

6 January 2016

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 17 February 2016.

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 2015.

Yours faithfully



Gareth Pye
Company Secretary

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.

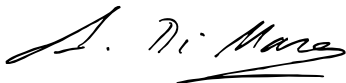
The Meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Wednesday, 17 February 2016 at 10.30am (Queensland time).

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) 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>

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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.

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www.linkmarketservices.com.au



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

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

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 above by **10:30am on Monday, 15 February 2016**, 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).

HOW TO COMPLETE THIS SHAREHOLDER 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 according to the instructions 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:

- 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
- 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.

**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.**

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Wednesday, 17 February 2016 at Mezzanine Level at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane, 4101 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 and 3: 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) and Resolution 3 (Increase in Director's fee pool) by marking the relevant boxes opposite those Resolutions. Note that under Step 1, if the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Resolutions 2 and 3, you are directing the Chairman to vote in favour of those Resolutions, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's key management personnel (KMP).

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

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) and Resolution 3 (Increase in Director's fee pool) but I/we have not marked any of the boxes opposite those items under Step 2 below, I/we nevertheless hereby direct the Chairman of the Meeting to vote in favour of Resolutions 2 and 3.

VOTING DIRECTIONS

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 ☒

Resolutions

	For	Against	Abstain*
1 Re-election of Mr Richard Anstey as Non-Executive Director	☐	☐	☐
2 Adoption of Remuneration Report	☐	☐	☐
3 Increase in Director's fee pool	☐	☐	☐



* 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.

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).