

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 26 November 2014 at 11:00am AEDT.

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 2014 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 4 (inclusive), and if required Resolution 5, 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 2014 as it appears in the Directors' Report within the Annual Report 2014.'

2. Re-Election of Mr Bruce Adams:

'That Mr Bruce Adams, 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. Re-Election of Mr David Osborne:

'That Mr David Osborne, 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.'

4. Election of Ms Sarah Morgan

'That Ms Sarah Morgan, a Director appointed by the Board effective from 1 October 2014 until this annual general meeting of the Company in accordance with the Company's Constitution and being eligible and having signified her candidature for Office, be and is hereby elected a Director of the Company.'

5. Conditional Spill Resolution, (if required)

NOTE: this resolution will only be voted on if the outcome of voting on Resolution 1 is such that at least 25% of the qualifying votes cast are against the adoption of the Remuneration Report.

"That

*(a) a General meeting of the Company's Shareholders (**Spill Meeting**) be convened within 90 days of the date of this meeting; and*

(b) all the Company's Directors who were Directors when the resolution to approve the Director's Report within the Annual Report 2014 was passed, excluding the Managing Director, cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting, pursuant to paragraph (b) above, must be put to a vote at the Spill Meeting.

By Order of the Board



Grant Lister - Company Secretary - 23 October 2014

EXPLANATORY NOTES

Resolution 1

Adoption of Directors' Remuneration Report

The Annual Report for the year ended 30 June 2014 contains a Remuneration Report (refer pages 19 to 26) 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.

At the meeting a reasonable opportunity will be provided to the shareholders for discussion, 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.

Resolutions 2 and 3

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

Re-election of Mr Bruce Adams

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

Re-election of Mr David Osborne

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

Resolution 4

Election of Ms Sarah Morgan

In accordance with Rule 13.2 of the Constitution, the Board appointed Ms Sarah Morgan as an additional Director to the Board, effective from 1 October 2014. 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 Ms Sarah Morgan 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 Ms Sarah Morgan giving consent to the nomination. Personal particulars for Ms Sarah Morgan are set out in an announcement lodged with the ASX on 3 October 2014.

Resolution 5

Conditional Spill Resolution, (if required)

Under the Corporations Act 2001, if 25% or more of the qualified votes that are cast are voted against the adoption of the Remuneration Report resolution at two consecutive Annual General Meetings (AGMs), shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that a General Meeting of shareholders be held within 90 days at which all of the Company's Directors who were Directors when the resolution to approve the Director's Report within the Annual Report 2014 was passed (other than the Managing Director/CEO) must stand for re-election.

At the Company's AGM in November 2013, over 25% of the qualifying votes cast were against the adoption of the Remuneration Report resolution for the year ended 30 June 2013.

As a consequence, if at this meeting over 25% of the qualifying shareholders votes cast on Resolution 1 are against the adoption of the Remuneration Report, Resolution 5 will be required to be put to a vote at this meeting.

If, however, at this meeting less than 25% of the qualifying shareholders votes cast on Resolution 1 are against the adoption of the Remuneration Report, Resolution 5 will NOT be required to be put to a vote at this meeting

If this resolution is required to be put to a vote at this meeting, and if more than 50% of the qualifying votes cast are in favour of the "Spill Resolution", the Company will be required to convene a General Meeting of shareholders (the Spill Meeting) within 90 days of the date of this meeting for the purpose of electing Directors to be appointed to the Company.

Immediately prior to the end of the Spill Meeting all Directors who were Directors when the resolution to approve the Director's Report within the Annual Report 2014 was passed, excluding the Managing Director, shall cease to hold office. All Directors ceasing to hold office may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election is approved will be the Directors of the Company. If a Director is "re-elected" at the Spill Meeting, their appointment continues as if the cessation and re-appointment had not happened.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting three directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

Voting prohibition for this Resolution 5 is the same as that which applies to the original Remuneration Report, Resolution 1.

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 AEDT, Monday 24 November 2014.

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 AEDT, Monday 24 November 2014:

- 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



X99999999999

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.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **11:00 (AEDT) on Wednesday, 26 November 2014 at the 2 Frederick St, Doncaster, Victoria** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our 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 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

Election of Ms Sarah Morgan

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

Resolution 2

Re-Election of Mr Bruce Adams

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

Resolution 5

Conditional Spill Resolution, (if required)

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

Resolution 3

Re-Election of Mr David Osborne

For	Against	Abstain*
<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

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, all shareholders must 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.

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, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00 (AEDT) on Monday, 24 November 2014**, 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.