

TECHNOLOGY ONE LIMITED ANNUAL GENERAL MEETING 2016

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to the Annual General Meeting of the Shareholders of Technology One Limited.

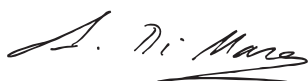
The Meeting will be held at the Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane on Tuesday, 21 February 2017 at 10.30am (Queensland time).

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

Notice is given that the 2016 Annual General Meeting of Technology One Limited ACN 010 487 180 (Company) will be held at Brisbane Convention and Exhibition Centre, Merivale St, South Brisbane, 4101 on Tuesday 21 February 2017 at 10.30am (Queensland time)*.

*Please use the Merivale Street entrance to access M1 on the Mezzanine 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 2016.

Resolution 1

Election of Director – Ron McLean

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

‘That Ron McLean, 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 – Jane Andrews

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

‘That Jane Elizabeth Andrews, who having been appointed as a director of the Company on 22 February 2016 in accordance with rule 13.2 of the Company’s Constitution, be elected in accordance with rule 13.2 of the Company’s Constitution as a Director of the Company.’

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 71-91 of the Annual Report (in the Directors’ Report), be adopted.’

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 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: 13 January 2017

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 Ron McLean,
Non-Executive Director*

In accordance with the requirements of the Constitution, Mr McLean retires by rotation as a Director and is seeking re-election.

Mr McLean has more than 40 years' experience in the enterprise software industry including holding Senior Executive and Managing Director roles in several international and Australian software companies.

His involvement in the enterprise software industry has included leading and managing software development, consulting and sales and marketing teams.

Mr McLean joined the Board as a Non-Executive Director in 1992 was appointed as the General Manager in 1994, Chief Operating Officer in 1999 and was then promoted to Chief Executive Officer of Operations in 2003.

Mr McLean retired from this role at TechnologyOne on 15 July 2004 and remains a Non-Executive Director. The independence of Mr Ron McLean has been debated by some corporate advisory groups because he was a past employee of TechnologyOne 12 years ago. The Board is of the opinion that, due to the period of time that has lapsed since Mr McLean's employment with the Company, Mr McLean is considered as being independent.



Resolution 2
*Election of Dr Jane Andrews,
Non-Executive Director*

In accordance with the requirements of the Constitution, Dr Andrews is seeking election as a Director of the Company.

Dr Jane Andrews was appointed to the Board on 22 February 2016, bringing more than 15 years' leadership experience in research and innovation-based organisations.

As a founder and investor in numerous innovative companies, Dr Andrews has extensive experience in corporate strategy, entrepreneurship, commercialisation, innovation, research and development. As the former Deputy CEO of a Cooperative Research Centre (CRC), Dr Andrews played a key role in managing the activities of the Research Advisory Committee, Audit and Risk Committee, the Nominations and Review Committee and the Development Advisory Committee. During this time, she successfully led the CRC through an external review, which involved significant strategic reform.

Dr Andrews is a Graduate of the Australian Institute of Company Directors, holds a PhD in Life Sciences, a Bachelor of Science (First Class Honours) and a Graduate Diploma in Applied Finance and Investment.

Dr Andrews is a current member of the Audit, Remuneration and Nomination Committees.

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 which is set out on pages 71-91 of the Annual Report.

The Company's remuneration framework continues to drive performance for the Company and Shareholders. The framework has been updated during the 2016 financial year following further engagement with independent advisors and Shareholders to continue 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
- Revitalising the use of options for Long Term Incentives (LTI) for Key Management Personnel (KMP) to include performance targets
- Increase in the mandatory shareholding requirements 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
- Explains the various components of Executive remuneration

The Directors believe the remuneration policies adopted by the Company comply with best practice for an ASX company as:

- The total remuneration compares favourably with similar companies
- A significant portion of Executives' total target salaries (ranging from 27-51%) being 'at risk' by way of a Short Term Incentive (STI) component
- Long Term Incentives (LTI) are now performance based with vesting conditions attached to key performance targets

The Remuneration Report (included in the Company's Annual Report) is also available on the Company's website (www.TechnologyOneCorp.com) under the Shareholders section.

Note: Voting Exclusions apply to this Resolution as specified on page 2 of this Notice of Annual General Meeting and in the Shareholder Voting Form.

As the Directors have a personal interest in the proposed Resolution 3, they make no recommendation as to how Shareholders should vote on this Resolution.

Shareholder Information

Attending the meeting

If you are attending the meeting in person, registration will be open from 10am and you are encouraged to register early.

Voting for each resolution will be conducted by way of a poll and all attending Shareholders will be required to register before the commencement of the meeting should they wish to vote.

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.

Online voting

Shareholders are encouraged to lodge their votes online through the Share Registry's website at: www.linkmarketservices.com.au. To access the online lodgement facility Shareholders will need their "Holder Identifier", being either their Security holder Reference Number (SRN) or Holder Identification Number (HIN), as shown on the front of their Proxy Form.

Appointment of proxy

If you are a Shareholder and unable to attend and vote at the Annual General Meeting of Technology One Limited on 21 February 2017, you are entitled to appoint a person as your proxy to attend and vote in your place. Your proxy does not have to be another Shareholder.

If you are a Shareholder entitled to cast two or more votes, you may appoint up to two proxies, and may specify the proportion of voting rights or the number of shares each proxy is appointed to exercise.

You appoint a proxy by using the form enclosed. It must be lodged at least 48 hours before the meeting at the Company's Share Registry:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

or faxed to the Share Registry on (02) 9287 0309.

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, unless directed otherwise on the Proxy Form.

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 19 February 2017 will be voting members for the meeting.

You can also lodge your vote online at
<https://investorcentre.linkmarketservices.com.au>

Transforming Business, Making Life Simple

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.

For 29 years, we have been providing our customers enterprise software that evolves and adapts to new and emerging technologies, allowing them to focus on their business and not technology. Today, our software is available on the TechnologyOne Cloud and across smart mobile devices.