

Disclosure Statement

Technology One Ltd Mid Year Presentation - 23 February 2016

Technology One Ltd (ASX: TNE) today conducted presentations with Merrill Lynch Australia in Sydney.

These slides have been lodged with the ASX and are also available on the company's web site: www.TechnologyOneCorp.com.

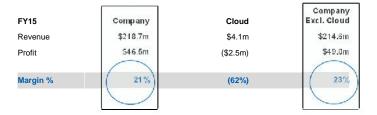
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2015 Results Re	FY15	FY14	Variance %	
Revenue	\$218.7m	\$195.1m	12%	
Initial Licence Fees	\$49.3m	\$42.0m	17%	
Total Consulting ²	\$65.6m	\$63.4m	3%	
Annual Licence Fees	\$95.3m	\$84.2m	13%	
Cloud Service Fees	\$4.1m	\$1.4m	200+%	
Expenses	\$172.2m	\$154.9m	11%	
R&D Expenses incl. Acquisitions ¹	\$41.0m	\$37.9m	8%	
R&D Expenses excl. Acquisitions	\$40.5m	\$37.9m	7%	
Expenses excl R&D	\$131.2m	\$117.0m	12%	
Profit				
Profit Before Tax	\$46.5m	\$40.2m	16%	
Profit After Tax	\$35.8m	\$31.0m	16%	
Other				
Operating Cash Flow	\$37.6m	\$35.1m	7%	
Cash and Cash Equivalents	\$75.5m	\$80.2m	(6%)	Refer slide: Balance Shee
Profit Before Tax Margin	21%	21%		Refer slide: Margin Analysi
Dividend	8.78	8.16	8%	
Return on Equity	30%	30%		

Margin Analysis

The TechnologyOne Cloud impacted our margins significantly



Our investment in the TechnologyOne Cloud is impacting our margins in the short term. TechnologyOne Cloud will make a very positive contribution to margins in the coming years. Discussed in more detail later.

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Top End of Full Year Guidance Achieved

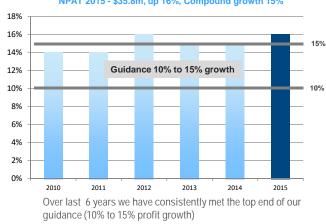
Full Year Guidance was

Continuing profit growth of 10% to 15%

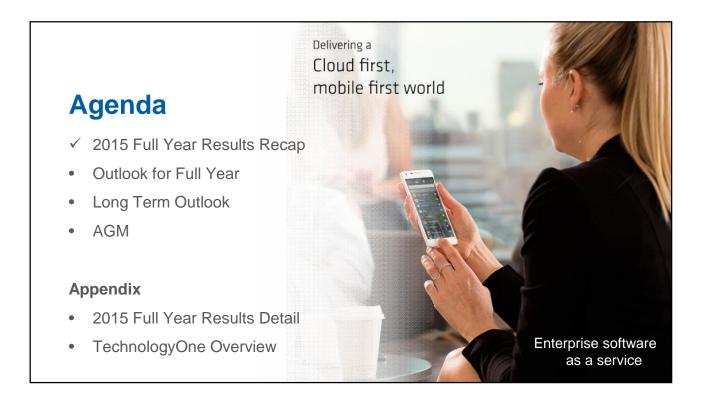
- Profit Before Tax up 16%
- Profit After Tax up 16%
- Sixth year achieved top end of guidance

Percentage Profit Growth by Year

NPAT 2015 - \$35.8m, up 16%, Compound growth 15%







Outlook for Full Year

Outlook for the full year remains unchanged

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Outlook for 2016 Year

Continuing strong profit growth

- The enterprise software markets has been one of the most resilient sectors of the IT industry in recent years
- In particular TechnologyOne markets have remained robust in recent years: government and government related businesses
- The pipeline for 2016 supports continuing strong profit growth for the full year



Outlook for 2016 Year

Expect strong profit growth again in 2016 full year

- Strong growth in licences, revenue and profit in the full year
- Sales pipeline is once again weighted to the second half
- We expect the first half of 2016 will once again be <u>challenging</u> and not indicative of the full year results
- We will provide further guidance with the first half results



Outlook for 2016 Year

Our focus next financial year is ...

- ✓ Control R&D costs and Variable Costs
- ✓ Transition our business to the Cloud
- ✓ United Kingdom
- ✓ Focus on our eight vertical markets resilient & strong
- Cross sell into our large existing customer base
- ✓ Focus on our newer products
 - HRP, Asset Management, ECM
- ✓ TechnologyOne Cloud
- Ci Anywhere





Long Term Outlook

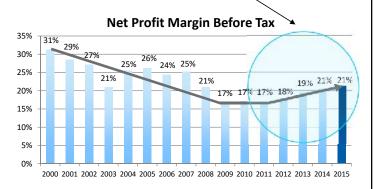
Long Term Outlook remains unchanged

Long Term Outlook

Focus is to substantially improve PBT margins through:

- Controlled R&D growth
- **Product Maturity**
- Cloud becomes profitable

Temporary hiatus due to Cloud loss of \$2.5m on Revenues of \$4.1m. Excluding Cloud business, margin is 23%.



Profit margin to continue to improve to 25% in the next few years

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Controlled R&D Growth

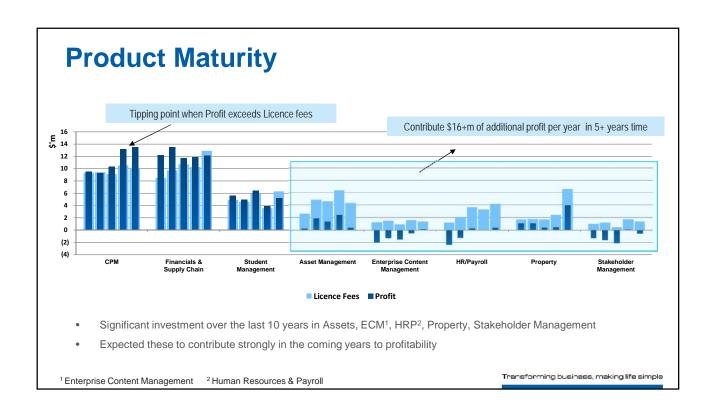


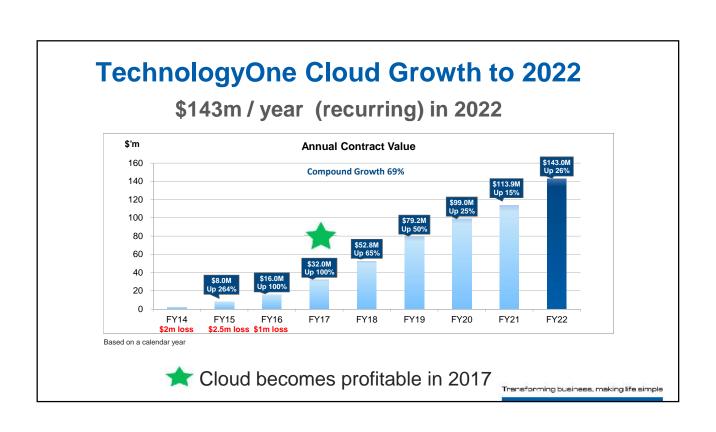
2011 Model, shows savings of \$20m/year

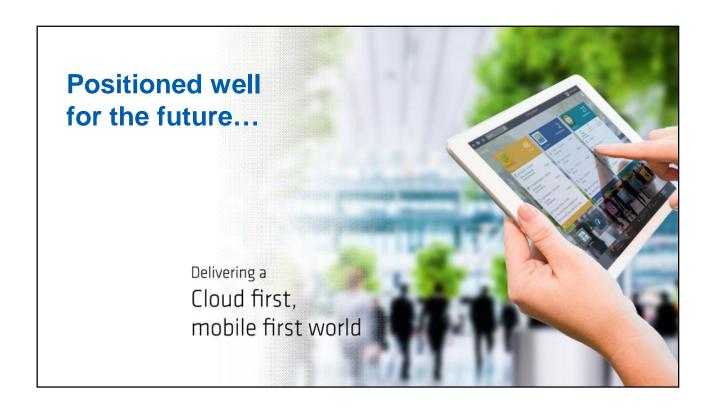
- In year 5, R&D will be 18.5% of revenue (vs 19% now)
- In year 10, target for R&D is 15% of revenue
- Still well above Industry Average of 10% to 12%

Target for R&D growth of 8% per annum compound, over 5 years set in 2011

- Operating leverage, economy of scale, new work practices...
- In 2012, 2013, 2014 & 2015 year we demonstrated this was achievable with R&D growth of 5%, 6%, 6% and 7% respectively
- Continues to be a very aggressive R&D program
- Assumes no acquisitions in next 5 years, and continuing growth in revenue









AGM Voting

Very Positive Annual General Meeting

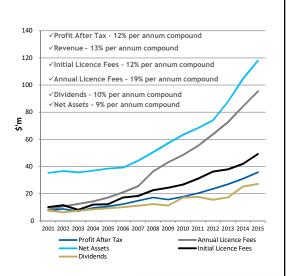
RESOLUTIONS	FOR	AGAINST
Re-election of Mr Richard Anstey	243,048,626 (99.1%)	1,002,967 (0.4%)
Adoption of remuneration report	149,033,260 (90.7%)	14,199,303 (8.6%)
Increase in Director's Fee Pool	140,139,301 (85.3%)	23,000,128 (14.0%)

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Remuneration Framework

Existing remuneration framework critical to our success over last 25+ years

- ✓ Company doubling in size every 5 years
- √ Created substantial shareholder wealth¹
- ✓ TechnologyOne executive pay is in the mid to lower quartile of our peers
- ✓ Proven to be very effective



Key metrics last 15 years

¹TSR last 12 months 24%, TSR last 5 years 34% compound per year, TSR last 10 years 23% compound per year

Remuneration Framework

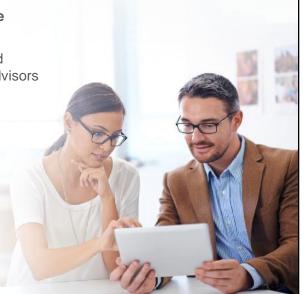
Last year we had a substantial vote against the Remuneration Report of 24.3%

 Board has engaged Independent Advisors and implemented recommendations from these Advisors

 Aim to get better alignment with other ASX200 companies

 Board has made substantial changes to the TechnologyOne remuneration framework

Still a substantial vote against our Remuneration Report this year of 9%



Remuneration Framework

- Changes to our remuneration framework in 2015:
 - ✓ Additional disclosure/information on our remuneration structure and policies
 - ✓ Discontinued the use of Options for Long Term Incentives (LTI) for KMP
 - ✓ A new Executive Performance Right (EPR) plan for LTI for KMP
 - ✓ Introduced mandatory performance hurdles for all LTI issued to KMP under the new EPR plan
 - ✓ Introduced a mandatory shareholding for directors
- Some of these changes are a concern to us
- Substantial distraction to the Board and the Management team
- Introduces risk as we transition from our current successful remuneration framework

Recommendations by Proxy Advisors

- Ownership Matters, CGI Glass Lewis & ASA in favour of all resolutions
- ISS Proxy Advisory Services
 - Recommended against the Rem Report & increase of Directors Fee
 - Gave us the lowest possible score for Corporate Governance
- We note re ISS Proxy Advisory Services report
 - We engaged with ISS in the creation of our new Remuneration Report
 - Significant mistakes in ISS report
 - Rem Report was not passed just on a 'show of hands' last year as they say
 - ISS did not consult with us to clarify their interpretation of our Remuneration Report before publishing their report
 - ISS dismissed the actual facts

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The Facts

	Technology One CEO	Median ASX 100-150
Fixed Remuneration	\$551,000	\$1,024,343
Short Term Incentive (Cash)	\$797,485	\$330,012
Long Term Incentive (Shares)	\$0 (waved by TNE CEO)	\$354,025
Other Remuneration	\$0	\$12,909
Total	\$1,348,641	\$1,883,491

	TechnologyOne Board	Median ASX 100-150
Directors Fee	\$74,022	\$130,024

- ✓ TNE rem is substantially below comparable companies
- ✓ TNE rem is highly effective with a much greater 'at risk' component than other companies
- ✓ TNE is one of the best performing stocks on the ASX measured over 12 months, 5 years, 10 years
- ✓ Clear alignment between Exec Remuneration and creation of shareholder wealth

ISS Proxy Advisory Services

- Issue of 'Appearance over Substance'
 - TNE strong record in Corp Governance and Rem in alignment with shareholder wealth creation
- Issue of 'One size fits all' approach
 - Versus ASX approach of 'if not, why not' which is far superior
- Issue of ISS attempting to impose their will on us
 - LTI forced to move from very effective Options to EPRs with hurdles
 - STI want us to change our STI, which will lead to a lower STI / higher base
- ISS did not check their facts with us before publishing their report
- Concerned about the lack of accountability of Proxy Advisors generally
- We have significant concerns about Proxy Advisors providing recommendations, rather than compliance checks
- We have significant concerns about Institutional Investors blindly following the recommendations from Proxy Advisors <u>without question</u>

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Institutional Investors Voted Against Rem Report

9% vote against our Rem Report this year

- Vanguard Australia Share Index Fund
- Vanguard Total International Index Fund
- Dimensional Funds Australia (DFA)
- SunSuper
- Australian Ethical Fund
- Bank of New York
- UniPension FAIF
- Retirement Benefits Fund

This sends a confusing message to the TNE Board. We would ask Institutional Investors to engage with us rather than simply following Proxy Advisor recommendations, so that our Institutional Investors can understand the issues, else abstain from voting.

Corporate Governance

- TechnologyOne has always preferred a small and accountable Board (5 members)
- Some independent advisors did not accept Mr McLean as independent which caused our Board & Committees to be seen as not majority independent
 - Major shareholders Adrian Di Marco and John Mactaggart also not classified as independent
- Board Committees now changed to ensure a majority of independent directors and independent chair with the removal of Mr McLean from these committees
- Decision to increase board to 8 over time
 - Add an independent director in 2016, in 2017 and in 2018
 - Opportunity to address the gender diversity requirement
- Introduces risk as we are in the middle of a significant company transformation program (Ci Anywhere & TechnologyOne Cloud)





\$218.7m \$49.3m \$65.6m \$95.3m \$4.1m	\$195.1m \$42.0m \$63.4m \$84.2m \$1.4m	12% 17% 3% 13% 200+%	Refer slide: Consulting
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\$4.1m \$172.2m	\$1.4m	200+%	
\$172.2m			
•	\$154.9m		
	4.0	11%	
\$41.0m	\$37.9m	8%	
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	\$131.2m \$46.5m \$35.8m \$37.6m \$75.5m 21% 8.78	\$131.2m \$117.0m \$46.5m \$40.2m \$35.8m \$31.0m \$37.6m \$35.1m \$75.5m \$80.2m 21% 21%	\$131.2m \$117.0m 12% \$46.5m \$40.2m 16% \$35.8m \$31.0m 16% \$37.6m \$35.1m 7% \$75.5m \$80.2m (6%) 21% 21% 8.78 8.16 8%

Margin Analysis

The TechnologyOne Cloud impacted our margins significantly



Our investment in the TechnologyOne Cloud is impacting our margins in the short term. TechnologyOne Cloud will make a very positive contribution to margins in the coming years

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Margin Analysis

The acquisitions had no impact on our margins

FY15	Company	ICON	DMS	Company Excl. Acq
Revenue	S218.7m	\$1.9m	\$2.3m	\$214.5m
Profit	\$46.5m	\$0.5m	\$0.6m	\$45.4m
Margin %	21%	26%	26%	21%
FY14	Company	ICON	DMS	Company Excl. Acq
Revenue	\$195.1m	\$0m	\$0m	\$195.1m
Profit	\$40.2m	\$0m	\$0m	\$40.2m
Margin %	21%	0%	0%	21%

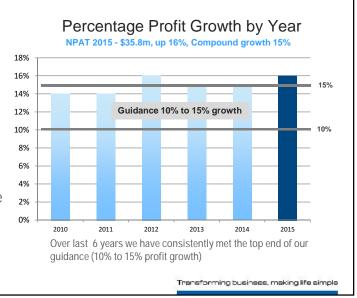
Acquisitions added \$1.1m profit contribution, which help compensate for the \$2.5m loss in the TechnologyOne Cloud

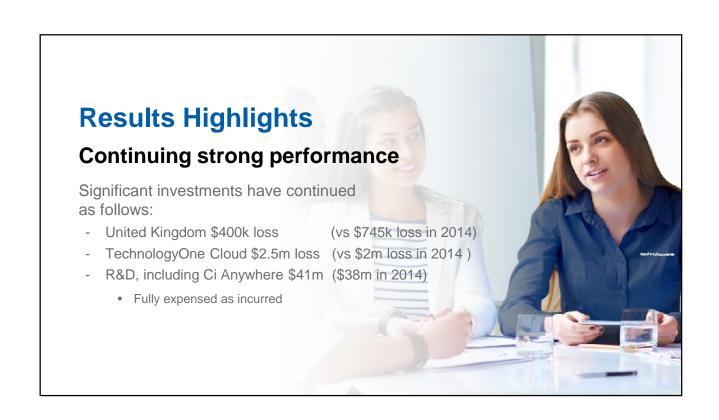
Top End of Full Year Guidance Achieved

Full Year Guidance

Continuing profit growth of 10% to 15%

- ✓ Profit Before Tax up 16%
- ✓ Profit After Tax up 16%
- ✓ Sixth year achieved top end of guidance





Total Dividend Up 8%

Dividends for the 2015 year:

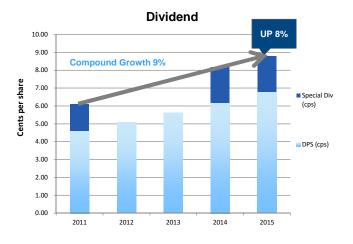
Half 1 2.15 cps up 10% (paid) Half 2 4.63 cps up 10% (declared)

Total 6.78 cps up 10%

Special 2.00 cps (as per last year)

Total 8.78 cps up 8%

Dividend payout ratio is 76%



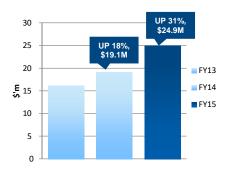
Notes

- We have continuously paid a dividend since 1996 (through Dot-Com and GFC)
- . The Board considers the payment of a Special Dividend at the end of each year taking into consideration franking credits and other factors
- The Board continues to consider other Capital Management initiatives including acquisitions
- No Special Dividend in 2012 & 2013 because of a lack of franking credits

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Total Expenses up 11%, versus Revenue up 12%

Variable



Variable costs1 up 31% (\$5.9m)

- TechOne Cloud costs up 100%+ (\$2.2m), associated with cloud revenue growth
- Third party costs up 52% (\$1.4m), linked to our strong growth in the Health & Community services sector and the sale of a third party product

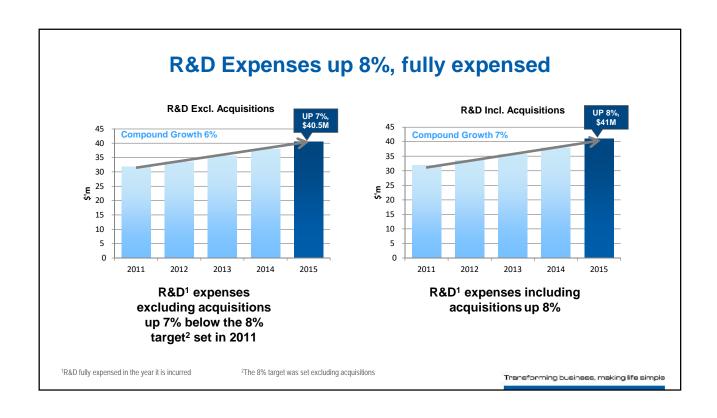
Costs directly associated with revenue growth

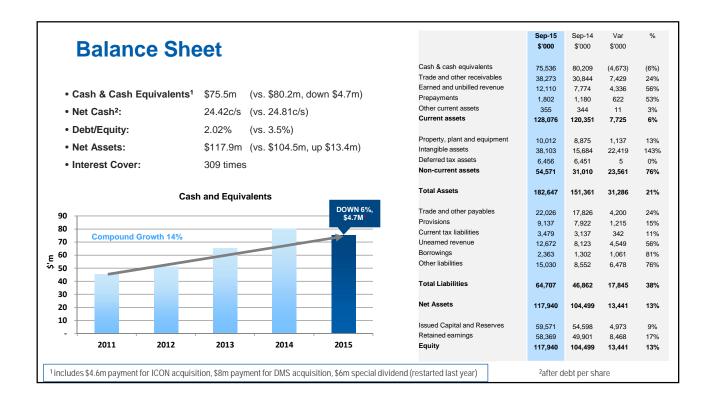
Operating



Operating costs up 8%

As expected





Cash Flow Sep-15 \$ '000 Var % Sep-14 \$ '000 EBIT 38,684 7,810 20% Depreciation & Amortisation Change in working Capital 4,157 4,791 (635) (13%) Operating Cash Flow (\$37.6m), has improved substantially over the full year (Increase) / Decrease in Debtors (Increase) / Decrease in Prepayments (89) (1,777) (6,416) (6,327) (7144%) • Up \$2.6m, 7% from \$35.1m Sept 2014 Increase / (Decrease) in Creditors 2.445 (1,429)3,874 271% 1,516 763 Vs NPAT of \$35.8m Net Interest Paid 1.152 1.550 (398)(26%) Income Taxes paid Other (21%) (131%) • Vs negative 2.3m at the half year (425)1,382 (1,807)**NPAT versus Operating Cash Flows** Operating Cash Flow 37.642 35.051 \$37.6M Capital Expenditure Payment for purchase of business (2,783) (12,556) 40 (4,338) (1,555) (179%) \$35.1M (12,556) (100%) 0 35 35 Proceeds from Sale of PP&E and Investments Net of cash acquired 567 567 0% 30 30 0% **NPAT \$35.8M** 25 E 25 Free Cash Flow 21,322 (12,174) (36%) 33,496 20 Dividends Paid (25,868) (45%) 15 15 Repayment of finance lease Proceeds from leasing of PPE (1,137) 0 (1,637) 500 31% 0% 10 10 1,011 Proceeds from Shares issued 736 275 37% 5 5 Increase in Cash & Cash equivalents (4.673) 14.813 (19.485) (132%) 0 0 2014 2015 Operating Cash Flows ¹ Significant billings in last month of the quarter, to be collected early in Q1 ² Acquisition of ICON and DMS

Results Analysis FY15 **FY14** Variance Full Year 2015 v Full Year 2014 \$'000 \$'000 \$'000 Revenue excl interest 217,113 193,353 23,760 12% Expenses (excl R&D, interest, Depn & Amortisation) 126,887 111,994 14,893 13% 81,359 **EBITDAR** 90,226 8,867 11% R&D Expenditure 41,041 37,873 8% 3,168 **EBITDA** 49,185 43,486 5,699 13% 3,478 Depreciation 4,539 (1,061)(23%)Amortisation of Intangibles 253 425 168% 678 EBIT 45,029 38,694 6,335 16% Net Interest Income 1,465 (76)(5%) 1.541 **Profit Before Tax** 46,494 40,235 6,259 16% 35,785 Profit After Tax 30,967 4,818 16% R&D is a significant expenditure we incur today, to build the Transforming business, making life simple platform for our continuing strong growth in the future

Results – Key Metrics

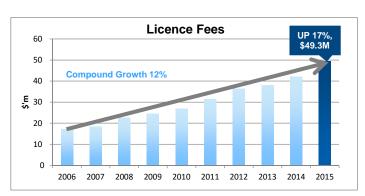
Full Year 2015 v Full Year 2014	FY15	FY14	Variance %
EPS (cents)	11.57	10.06	15%
Dividends (cents)			
Standard	6.78	6.16	10%
Special	2.00	2.00	-
Dividend Payout Ratio	8.78	8.16	8%
Key Margin Analysis			
EBITDAR Margin	41%	42%	
EBITDA Margin	22%	22%	
Net Profit Before Tax Margin	21%	21%	
Net Profit After Tax Margin	16%	16%	

Full Year 2015 v Full Year 2014	FY15	FY14	Variance %
ROE			
Return on equity	30%	30%)
Adjusted return on equity ¹	63%	76+%)
Balance Sheet (\$'000s)			
Net Assets	117,940	104,499	13%
Cash & Cash Equivalents	75,536	80,209	(6%)
Operating cash flows	37,642	35,050	7%
Debt/Equity	2%	4%)
R&D as % of Total Revenue	19%	19%	ì

 $^{\rm 1}\text{Adjusted}$ for net cash above required working capital, which was assumed at \$12m

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Licence Fees Up 17% (vs down 11% at H1)



Licence fees up 17 % (vs down 11% at H1)

- 12th consecutive year of strong L/Fee growth
- Added 58 new customers, of which 18 replaced systems from Oracle, SAP, Microsoft & INFOR
- High profile wins: Brisbane City Council, Wellington City Council, Mercy Health, TAFE Qld, Department of Education & Training, Australian Bureau of Statistics, Department of Treasury etc.
- Pipeline for 2016 year is strong

New Customers for 2015 (58)

Anglican Church Diocese of Perth

Annecto Inc

AS Bryden

Australian Bureau of Statistics Department of Treasury

Australian Longline Pty Ltd

Box Hill Institute of TAFE

Brisbane City Council

Central Institute of Technology

City of Mitcham

Clackmannanshire Council

Clean Energy Finance

Conservation and Environment Protection Authority

CraigCare Group Pty Ltd

Department of Education, Training and Employment

CAA - TAFE Queensland

Department of Lands

East Dunbartonshire Leisure and Culture Trust Enjoy East Lothian Leisure Ltd

Fiji Sugar Corporation

Excluding acquisitions

Freedom Aged Care Pty Ltd

Gladstone Area Water Board

Heathgate Resources Pty Ltd

Heritage Council WA

HQPlantations Pty Ltd

Hume Bank Limited

Integratedliving Australia Ltd

JWH Group

Keystart Loans Ltd

Livingbridge EP LLP

Maitland Mutual Building Society Limited

Mallee Catchment Management Authority

Mater Health Services North Queensland

Mercy Health & Aged Care Incorporated

Mission Providence Ptv Ltd

Multicultural Development Association

National Airports Corporation

N. C. 10

National Superannuation Fund Ltd Nautilus Minerals Pacific Ptv Ltd

Pilbara Ports Authority

Taylor Byrne Pty Ltd

The Baptist Union of Queensland

Solomon Islands National University

The Health Administration Corporation

Port Arthur Historic Site Management Authority

Royal Australian College of General Practitioners

The Mayor and Burgesses of the London Borough of Haringey

TSB Bank

University of Lincoln

Qantas Credit Union

Royal Freemasons Ltd

Scottish Borders Council

University of South Wales

University of the Highlands and Islands

VisAbility Incorporated

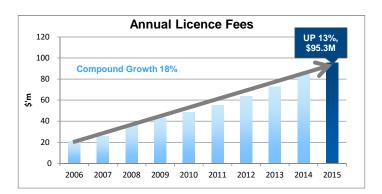
Wellington City Council

Wesley College Melbourne

Wesley Mission Victoria

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Annual Licence continue to grow strongly: up 13%



Annual licence fees continue to grow strongly: up 13%

- Compound growth over the last 10 years is 18%
- · Customer retention is important
- Investing in Compelling Customer Experience III, Ci Anywhere, TechnologyOne Cloud

Cloud Service Fees continue to grow strongly: \$8m, up 100%



Annual Contract Value continues to grow strongly: \$8.0m, up 100%+ (\$6.2m)

- Cloud Customers: 70 vs 21 at 30 Sept 2014
- New Customer this year: 49 includes Brisbane City Council, Department of Treasury, Mercy Health, Wellington CC, TAFE Qld, Australian Bureau of Statistics etc.
- Full year loss of \$2.5m (vs a loss \$2m in 2014; and \$1.6m at H1)
- Loss reduces to \$1m in 2015/2016 year with our new Cloud 5.0 architecture and increasing customer base Transforming business, making life simple

New Cloud Customers for 2015 (49)

Australian Bureau of Statistics

Access Housing Australia Ltd

AsureQuality Ltd

Aylesbury Vale District Council

B&E Limited trading as B&E Personal Banking

BBI (DBCT) Management

Bendigo & Adelaide Bank Limited

Brisbane City Counci

Brookfield Infrastructure Group (Australia) Pty Ltd

Building Services Authority

Careers Australia Group Ltd

Catholic Education Office - Parramatta Clackmannanshire Council

CraigCare Group Pty Ltd

Department of Education & Training

CAA - TAFE Queensland

Department of Treasury

Department of Lands

EECU Limited

Enjoy East Lothian Leisure Ltd

Forestry Tasmania

Freedom Aged Care Pty Ltd

Gladstone Area Water Board

Glenorchy City Council

Livingbridge EP LLP

Macquarie Research Limited

Mercy Health & Aged Care Incorporated

Pepper Australia

Port Arthur Historic Site Management Authority

PrixCa

Quick Service Restaurants Holdings Pty Ltd

Relationships Australia (SA)

Retirement Benefits Fund Board

Scottish Pacific Business Finance Pty Ltd

St Vincent de Paul Society Qld

Taylor Byrne Pty Ltd

The Baptist Union of Queensland

The Health Administration Corporation

The Mayor and Burgesses of the London Borough of Haringey

The Registered Clubs Assoc of NSW

The Uniting Church in Australia Property Trust NSW

University of Lincoln

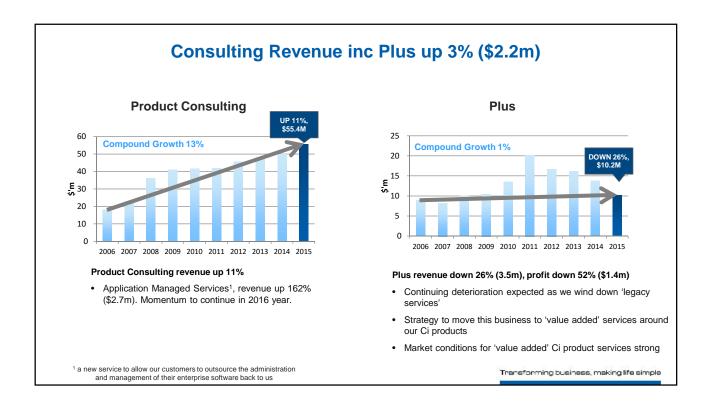
University of South Wales

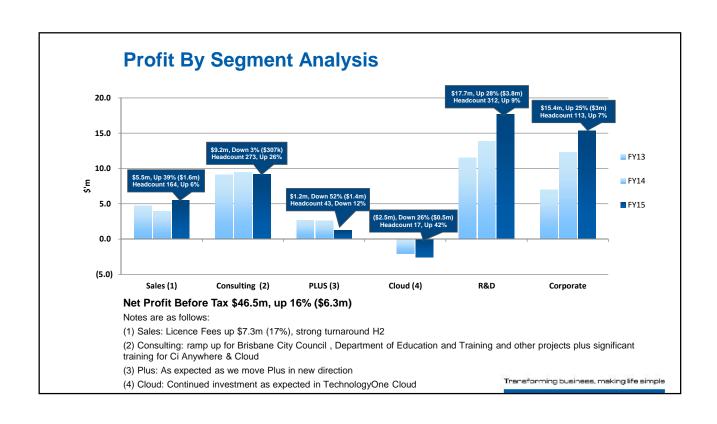
University of the Highlands and Islands

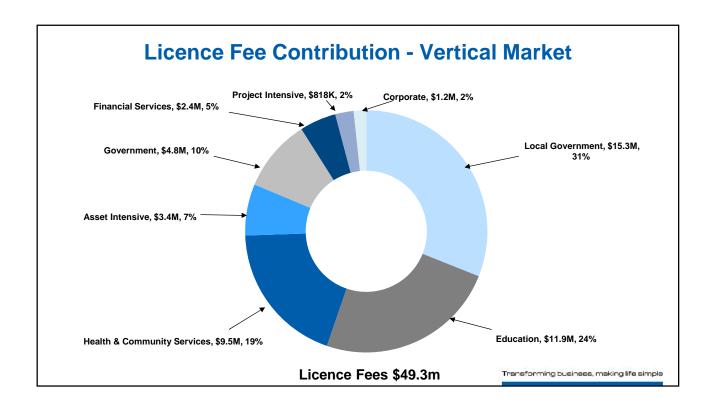
Victorian Institute of Teachir

Wellington City Council

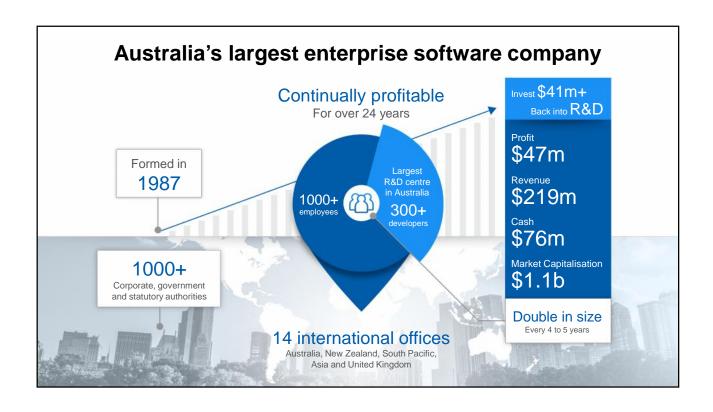
Wesley College Melbourne Whangarei District Council





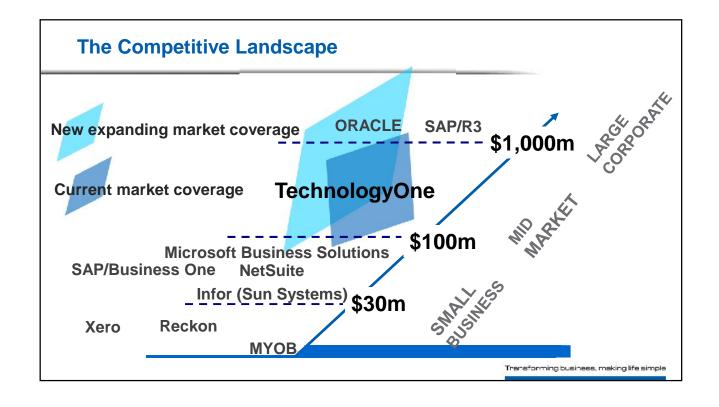








Financially very strong	
Cash and Equivalents	\$75.5m
Return on Equity	30+%
 Adjusted Return on Equity² 	63%
 Debt/Equity 	2%
Interest Cover	309
 Continually paid dividends since 1996 	(20 years)
 Continually profitable since 1992 	(24 years)
30 th Sept 2015 ² Adjusted for net cash above required working capital, assumed at two months of staff costs	Transforming business, making life









What makes us unique...

The power of one

We do not use implementation partners or resellers

We take complete responsibility for building, marketing, selling, implementing, supporting and running our enterprise solution for each customer to guarantee long-term success.



Compelling Customer Experience

One vision. One vendor. One experience.

Market focus and commitment

We focus on eight key markets...

- Deep understanding and engagement in our markets
- Deeply integrated preconfigured solutions
- Proven practice
- Streamlined implementations
- · Reduce time, cost and risk

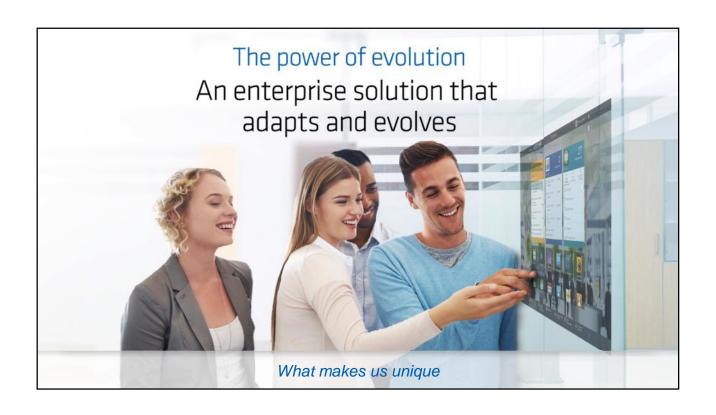


We sell to asset and service intensive organisations.

We do not service retail, distribution or manufacturing industries.

What makes us unique





What makes us unique...

The power of evolution

Substantial investment into R&D each year

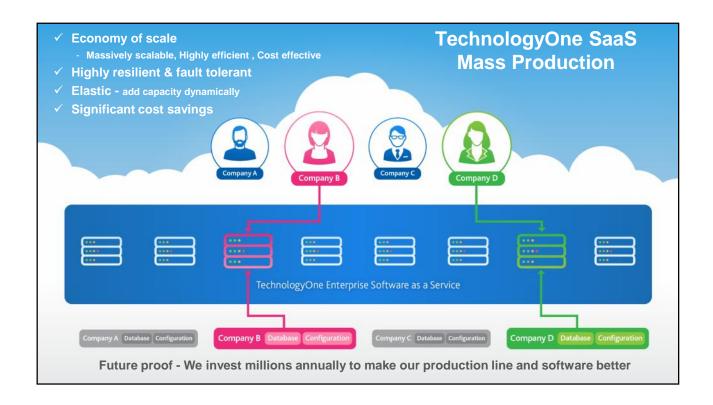
- · New releases encompass new technologies, concepts and innovations
- · Configuration and not customisation



99% retention rate of customers who have continued with us throughout our evolutionary journey

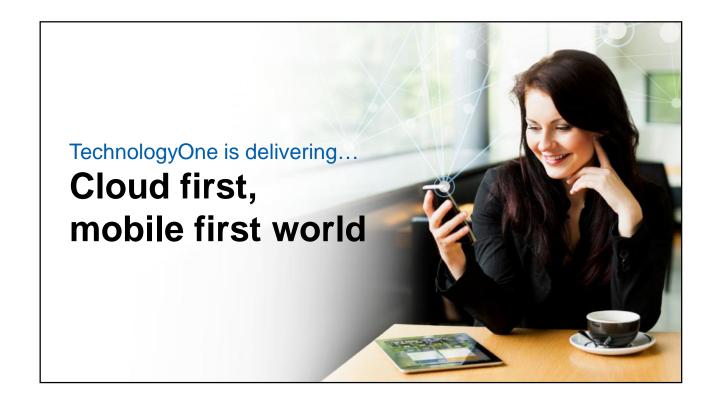








Ci Anywhere Enterprise software, incredibly simple • Embraces smart mobile devices including iPad, iPhone and Android • Allows users to flow across any and all devices during the course of their day • Consumer concepts deliver powerful enterprise software that is incredibly easy to use • Browser based – no installing software Any device. Any where. Any time.



Other Facts

Diversity of revenue streams from multiple:

- Products
- Vertical markets
- Geographies 12
 - All states of Australia, New Zealand, South Pacific, Asia and UK

Strong, very loyal blue chip customer base

- We provide a mission critical solution 'sticky customer base'
- 60+% of our revenues generated from existing customers each year
 - Annual licences, increase usage, new modules, new products, ongoing services etc..

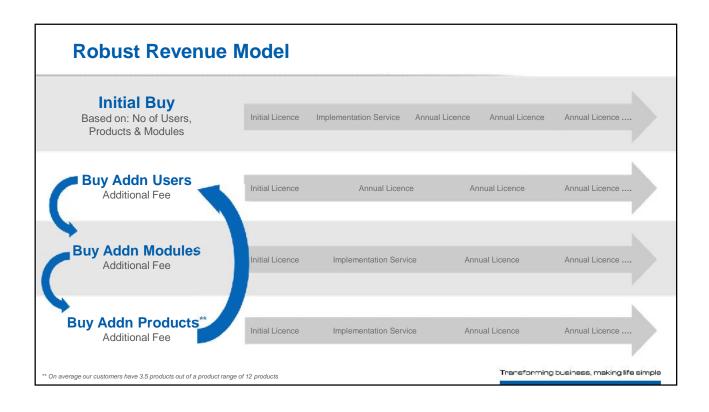
Transforming business, making life simple

Robust Revenue Model

Robust Revenue Model ...

- Initial Licence based on usage (number of users)
 - Matrix of licensable products & modules (approx 300 modules over 12 products)
 - Once off fee invoiced on contract signing
- Implementation Services fee for service
 - \$1 Services : \$1 Initial licence
 - Once off fee invoiced as services rendered
- Annual Licence Fee
 - 22.5% of Initial Licence
 - Re-occurring every year





140 **Historical Performance** 120 Key metrics over last 15 years ... 100 Revenue - 13% per annum compound Even through the Dot-Com and GFC 60 Initial Licence Fees - 12% per annum compound 40 Annual Licence Fees - 19% per annum compound 20 Profit After Tax - 12% per annum compound Dividends - 10% per annum compound 2001 2002 2003 2004 2005 2006 2007 2008 2009 2010 2011 2012 2013 2014 2015 Net Assets - 9% per annum compound Profit After Tax -Annual Licence Fees Net Assets Initial Licence Fees Doubling in size every 4+ years for last 15 years Transforming business, making life simple

