

5 January 2015

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

Please find attached a copy of Technology One Limited's Notice of Meeting and Shareholder Voting Form for the Company's Annual General Meeting to be held on the 18th February 2015.

Once released by the ASX a copy of the Notice of Meeting for the Annual General Meeting and Shareholder Voting Form will be either posted or otherwise made available to Shareholders along with the Annual Report for the year ending 30 September 2014.

Yours faithfully



Gareth Pye
Company Secretary

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.

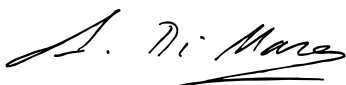
The Meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Wednesday, 18 February 2015 at 10.30am (Queensland time).

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



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

PROXY 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 Meeting¹
(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 (QLD) on Wednesday, 18 February 2015 at the Convention and Exhibition Centre, Merivale St, South Brisbane (the Meeting) and at any adjournment or postponement of the meeting.



¹ 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 3 (Remuneration Report) by marking the relevant box opposite Resolution 3. 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 3, you are directing the Chairman to vote in favour of Resolution 3 (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 3 (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 3 (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

	For	Against	Abstain*
Resolution 1 Election of Director Kevin Blinco	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director John Mactaggart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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).

TNE PRX501B



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 Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

Default to Chairman of the Meeting

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted as set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

Votes on Items of Business - Proxy Appointment

You may 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.

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:

- (a) 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; and
- (b) 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 or online at www.linkmarketservices.com.au.

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 (QLD) on Monday, 16 February 2015**, 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

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:
+61 2 9287 0309



by hand:
delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or 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.**