

# Technology One Limited

# Annual General Meeting 2015

Dear Shareholder,

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

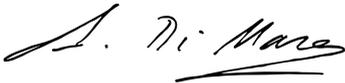
The Meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Wednesday, 17 February 2016 at 10.30am (Queensland time).

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

6 January 2016

Notice is given that the 2015 Annual General Meeting of Technology One Limited ACN 010 487 180 (Company) will be held in M1 on the Mezzanine Level at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane, 4101 on Wednesday 17 February 2016 at 10.30am (Queensland time)\*.

\*Please use the Merivale Street entrance to access M1 on the Mezzanine Level.

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# Agenda

## 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 2015.

## Resolution 1 - Re-election of Mr Richard Anstey, Non-Executive Director

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

'That Richard Anstey, 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 – Adoption of 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 49-71 of the Annual Report (in the Directors' Report), be adopted.'

**Voting Exclusion Statement:** The Corporations Act 2001 prohibits any votes being cast on Resolution 2 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 2 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.

## Resolution 3 - Increase in Director's fee pool

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

'That, in accordance with rule 13.3(b) of the Company's Constitution and rule 10.17 of the ASX Listing Rules, with effect from 17 February 2016 the maximum aggregate amount of remuneration payable to all Directors of Technology One Limited be increased by \$400,000 to \$1 million per annum.'

**Voting Exclusion Statement:** The Corporations Act 2001 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 of the remuneration of the 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: 6 January 2016

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 how to cast your votes, 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 Richard Anstey,  
Non-Executive Director*



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

Mr Anstey has more than 30 years' experience in the IT & telecommunications industries and in associated investment banking roles. He has been building and managing his own companies during that time. The first, Tangent Group Pty Ltd, established a strong reputation for the development of software and strategic management consultancy for the banking and finance sector. After the sale of Tangent in 2000, with Federal Government backing he co-founded InQbator/iQFunds an early stage investment group focused on the Australian technology, telecommunications and life sciences sector.

Through iQFunds and his direct interests Mr Anstey has invested in and managed a portfolio of 30 companies across Australia, the U.S. and U.K.

Mr Anstey is passionate about Australian innovation reaching global markets. He works with Government and Academia and his expertise is broadly respected and acknowledged throughout the business community.

Mr Anstey is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Management.

Mr Anstey was appointed to the Board on 2 December 2005 and is currently Chair of the Nominations Committee. The Directors consider Mr Anstey to be an independent Director.

***The Directors (with Mr Anstey abstaining) recommend that Shareholders vote in favour of this Resolution.***

## Resolution 2

*Adoption of Remuneration Report*

In accordance with Section 250R(2) of the Corporations Act 2001, the Shareholders are to vote on the Remuneration Report which is set out on pages 49-71 of the Annual Report.

The Company's remuneration framework continues to drive performance for the Company and Shareholders. The framework has been substantially changed during the 2015 financial year following extensive engagement with independent advisors and Shareholders to bring it into alignment with best practice for an ASX 200 company and to further complement the Company's high performance culture.

The substantial changes to the Company's remuneration framework include:

- additional disclosure/information on our remuneration structure and policies;
- discontinued use of options for Long Term Incentives (LTI) for key management personnel (KMP);
- introduction of an Executive Performance Right (EPR) plan which forms the LTI for KMP;
- introduction of a mandatory shareholding for Directors.

This remuneration 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 best practice for an ASX 200 company, as:

- the total remuneration compares favourably with similar companies;
- a significant portion of Executives' total target salaries (ranging from 35-57%) being 'at risk' by way of a Short Term Incentive (STI) component; and
- Long Term Incentives (LTI) are now performance based and by way of EPRs.

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

Voting Exclusions apply to this Resolution, as specified in the notes to Resolution 2 and in the proxy form. The Chairman intends to vote all available proxies in favour of the Resolution.

### **Resolution 3**

#### *Increase in Director's fee pool*

In accordance with the requirements of the Company's Constitution and ASX Listing Rules, the Directors are seeking Shareholder approval to increase the fee pool (maximum aggregate remuneration payable to all Directors, inclusive of superannuation) from \$600,000 per annum, as approved by Shareholders at the 2009 Annual General Meeting, to \$1 million per annum, being an increase of \$400,000.

#### **Reason for the increase**

The Board is considering expanding its current size from 5 to 7 Board members, through the appointment of additional Non-Executive Directors.

The Directors are seeking an increase in the fee pool to:

- ensure that the Company has the ability to set fees at a competitive level so that it can attract and retain high-calibre Non-Executive Directors;
- allow for some growth in Director's fees in the future to reflect market competitiveness for Directors with the skills and experience that are appropriate for the Company's business;
- ensure the Directors' fees are comparable to those in the mid to lower quartile of our peers in ASX 200 companies.

Directors are remunerated by Board fees which are reviewed on a triennial basis. The Directors fees are inclusive of statutory superannuation. Non-Executive Directors do not receive payments on their retirement from office other than payments accruing from superannuation contributions that form part of their remuneration. Details of fees paid to the Company's Non-Executive Directors during the 2015 financial year are included in the Remuneration Report.

Non-Executive Directors are not granted equity in the Company, nor are they eligible to receive incentive or bonus payments. To align the interests of the Board with Shareholders, the Board has a minimum shareholding requirement in the Company which is the greater of 7,500 shares or shares to a value of \$20,000. For a Non-Executive Director who has holdings below this threshold, 30% of their after-tax base fees can be used to purchase additional shares until the threshold has been reached. Existing Directors are required to rectify any shortfall within a 12 month period with new Directors being allowed a 24 month period to meet this requirement. The Company confirms that no securities have been issued to any Non-Executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Voting Exclusions apply to this Resolution, as specified in the notes to Resolution 3 and in the proxy form. The Chairman intends to vote all available proxies in favour of the Resolution.

***As the Directors have a personal interest in the Resolution 3, they make no recommendations as to how Shareholders should vote on this Resolution.***

# Shareholder Information

## **Attending the Meeting**

If you are attending the 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 15 February 2016 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 Resolution 1.

The Chairman of the Meeting also intends to vote undirected proxies in favour of Resolutions 2 and 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 Resolutions 2 and 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 15 February 2016 will be voting members for the Meeting.

You can also lodge your vote online at  
<https://investorcentre.linkmarketservices.com.au>

## Transforming Business, Making Life Simple

TechnologyOne (ASX:TNE) is Australia's largest enterprise software company and one of Australia's top 200 ASX-listed companies, with offices across six countries. We create solutions that transform business and make life simple for our customers. We do this by providing powerful, deeply integrated enterprise software that is incredibly easy to use. Over 1,000 leading corporations, government departments and statutory authorities are powered by our software.

We participate in only eight key markets: government, local government, financial services, education, health and community services, asset intensive, project intensive and corporate. For these markets we develop, market, sell, implement, support and run our preconfigured solutions, which reduce time, cost and risk for our customers.

For 28 years, we have been providing our customers enterprise software that evolves and adapts to new and emerging technologies, allowing them to focus on their business and not technology. Today, our software is available on the TechnologyOne Cloud and across smart mobile devices.

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