

# ASX ANNOUNCEMENT

5<sup>th</sup> November 2014

## Notice of General Meeting - Clarification on voting recommendation Resolution 5, the “Conditional Spill Resolution”

**The Chairman and the Board of Hansen wishes to clarify to all shareholders that it recommends Shareholders vote AGAINST “Resolution 5 – Conditional Spill Resolution”.**

On 24 October 2014, Hansen Technologies Limited (ASX: **HSN**) (*the Company*) dispatched a Notice of Annual General Meeting and Proxy Form to all shareholders (*Notice of General Meeting*).

The Notice of General Meeting included Resolution 5, a conditional spill resolution (*Spill Resolution*) as required by section 250V of the *Corporations Act 2001 (Cth) (the Act)*. In accordance with the Act, the Spill Resolution shall only be put to Shareholders in the event that more than 25% of the votes cast in respect of Resolution 1 ‘Adoption of Remuneration Report’, are voted against adoption of the Remuneration Report.


The Proxy Form, dispatched together with the Notice of Meeting, stated that ‘*the Chairman of the Meeting intends to vote undirected proxies in favour of all items of business*’. The Company notes that it was NOT the intention of the Board (including the Chairman) to vote undirected proxies in favour of the Spill Resolution, should that resolution be put to the meeting.

In order to comply with the Proxy Form dispatched to shareholders the Chairman will vote all undirected proxies in accordance with the terms set out in the Proxy Form (being in favour of each resolution). **However, the Board recommends that Shareholders vote AGAINST ‘Resolution 5 – Conditional Spill Resolution’ should it be put.**

Further, Shareholders who intend to provide their proxy to the Chairman should note that, if they do not intend to vote in favour of the spill resolution, their proxy form must direct the Chairman to vote AGAINST Resolution 5.

Furthermore any shareholder who has already submitted their proxy may, if they so wish, lodge a new proxy online or contact +61 1300 554 474 to request a replacement proxy form. The revised proxy will override any previously submitted proxy.

Yours sincerely



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Company Secretary

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### **About Hansen Technologies Limited**

Hansen Technologies Group (ASX: HSN) is a global provider of customer care & billing, and meter data management software solutions for utilities (electricity, gas and water), pay TV and telecommunications companies.

The Hansen family of products, which has grown since 1971, includes: HUB, ICC, NirvanaSoft, Peace, Banner and Utilisoft. Hansen's unique approach to best-fit solutions leverages its proprietary product sets to develop, deliver and support high-value solutions for clients in over 40 countries. In addition Hansen also offers outsourcing and facilities management services from purpose built facilities globally. Hansen has offices in Australia, USA, New Zealand, China, Argentina and the United Kingdom.

### **For further information contact**

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