

# Technology One Limited

## Annual General Meeting 2014

Dear Shareholder,

On behalf of the Board, I have pleasure in inviting you to the Annual General Meeting of the Shareholders of Technology One Limited.

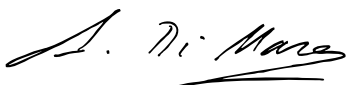
The Meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Wednesday, 18 February 2015 at 10.30am (Queensland time).

The Directors look forward to welcoming Shareholders to the Annual General Meeting. Refreshments will be served at the conclusion of the meeting, giving you the opportunity to meet the Directors of the Company.

Your Directors are unanimously of the opinion that the Resolutions to be proposed at the Annual General Meeting are in the best interests of the Shareholders and of the Company.

Accordingly, they recommend you vote in favour of the Resolutions set out in the Notice of Meeting as they intend to do in respect of their own beneficial holding insofar as the Directors are permitted to vote. Undirected proxies will also be voted in favour of the Resolutions insofar as the Chairman is permitted to vote.

Yours faithfully,



Adrian Di Marco  
Executive Chairman

5 January 2015

The 2014 Annual General Meeting of Technology One Limited will be held in Meeting Room S1 at the Brisbane Convention and Exhibition Centre\*, Merivale St, South Brisbane, 4101 on Wednesday 18 February 2015 at 10.30am (Queensland time).

\* Please use the Grey Street entrance to access Meeting Room S1 on the Sky Level.

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# Agenda – Ordinary Business

## **Financial Statements and Reports**

To receive and consider the financial statements and reports of the Directors and the auditors for the year ended 30 September 2014.

## **Resolution 1 - Election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Kevin Blinco, who retires by rotation in accordance with rule 16.1 of the Company's Constitution, and being eligible, be re-elected in accordance with rule 16.2 of the Company's Constitution.'

## **Resolution 2 - Election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That John Mactaggart, who retires by rotation in accordance with rule 16.1 of the Company's Constitution, and being eligible, be re-elected in accordance with rule 16.2 of the Company's Constitution.'

## **Resolution 3 - Remuneration Report**

To consider, and if thought fit, to pass the following non-binding resolution as an ordinary resolution:

'That the Remuneration Report, as contained on pages 43-55 of the 2014 Annual Report (in the Directors' Report), be adopted.'

**Voting Exclusion Statement:** The Corporations Act prohibits any votes being cast on Resolution 3 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel (KMP) of the Company (including the Directors and the Chairman) or a closely related party of that KMP. However, such a person may cast a vote on Resolution 3 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the Resolution. If you do not direct the Chairman how to vote but, have otherwise authorised the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a KMP, you will be taken to have directed him to vote in accordance with his stated intention to vote in favour of this Resolution. If you do not want your vote exercised in favour of this Resolution you should direct the person chairing the meeting to vote 'against', or abstain from voting on, this Resolution.

Dated: 5 January 2015

By Order of the Board

Mr Gareth Pye  
Company Secretary

## **Notes**

- (a) A member who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, complete and return the enclosed proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001*, in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (e) If you have any queries about voting at the Meeting, please call Mr Gareth Pye on 07 3167 7300 during business hours.

# Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to provide Shareholders of the Company with information to assess the merits of the proposed Resolutions.

The Directors recommend that Shareholders read the Explanatory Memorandum in full before making any decision in relation to the Resolutions.

## Resolution 1

*Re-election of Mr Kevin Blinco,  
Non-Executive Director*



In accordance with the requirements of the Constitution, Mr Blinco retires as a Director and is seeking re-election.

Mr Blinco is a former director of accounting firm Moore Stephens. His expertise is broadly respected and acknowledged throughout the business community. He is a Fellow of the Institute of Chartered Accountants.

Mr Blinco is also the current Chairman of the Audit Committee.

## Resolution 2

*Re-election of Mr John Mactaggart,  
Executive Director*



Mr Mactaggart has extensive experience across many industries, including export of animal products, food processing, industrial fasteners, manufacturing of building equipment and computer hardware and software.

Mr Mactaggart is a director of a number of unlisted companies. Mr Mactaggart, through JL Mactaggart Holdings Pty Ltd, is a founding shareholder of the Company. He has been a Fellow of the Australian Institute of Company Directors since 1991.

## Resolution 3

*Adoption of Remuneration Report*

In accordance with Section 250R(2) of the *Corporations Act 2001*, the Shareholders are to vote on the Remuneration Report.

This Remuneration Report, as set out on pages 43-55 of the 2014 Technology One Limited Annual Report:

- Sets out the Board's policies in relation to the nature and level of remuneration paid to Directors and Executives;

- Discusses the relationship between the Board's policies and performance;
- Provides details of performance conditions for Executives; and
- Explains the various components of executive remuneration.

The Directors believe the remuneration policies adopted by the Company comply with good practice, due to:

- A significant portion of Executives' total target salaries (ranging from 40-73%) being 'at risk' by way of incentive component;
- The short-term incentive component being tied to the Company's Net Profit Before Tax; and
- The total remuneration compares favourably with similar companies.

The vote is advisory only and is not binding on the Directors of the Company. A reasonable opportunity will be given to Members as a whole to ask questions about, or make comments on, the Remuneration Report.

The Remuneration report (included in the Company's Annual Report) is also available on the Company's website ([www.TechnologyOneCorp.com](http://www.TechnologyOneCorp.com)) under the Investor Relations section.

Voting Exclusions apply to this Resolution as specified in the Notice of Annual General Meeting and the Proxy Form. The Chairman intends to vote all available proxies in favour of the Resolution.

# Shareholder Information

## **Attending the Meeting**

If you are attending the Annual General Meeting (Meeting) in person, bring this letter and proxy form with you as your identification. Registration will be open from 10am and you are encouraged to register early.

Corporate Shareholders who wish to appoint a person to act as their representative at the Meeting can do so by providing the person with a letter authorising the person to act as the company representative at the Meeting.

## **Appointment of Proxy**

If you are a Shareholder and unable to attend and vote at the Meeting you are entitled to appoint a person as your proxy to attend and vote in your place. Your proxy does not have to be another Shareholder.

If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies, and may specify the proportion of voting rights or the number of shares each proxy is appointed to exercise.

You appoint a proxy by using the form enclosed. It must be lodged by 10.30am (Queensland time) on 16 February 2015 being at least 48 hours before the Meeting at the Company's Share Registry:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

or faxed to the Share Registry on  
(02) 9287 0309.

Appointing a proxy does not preclude you from attending the Meeting, but you will not be able to vote unless you revoke your proxy before the Meeting starts.

## **Undirected Proxies**

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1, and 2.

The Chairman of the Meeting also intends to vote undirected proxies in favour of Resolution 3, however, the Chairman will only be able to vote those proxies if the proxy expressly authorises the Chairman of the Meeting to do so.

The Company encourages all shareholders who submit proxies to either direct their proxy how to vote or authorise the Chairman to exercise the undirected proxy in relation to Resolution 3.

## **Power of Attorney**

Any Shareholders may, by duly executed power of attorney, appoint an attorney to act on their behalf at the Meeting. However, before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney must be produced for inspection at the Registered Office or at the Share Registry. The attorney may be authorised to appoint a proxy for the Shareholder granting the power of attorney.

## **Determination of Shareholders Right to Vote**

For the purposes of this Meeting, those Shareholders holding shares in the Company at 7pm (NSW time) on 16 February 2015 will be voting members for the Meeting.

You can also lodge your vote online at the  
TechnologyOne Share Registry website  
<https://investorcentre.linkmarketservices.com.au>

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