

Notice of Annual General Meeting **Integrated Research Limited**

ABN: 76 003 588 449

Notice is given that the 2013 Annual General Meeting of Integrated Research Limited will be held at The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney on Thursday 14th November 2013 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 2013 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 2013 Annual Report be adopted, in accordance with the explanatory notes accompanying this notice of meeting."

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.

Issue of securities to Mr Darc Rasmussen

2. To receive and consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"That for the purposes of ASX Listing Rules 10.14 and for all other purposes, approval is given to grant up to 850,000 performance rights over ordinary shares in the Company ("Performance Rights") to Mr Darc Rasmussen, and the acquisition of up to 850,000 ordinary shares in the Company by Mr Darc Rasmussen on vesting of the Performance Rights, each in accordance with the Integrated Research Performance Rights & Option Plan and on the basis set out in the Explanatory Notes accompanying this Notice."

Re-election of Directors

3. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"That Peter Lloyd, 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 Garry Dinnie, a director retiring in accordance with Article 6.1 (e) 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 2001 (Cth) (the Act).

By Order of the Board
David Purdue
Company Secretary
12th September 2013

Voting entitlements

For the purpose of the Act, the Company has determined that all securities of the Company that are quoted securities at 3:00pm Australian Eastern Standard Time on Tuesday 12th November 2013 will be taken, for the purpose of the meeting, to be held by the person who held them at the time.

Voting exclusion statement – Resolution 1

In accordance with section 250R(4) of the Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel, whose remuneration details are included in the Remuneration Report (KMP), or a KMP's closely related party. A "closely related party" includes a spouse, dependant and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, a vote may be cast on Resolution 1 by a KMP as a proxy, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of a KMP or a closely related party and:

- a) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 1; or
- b) 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 KMPs.

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 KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Voting exclusion statement – Resolution 2

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 2 if they are cast by the Chief Executive Officer of the Company and any of his or her associates.

People who fall into the categories listed above will not have their votes disregarded if:

- a) they are acting as a proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form; or
- b) they are chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on a Proxy Form to vote as the proxy decides.

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 14th November 2013. 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.

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 meeting and form part of, 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.

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 meeting and will be available to answer any questions.

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 2013 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 Corporations Act. However, the directors will take into future consideration 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 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, as a whole, 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 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: The Directors recommend that you vote in favour of Resolution 1.

Resolution 2: Issue of Securities to Mr Darc Rasmussen.

As announced by the Company on 27 August 2013, Mr Darc Rasmussen was appointed by the Company to the position of the Chief Executive Officer with effect from 8 October 2013, to replace Mr Mark Brayan who resigned from the Company on 11 September 2013.

Resolution 2 asks Shareholders to approve the grant of certain Performance Rights under the Integrated Research Performance Rights and Option Plan (IRPR&OP) to the Company's new Chief Executive Officer, Mr Darc Rasmussen (CEO) as part of his remuneration package.

The IRPR&OP is a key component of the Company's compensation arrangement for the CEO. The Board considers that the value of Mr Rasmussen's remuneration package, including the grant of Performance Rights, is within market range for a successful CEO of a mid-size listed company in the technology sector in Australia. By having the Performance Rights subject to the Company achieving the agreed profit hurdles, the IRPR&OP allows the Company to:

- ensure that the CEO's medium and long-term interests are aligned with the interests of shareholders of the Company;
- match rewards under the CEO remuneration with long-term performance of the Company; and
- attract and retain suitable candidates for the CEO position.

The Company's Chief Executive Officer is the only director entitled to participate in the IRPR&OP.

Summary of the IRPR&OP terms

The key commercial terms of the Performance Rights to be granted to Mr Rasmussen under the IRPR&OP are set out in the table below.

Type	Performance Rights
Vesting	On vesting, each Performance Right grants the CEO the right to acquire one share in the Company.
Grant dates	Subject to the shareholders approving Resolution 2, the Performance Rights will be granted to the CEO in three tranches: • 350,000 Tranche 1 Performance Rights will be granted within 1 month of this meeting (Tranche 1 Grant Date); • 250,000 Tranche 2 Performance Rights will be granted on the first anniversary date of the Tranche 1 Grant Date; and • 250,000 Tranche 3 Performance Rights will be granted on the second anniversary date of the Tranche 1 Grant Date.
Grant consideration	Nil.
Vesting conditions	Each tranche of the Performance Rights will vest if the Company's performance satisfy the following conditions: • Tranche 1 Performance Rights will vest if the Company's consolidated net profit after tax for the financial year ending 30 June 2014 is equal to or greater than A\$11,374,000; • Tranche 2 Performance Rights will vest if the Company's consolidated net profit after tax for the financial year ending 30 June 2015 is equal to or greater than A\$14,220,000; and • Tranche 3 Performance Rights will vest if the Company's consolidated net profit after tax for the financial year ending 30 June 2016 is equal to or greater than A\$17,770,000. The Company's net annual profit after tax for a financial year for the purposes of the IRPR&OP will be as set out in the Company's audited financial statements.
Vesting Date	The Performance Rights will be tested for vesting on each of following Vesting Dates: • Tranche 1 Performance Rights: 8 October 2014 • Tranche 2 Performance Rights: 8 October 2015 • Tranche 3 Performance Rights: 8 October 2016 A tranche of Performance Rights which does not vest due to non-achievement of the required vesting condition may be re-tested for vesting if cumulative performance in subsequent years meets the required net profit after tax for the previous tranche. Any Performance Rights not vested by 8 October 2016 will automatically lapse.

Vesting Date - cont.	<i>Worked Example (for illustrative purposes only)</i> <i>If the Company's net profit after tax (NPAT) for FY2014 was A\$11,000,000, the Tranche 1 Performance Rights will not vest on 8 October 2014 and will be re-tested for vesting on 8 October 2015 and 8 October 2016.</i> <i>If the Company's NPAT for FY2015 was A\$15,800,000 so that the aggregate NPAT for FY2014 and FY2015 exceeds the aggregate hurdle amounts for FY2014 and FY2015, then both Tranche 1 and Tranche 2 Performance Rights will vest on 8 October 2015.</i>
Service conditions	On termination of the CEO's employment with the Company, or reduction in the seniority of the position, all unvested Performance Rights will automatically lapse unless the Board determines otherwise in its absolute discretion.
Exercise price	The CEO will not be required to pay any amount to the Company on vesting of the Performance Rights.
Issue of shares	The Company must either issue or procure the transfer of the shares in the Company (eg, by acquiring them on-market) resulting from the vesting of the Performance Rights to the CEO within 30 days of the relevant Vesting Date.
Transfer restrictions	Performance Rights may not be transferred to any person. Shares issued to the CEO on vesting of the Performance Rights may be transferred by the CEO, subject to the Company's Share Trading Policy.

ASX Listing Rules

ASX Listing Rule 10.14 requires the Company to seek approval from its shareholders before issuing any securities to any director of the Company or its associates under an employee incentive scheme. Listing Rule 10.15A requires the notice of meeting to include the following information in relation to the securities:

- a) As at the date of this notice of meeting, Mr Rasmussen is the Chief Executive Officer of the Company. Mr Rasmussen is expected to be appointed by the Board to be the Managing Director of the Company on or about 17 October 2013.
- b) Under the IRPR&OP, Mr Rasmussen will be granted 850,000 Performance Rights. The maximum number of shares in the Company that Mr Rasmussen may receive on vesting of the Performance Rights is 850,000.
- c) The Performance Rights will be granted for nil consideration. No amount is payable to the Company on the vesting of the Performance Rights and issue or transfer of shares in the Company to Mr Rasmussen.
- d) No shares have previously been issued under the IRPR&OP.
- e) The Chief Executive Officer of the Company is the only director entitled to participate in the IRPR&OP.
- f) In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 2 by Mr Rasmussen and any of his associates.

However, the Company will not disregard a vote on Resolution 2 if it is cast by Mr Rasmussen or his associate if they are acting as a proxy for another person who is entitled to vote on the resolution in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

- g) The Company will not provide any loan to the CEO in connection with the grant of Performance Rights or acquisition of shares on vesting of the Performance Rights under the IRPR&OP.
- h) Details of Performance Rights granted under the IRPR&OP, and shares issued or transferred on vesting of the Performance Rights, will be published in the Company's future annual remuneration reports which relates to the period in which the particular Performance Rights has been granted, or shares issued or transferred on vesting of the Performance Rights, including that approval for the grant of the Performance Rights and acquisition of shares

on vesting of the Performance Rights under the IRPR&OP was obtained under ASX Listing Rule 10.14 at the 2013 annual general meeting.

Any director who becomes entitled to participate in the IRPR&OP and who is not named in this notice of meeting will not participate in the IRPR&OP until approval is obtained under Listing Rule 10.14.

- i) The Performance Rights will be granted in three different tranches. The Tranche 1 Performance Rights will be granted to Mr Rasmussen within 1 months of this meeting (Tranche 1 Grant Date). Tranche 2 and Tranche 3 of the Performance Rights will be granted to Mr Rasmussen on the first and second anniversary of the Tranche 1 Grant Date respectively.

Subject to the vesting and service conditions being satisfied, shares will be issued or transferred to Mr Rasmussen on vesting of the Performance Rights by no later than 7 November 2016.

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

Resolutions 3-4: Re-election of Directors.

Peter Lloyd

Peter was appointed a Non-Executive Director in July 2010. He has 39 years' experience in computing technology, having worked for both computer hardware and software solution providers. For the past 27 years Peter has been specifically involved in the provision of payments solutions for banks and financial institutions. He is also a Director of The Grayrock Group Pty Ltd and Limehouse Creative Pty Ltd. Peter's current term will expire no later than the close of the 2013 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 Peter Lloyd retires and offers himself for re-election.

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

Garry Dinnie

Garry Dinnie was appointed a Non-Executive director by directors in February 2013 in accordance with Article 6.1 (d) of the Company's constitution which allows the board to appoint a director to fill a casual vacancy. Mr Dinnie is a Director & Chair of the Audit Committee of CareFlight Limited, Inbox Group Limited and a Director of a number of private companies. He is also the Chair or member of a number of Audit & Risk Committees of NSW public sector and private sector entities. He was previously a partner with Ernst & Young for 25 years specialising in audit, advisory and IT services. He must retire and stand for re-election at the next AGM in accordance with Article 6.1(e).

Recommendation: The Directors (excluding Mr Dinnie) recommend that you vote in favour of Resolution 4.

Integrated Research Limited

ABN: 76 003 588 449

Annual General Meeting

**The Museum of Sydney, Corner of Phillip and Bridge Streets, Sydney
Thursday 14th November 2013 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 2012 AGM Minutes.
5. Tabling of the financial report, including the directors' declaration, for the year ended 30 June 2013 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 Darc Rasmussen.
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 2013 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 for the purposes of ASX Listing Rules 10.14 and for all other purposes, approval is given to grant up to 850,000 performance rights over ordinary shares in the Company ("Performance Rights") to Mr Darc Rasmussen, and the acquisition of up to 850,000 ordinary shares in the Company by Mr Darc Rasmussen on vesting of the Performance Rights, each in accordance with the Integrated Research Performance Rights & Option Plan and on the basis set out in the Explanatory Notes accompanying this Notice."*

Item 3: *"That Peter Lloyd, 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 Garry Dinnie, a director retiring in accordance with Article 6.1 (e) of the company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the company."*

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

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

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(outside Australia) +61 3 9415 4000

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

Proxy Form

 **For your vote to be effective it must be received by 3:00pm (AEDT) on Tuesday 12 November 2013.**

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.

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

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 14 November 2013 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 & 2 (except where I/we have indicated a different voting intention below) even though Items 1 & 2 connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Item 2, this express authority is also subject to you marking the box in the section below. 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 & 2 by marking the appropriate box in step 2 below.

Important for Item 2: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Item 2 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 2 of business.

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I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Item 2 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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	☐	☐	☐
2	Issue of securities to Mr Darc Rasmussen	☐	☐	☐
3	To re-elect Peter Lloyd as a director of the Company	☐	☐	☐
4	To re-elect Garry Dinnie as a director of the Company	☐	☐	☐

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 / /