

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Reckon Limited ("the Company") will be held at the registered office of the Company at **Level 2, 100 Pacific Highway, North Sydney, NSW, 2060** on **Wednesday 23 May 2018 at 10:00am**.

General Business

Item 1 - Consideration of Reports and Statements

To receive and consider the Directors' Report for the financial year ended 31 December 2017, the Annual Financial Report for that year, the Directors' Declaration and the Independent Audit Report.

Note: There is no requirement for shareholders to approve these reports.

Item 2 - Resolutions

Resolution 1 — Resolution for the re-election of Greg Wilkinson as a director

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

"That Greg Wilkinson be re-elected as a director of the Company."

Note: The Chairman of the Meeting intends to vote undirected proxies in favour of Greg Wilkinson's re-election.

Resolution 2 — Non binding vote to adopt Remuneration Report

The Remuneration Report is on pages 13 to 38 of the 2017 Annual Report.

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

"That the Remuneration Report be adopted."

This resolution is advisory only and does not bind the Company or the directors.

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD of the Corporations Act 2001 (Cth). Restrictions apply to votes unless exceptions apply.

By Order of the Board.



Myron Zlotnick
Company Secretary
13 April 2018

HOW TO VOTE

Eligibility to attend & vote

In accordance with the Corporations Act 2001 (Cth) ("Corporations Act") and the regulations made thereunder, the board has determined that in relation to the Annual General Meeting of the Company convened by this Notice of Meeting, shares will be taken to be held by the persons who are the registered holders at **19.00 (Sydney time) on Monday, 21 May 2018.**

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member entitled to vote at the meeting has the right to appoint a proxy to attend and vote instead of the member. A proxy need not be a member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and does not specify the proportion or number which each proxy is to exercise, then, in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes for which the proxies are appointed.

If you appoint a proxy, you may still attend the meeting. However, your proxy's right to speak and to vote are suspended while you are present. Accordingly you will

be asked to revoke your proxy if you register at the meeting.

Please note the restrictions on proxies relating to Resolution 2.

If the Chairman of the Meeting is to be your nominated proxy, please place a mark in the relevant box on the proxy form.

By marking this box you acknowledge and give express instructions that: the Chairman of the Meeting may exercise your proxy, either in accordance with your express directions as indicated on the proxy appointment form or where you have not directed your proxy, the proxy will be exercised as the Chairman of the Meeting decides, even though Resolution 2 (Remuneration Report) is connected directly or indirectly with the remuneration of a member of Key Management Personnel; and even if the Chairman has an interest in the outcome of those resolutions.

Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1 (Re-election of Director) and Resolution 2 (Remuneration Report) subject to the Chairman being given the express authorisation referred to above.

Restriction on Proxies relating to Resolution 2

Resolution 2 – Remuneration Report	<p>Key Management Personnel (other than the Chairman) and their Closely Related Parties can only cast a proxy vote on the advisory resolution for adoption of the Remuneration Report (Resolution 2) if:</p> <ul style="list-style-type: none">• the person for whom they are casting the proxy vote is not a member of the Key Management Personnel or of their Closely Related Parties; and• the written proxy appointment directs how the vote is to be cast on the resolution.
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The Remuneration Report identifies the Company's Key Management Personnel for 2017. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

If you appoint the Chairman of the Meeting as your proxy (or if the Chairman is appointed your proxy by default) you can:

- direct the Chairman to vote by marking the relevant boxes in Step 2 to indicate your direction to vote, ie "for", "against" or "abstain";
- or
- if you do not direct the Chairman of the Meeting how to vote on Resolution 2 (Remuneration Report) you will be taken to have expressly authorised the Chairman to exercise your Proxy as decided by the Chairman.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Appointment of Proxy & Lodgment

A form for appointment of proxy is enclosed.

To be effective:

- the document appointing the proxy (and the original, or a certified copy, of the power of attorney or other instrument under which the document appointing the proxy is signed or executed); and
- must be received by the Company at least 48 hours before the meeting, ie. by 10.00 (Sydney time) on Monday, 21 May 2018.

The documents should be delivered to the Company at:

Computershare
GPO Box 242
Melbourne VIC 3001
Fax: 61 3 9473 2555.

No facility exists for receiving proxies by email.

Please refer to other notes appearing on the enclosed Proxy Form.

Voting Exclusions

There are no voting exclusions, other than the voting exclusion relating to the Key Management Personnel and their Closely Related Parties in relation to Resolution 2 (Remuneration Report).

Corporate Representative

A representative of a company attending the meeting must present at the meeting satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company.

EXPLANATORY NOTES

General Business

Item 1 Annual Financial Report

The Corporations Act 2001 (Cth) (Corporations Act) requires the Reports of the Directors and of the Auditors and the Annual Financial Report, including the Financial Statements, to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports or Statements. However, shareholders will be given ample opportunity to raise questions on the reports and statements at the meeting. The Company's auditors will also be present to answer any questions.

Item 2 Resolutions

Resolution 1: Re-election of Greg Wilkinson as a director

Pursuant to Clause 6.1 of the Company's Constitution, Greg Wilkinson retires by rotation as Director of the Company. Being eligible, Greg Wilkinson offers himself for re-election.

Greg Wilkinson has over 30 years' experience in the computer software industry. Greg entered the industry in the early 1980s in London where he managed Caxton Software, which became one of the UK's leading software publishers. Greg co-founded Reckon in 1987, became a member of the board of the listed entity on 19 July 1999 and was the Chief Executive Officer until February 2006. He was appointed to the position of Deputy Chairman in February 2006. He was appointed to the Audit & Risk Committee in February 2010 and Remuneration Committee in December 2011.

Greg's personal skills, his engagement in other IT businesses (including in the cloud), his experience with start-up businesses as a mentor and investor, his depth of knowledge of the products and services of the company, his insights into relevant contemporary

markets and his overall experience give depth to his contributions to board discussions and decision making.

Greg thus remains a valuable member of the board and has contributed to the success of the Company.

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Non-binding advisory vote on the Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 13 to 38 of the 2017 Annual Report which is also available on the Company's website.

The Remuneration Report sets out the policies for the remuneration of directors and Key Management Personnel. It also sets out required disclosures relating to the types and amounts of remuneration paid to directors and senior executives. An opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The Corporations Act requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, the vote on Resolution 2 is advisory only, and does not bind the directors. However, the board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

Under the Corporations Act, for any AGM held on or after 1 July 2011, the Two Strikes Rule applies:

- if at least 25% of the votes cast, are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the board's proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year (2nd AGM), at least 25% of the votes cast are voted

against the adoption of the Remuneration Report resolution.

The Two Strikes Rule requires that at the 2nd AGM, a resolution (a spill resolution) must be put to the shareholders that another meeting be held within 90 days at which all the directors, excluding the Managing Director, would need to stand for re-election.

If this occurs, all Directors, excluding the Managing Director, would cease to hold office immediately before the end of the spill meeting. This would leave the Company without any Directors, other than the Managing Director, until the spill meeting at which Directors to the Company are to be appointed.

As the resolution relates to matters including the remuneration of the directors, the board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, make no recommendation regarding this resolution.

Voting Exclusions for Resolution 2 (Remuneration Report)

The Chairman of the Meeting will disregard any votes cast on Resolution 2 by a member of the Key Management Personnel or their Closely Related Parties in accordance with the requirements of the Corporations Act.

However, the Chairman of the Meeting will not disregard a vote if:

- It is cast in accordance with the written direction on the proxy form authorising the Chairman to vote as the Chairman decides notwithstanding that Resolution 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel and even if the Chairman has an interest in the outcome of the resolution; or
- It is cast by a member of the Key Management Personnel or their Closely Related Parties as a proxy with the written direction as to how that proxy is to be exercised, and
- provided that the vote is not cast on behalf of a member of the Key Member Personnel or their Closely Related Parties.

Key Management Personnel

The Remuneration Report identifies the Company's Key Management Personnel for 2017. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.



Clive Rabie
Group CEO
13 April 2018



Reckon

ABN 14 003 348 730

RKN

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

Lodge your vote:



Online:

www.investorvote.com.au



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

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (Sydney time) on Monday, 21 May 2018

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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

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 help tab, "Printable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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

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I/We being a member/s of Reckon 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 Reckon Limited to be held at Level 2, 100 Pacific Highway, North Sydney, NSW 2060 on Wednesday, 23 May 2018 at 10:00am (Sydney time) 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 Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 Resolution 2 by marking the appropriate box in step 2 below.

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
Resolution 1	Resolution for the re-election of Greg Wilkinson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Non binding vote to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /