

10 January 2013

Company Announcements Officer  
Australian Securities Exchange Limited  
Exchange Centre, 20 Bridge Street,  
SYDNEY NSW 2000

**BY ELECTRONIC LODGEMENT  
TECHNOLOGY ONE LIMITED – NOTICE OF MEETING AND SHAREHOLDER VOTING FORM**

Dear Sir,

Please find attached a copy of Technology One Ltd's Notice of Meeting and Shareholder Voting Form for the Company's Annual General Meeting to be held on the 13<sup>th</sup> February 2013.

Once released by ASX a copy of the Notice and Voting Form will be either posted or otherwise made available to Shareholders along with the Annual Report for the year ending 30 September 2013.

**Yours faithfully,**



**Rodney Hooper**  
*General Counsel and Company Secretary*

# Technology One Limited

## Annual General Meeting 2012

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.

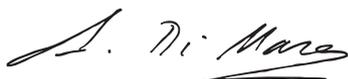
The meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Wednesday, 13 February 2013 at 10.30am (Queensland time).

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

10 January 2013

Notice is given that the 2012 Annual General Meeting of Technology One Limited ACN 010 487 180 (Company) will be held at Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane, 4101 on Wednesday 13 February 2013 at 10.30am (Queensland time).

[TechnologyOneCorp.com](http://TechnologyOneCorp.com)

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Freecall 1800 671 978 (within Australia) | +617 3167 7300 (outside Australia)

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# 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 Annual General Meeting of Technology One Limited on 13 February 2013, 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 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.

You can also lodge your vote online at the TechnologyOne Share Registry website [linkmarketservices.com.au/technologyone](http://linkmarketservices.com.au/technologyone).

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 Resolution 2, 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 2.

## **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 8 February 2013 will be voting members for the meeting.

# 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 2012

## Resolution 1 – Election of 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 – 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 41-47 of the Annual Report (in the Directors' Report), be adopted.'

**Voting Exclusion Statement:** The Corporations Act 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.

Dated: 10 January 2013

By Order of the Board

Mr Rodney Hooper  
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 Rodney Hooper on (07) 3167 7300 during business hours.

# Explanatory Notes

These Explanatory Notes form part of the Notice of Meeting and are 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 Notes 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 as a Director and is seeking re-election.

Mr Anstey has over 30 years' experience in the information technology & telecommunications industry and in associated investment banking roles. For the past 22 years he has been building and managing his own companies. 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, he co founded InQbator in 2000, an early stage investment group focussed upon the technology telecommunications and life sciences sector. InQbator manages a Federal Government backed seed fund and a portfolio of some 14 active companies across Australia. In 2006, Mr Anstey continued his career in venture capital by co founding iQ Capital Management Pty Ltd, which manages iQfund 3 Pty Ltd. Mr Anstey is a member of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Management. Mr Anstey was first appointed as a Director on the 2 December 2005.

Mr Anstey is also the current Chairman of the Nomination Committee.

## 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.

This report, as set out on pages 41-47 of the 2012 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 35-70%) being 'at risk' by way of incentive component;
- ✓ all incentive payments being tied to the Company's Net Profit Before Tax; and
- ✓ the total remuneration compares favourably with similar companies.

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 Voting Form. The Chairman intends to vote all available proxies in favour of the Resolution.

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By mail:  
Technology One Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1300 554 474 or 02 8280 7454



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## SHAREHOLDER VOTING FORM

I/We being a member(s) of Technology One Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

the Chairman  
of the Meeting<sup>1</sup>  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **10:30am (Queensland time) on Wednesday, 13 February 2013, at Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane** and at any adjournment or postponement of the meeting.



<sup>1</sup> PLEASE NOTE: If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), you can direct the Chairman of the Meeting to vote for, against or to abstain from voting on, Resolution 2 (Remuneration Report) by marking the relevant box opposite Resolution 2. Note that under Step 1, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Resolution 2, you are directing the Chairman to vote in favour of Resolution 2 (Remuneration Report).

#### Chairman's voting intentions

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

**Direction to Chairman for Remuneration Report:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) in relation to Resolution 2 (Remuneration Report) but I/we have not marked any of the boxes opposite that item under Step 2 below, I/we nevertheless hereby direct the Chairman of the Meeting to vote in favour of Resolution 2 (remuneration Report).

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an

### STEP 2

### VOTING DIRECTIONS

#### Resolution 1

Re-election of Mr Richard Anstey,  
Non-Executive Director.

For	Against	Abstain <sup>2</sup>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Resolution 2

Adoption of Remuneration Report.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<sup>2</sup> If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Proxy Votes on Resolution 2

The Chairman of meeting is not permitted to vote undirected proxies on Resolution 2.

If you appoint the Chairman of the Meeting as your proxy, but do not complete any of the boxes 'For', 'Against' or 'Abstain' opposite Resolution 2 in Step 2 of this Shareholder Voting Form, you will be directing the Chairman of the Meeting to vote in favour of Resolution 2 (even though the resolution is connected directly or indirectly with the remuneration of members of key management personnel of Technology One Limited), and the Chairman of the Meeting will vote in this way.

If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on Resolution 2, you should specify this by completing the 'Against' or 'Abstain' box in Step 2 of this Shareholder Voting Form.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Queensland time) on Monday, 11 February 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**  [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Technology One Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

02 9287 0309



**by hand:**

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**