africa, IRESS divisions of financial markets and wealth management will be led by Ashley Mendelowitz and Philippe Moretonas respectively, both reporting to IRESS Managing Director, Andrew Walsh. This continues our well-established model of highly experienced and knowledgeable local management and staff to drive local initiatives and requirements into the product set, as well provide strong local support.

In respect of Peresys, the management team will continue in existing capacities and gradually take ownership of local delivery as more of the IRESS product set is introduced.

In respect of IRESS Australia, realising the opportunities available from our increasingly diverse and significant international operations has prompted a necessary but modest increase in costs, including the appointment of a Chief Operating Officer as management capacity is expanded.

Financial Considerations

- Existing Peresys revenue of ZAR 101.3m, EBITDA ZAR 39.4m (year ending March 2010) (approx AUD 15.1m and AUD 5.9m respectively).
- Peresys recurring revenue of 95%.
- Purchase price of ZAR 340.5m, plus expected ZAR 34.2m performance based earn-out payable over three years (approx AUD 51.0m and AUD 5.1m respectively), payable in cash. Acquisition costs expected to be no more than AUD 0.7m.
- Incentive arrangement in place for executive and key staff to encourage transition and retention.
- No significant day one synergies.
 - Where corporate functions are common between the existing wealth management business in South Africa and Peresys, teams will be amalgamated locally;
 - Product synergy to occur over time and immediate growth opportunities exist through opportunities from IRESS product range in South Africa; and
 - Some modest cost base increases in Australia reflecting broader operations and delivery.
- Acquisition, plus associated cost base increase, remains materially EBITDA accretive for IRESS in 2011.
- IRESS will fund this acquisition through its existing cash reserves.
- IRESS is still in the process of confirming the taxation consequences of the transaction. Details are expected to be articulated at our upcoming annual results in February.

Strategic Highlights

- Peresys is a successful well-established and highly regarded business servicing key players in the South African markets.
- Peresys product suite spans the entire range of sell-side and buy-side components and delivers a significant order routing network connecting local participants and international clients to South Africa.
- The Peresys execution and order routing network, combined with IRESS' existing connectivity networks in Australia, New Zealand, and Canada now represents an expanded trading

community of buy sides to more than 150 brokers.

- The South African cash equity market is approximately 30% in traded value of Australia and features similar breadth of participation and sophistication, with strong domestic attributes.
- This acquisition positions IRESS in South Africa with an established base for future growth through combined strength in local financial markets experience and products, with IRESS products and scale to create additional opportunities.

For further information, please contact:

Andrew Walsh
Managing Director - IRESS
+61 3 9018 5800

Ashley Mendelowitz
CEO - Peresys
+27 11 575 0679