

Dear Shareholder,

On behalf of the Board of Hansen Technologies Limited, I have pleasure in inviting you to our Annual General Meeting to be held at 2 Frederick Street, Doncaster, Victoria on Wednesday, 27 November 2013 at 11am.

The Notice of Meeting, Explanatory Notes, and Proxy Form are all enclosed.

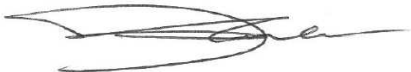
Registration will commence at 10.30am and is essential for admittance to the meeting. If you are attending the meeting, please bring your proxy form with you to assist in registering.

If you are unable to attend the meeting and would like to vote, you are entitled to appoint a proxy. This is not compulsory however I would encourage you to do so. Proxies may be lodged on line at www.linkmarketservices.com.au OR by completing the attached Proxy Form and returning it to Link Market Services in the enclosed return addressed envelope OR by facsimile.

Link Market Services must receive the Proxy Form by 11am on Monday, 25 November 2013, or the proxy will be deemed invalid.

In accordance with ASIC guidelines, the 2013 Annual Report has only been distributed to those shareholders who have specifically requested a copy. For those who did not request a paper copy of the Annual Report and wish to review it please be advised that the Report is now available on our website by browsing www.hsntech.com and selecting Investors, then Reports and Presentations.

I wish to express my appreciation to all shareholders for your continuing support.



David Trude

Chairman

Hansen Technologies

18 October 2013

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Hansen Technologies Limited will be held at 2 Frederick St, Doncaster, Victoria on Wednesday 27 November 2013 at 11:00am AEDST.

BUSINESS

A. Accounts and reports:

To table the financial report of the Company and its controlled entities and the related reports of the Directors and Auditors for the year ended 30 June 2013 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. Resolutions:

To consider and, if thought fit, pass Resolution 1 as a non-binding resolution and Resolutions 2 to 5 (inclusive) as ordinary resolutions.

1. Adoption of Directors' Remuneration Report:

'In accordance with the requirements of the Corporations Act, adopt the Remuneration Report for the year ended 30 June 2013 as it appears in the Directors' Report within the Annual Report 2013.'

2. Re-Election of Mr David Trude:

'That Mr David Trude a Director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified his candidature for Office, be and is hereby re-elected a Director of the Company.'

3. Election of Mr Peter Berry:

'That Mr Peter Berry a Director appointed by the Board effective from 15 December 2012 until this annual general meeting of the Company in accordance with the Company's Constitution and being eligible and having signified his candidature for Office, be and is hereby elected a Director of the Company.'

4. Non-Executive Directors' Remuneration:

'That the maximum aggregate amount of remuneration to be paid to all Non-Executive Directors in any financial year be increased from \$400,000 to \$430,000 per annum on the terms and conditions set out in the Explanatory Notes.'

5. Grant of options to Chief Executive Officer/Managing Director:

'That 1,050,000 options be issued to the Chief Executive/Managing Director in accordance with the Hansen Employee Option Plan on the terms and conditions set out in the Explanatory Notes.'

By Order of the Board



Grant Lister - Company Secretary - 18 October 2013

EXPLANATORY NOTES

Resolution 1

Adoption of Directors' Remuneration Report

The Annual Report for the year ended 30 June 2013 contains a Remuneration Report (refer pages 14-19) which sets out the remuneration policy for the Company and reports remuneration arrangements in place for Directors and the five key management personnel.

The Corporations Act requires the agenda of an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

A reasonable opportunity will be allowed to the shareholders as a whole for questions and comments on the Remuneration Report.

Voting Prohibition:

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel as disclosed in the remuneration report; or
- (b) a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with the direction on the proxy form and the vote is not cast on behalf of a person described in items (a) or (b) above.

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution. If the Chairman of the meeting is appointed as your proxy, or if the Chairman of the Meeting becomes your proxy by default, and you do not provide a voting direction, you are expressly authorizing the Chairman to exercise the proxy on a Resolution that is connected directly or indirectly with the remuneration of a member of the key management personnel.

Resolution 2

Re-election of Mr David Trude

Rule 16 of the Constitution requires one third of directors (except for the Managing Director) to retire each year (by rotation).

Mr David Trude retires this year in accordance with this Rule and is permitted to seek re-election. Personal particulars for Mr David Trude are set out in the Board of Directors information included in the Annual Report.

Resolution 3

Election of Mr Peter Berry

In accordance with Rule 13.2 of the Constitution, the Board appointed Mr Peter Berry as an additional Director to the Board, effective from 15 December 2012. Any Director appointed under Rule 13.2 may hold office only until the next annual general meeting of the Company and is then eligible for election at that meeting. The Board has nominated Mr Peter Berry to be elected as a Director of the Company and in accordance with Rule 16.3 of the Company's Constitution has received notice in writing signed by Mr Peter Berry giving consent to the nomination. Personal particulars for Mr Peter Berry are set out in an announcement to the ASX dated 16 October 2012.

Resolution 4

Non-Executive Directors' Remuneration

1. Background

The Company's Non-Executive Director fees are currently capped at an aggregate maximum of \$400,000 per annum as approved by the shareholders at the November 2011 Annual General Meeting.

2. Proposed changes

It is proposed to maintain the threshold in line with inflation by increasing the Non-Executive Directors' fees maximum aggregate cap to \$430,000 per annum.

The Company will disregard any votes cast on Resolution 4 by:

- (a) a Director of the Company; and

- (b) an associate of those persons.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A member of the key management personnel or a closely related party of a member of key management personnel may not vote as a proxy on Resolution 4 if their appointment does not specify the way the proxy is to vote.

However, this voting exclusion does not apply if the member of key management personnel is the Chairman of the meeting acting as proxy provided the proxy expressly authorises the Chairman to do so, which you may do by marking the Chairman's box in Step 3 of the proxy form.

The Chairman of the meeting intends to vote undirected proxies in favour of these resolutions where authorised to do so by the relevant proxy form.

Resolution 5

Grant of options to Chief Executive Officer/Managing Director

1. Proposal

In order to align the remuneration of the Chief Executive/Managing Director with the long term success of the Company and its shareholders, the Remuneration Committee has again this year recommended the granting of Options to the Chief Executive/Managing Director as part of his overall remuneration arrangements for fiscal 2013/14.

The intention to issue these options in accordance with the company's Share Option Plan, subject to the agreement of shareholders at this AGM, was announced via a release lodged with the ASX on 3 October 2013. ASX listing rule 10.14 specifies that the issuing of options to a Director under an employee

incentive scheme requires shareholder approval. Accordingly shareholder approval is being sought for the issue of options to the Chief Executive Officer/Managing Director.

The following information is provided in accordance with ASX Listing Rule 10.15:

(a) The Chief Executive Officer/Managing Director is presently a Director of the Company. Executive Directors are the only directors entitled to participate in the Plan. Andrew Hansen is presently the only Executive Director of the Company.

(b) Up to 1,050,000 options are to be issued to the Chief Executive Officer/Managing Director.

(c) The options to be issued to the Chief Executive Officer/Managing Director are to be issued at nil consideration as follows:

- i. 350,000 options each having an exercise price of \$1.06;
- ii. 350,000 options each having an exercise price of \$1.11; and
- iii. 350,000 options each having an exercise price of \$1.16.

The options shall vest, subject to continuation of employment, on 2 July 2016 and will expire on 2 July 2018 (unless specified special circumstances affect the Chief Executive Officer/Managing Director (such as total or permanent disablement or retrenchment) in which case the expiry date will be 6 months from the date of the special circumstances event).

(d) Mr Andrew Hansen was issued 1,050,000,000 options under the company's Share Option Plan in 2012. The options were issued at nil consideration as follows:

- i. 350,000 options each having an exercise price of \$0.97;
- ii. 350,000 options each having an exercise price of \$1.02; and
- iii. 350,000 options each having an exercise price of \$1.07.

(e) No loans have been or are to be advanced to the Chief Executive Officer/Managing Director in respect of the acquisition of the options.

(f) The options will be issued as soon as practical after approval is obtained from the shareholders at this Annual General Meeting (and in any event will be issued no later than 12 months after the shareholder approval is obtained).

(g) The Company will disregard any votes cast on Resolution 5 by:

(a) A Director of the Company (except Non-Executive Directors who are ineligible to participate in any employee incentive scheme of the Company); and

(b) an associate of those persons.

However, the Company need not disregard a vote if:

(c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

A member of the key management personnel or a closely related party of a member of key management personnel may not vote as a proxy on Resolution 5 if their appointment does not specify the way the proxy is to vote. However, this voting exclusion does not apply if the member of key management personnel is the Chairman of the meeting acting as proxy and their appointment expressly authorises the Chairman of the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution. If the Chairman of the meeting is appointed as your proxy, you are expressly authorising the Chairman to exercise the proxy on a Resolution that is directly connected with the remuneration of a member of the key management personnel.

The proposed grant of options under Resolution 5 to the Chief Executive Officer/Managing Director involves giving a financial benefit to a related party for the purposes of Chapter 2E of the *Corporations Act 2001*. Chapter 2E prohibits the Company

from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or

(b) prior shareholder approval is obtained for the giving of the financial benefit.

The Directors of the Company believe that the grant of options is appropriate and reasonable in all circumstances, as part of the remuneration for the Chief Executive Officer/Managing Director's role. Therefore the Company considers that the grant of the options comes within one of the exceptions to Chapter 2E, and shareholder approval is not required for that purpose.

The Directors (with the exception of the Chief Executive Officer/Managing Director) recommend shareholders approve Resolution 5.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded in the Company's register as at 7.00pm AEDST, Monday 25 November 2013.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a show of hands, every member present in person or by Proxy or by attorney or, in the case of a corporation, by a duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy or attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting

as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A Proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be valid, completed Proxies must be received by the Company's Share Registry, Link Market Services Limited, by one of the following methods no later than 11.00am AEDST, Monday 25 November 2013:

- hand delivered to Link Market Services Limited, located at Level 12, 680 George Street, Sydney, NSW 2000, or

- posted to Hansen Technologies Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235, or
- sent by facsimile to Link Market Services Limited on (02) 9287 0309, or
- lodged online at www.linkmarketservices.com.au

To be valid a Proxy Form must be signed by the member or an attorney duly authorised in writing. If the member is a company, the form must be executed under seal of the company or by its duly authorised officer or attorney. Where two or more persons are registered as members, each person must sign the Proxy Form.



By mail:
Hansen Technologies 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

SHAREHOLDER PROXY FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 11:00am on Wednesday, 27 November 2013, at 2 Frederick St, Doncaster, Victoria and at any adjournment or postponement of the meeting.

If the Chairman of the Meeting is your proxy and you have not directed your proxy how to vote on Resolutions 1 and 5, you expressly authorise the Chairman of the Meeting to exercise your proxy even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

Resolution 1

Adoption of Directors' Remuneration Report (non-binding)

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 4

Non-Executive Directors' Remuneration

| | | |
|--------------------------|--------------------------|--------------------------|
| For | Against | Abstain* |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Resolution 2

Re-Election of Mr David Trude

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 5

Grant of options to Chief Executive Officer/Managing Director

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

Resolution 3

Election of Mr Peter Berry

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--------------------------|--------------------------|--------------------------|

i * 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

IMPORTANT - VOTING EXCLUSIONS

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Resolution and that votes cast by him/her for that Resolution, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 4 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

STEP 4

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).



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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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.

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 **11:00am on Monday, 25 November 2013**, 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:

Hansen Technologies 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, 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.**