

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of Hansen Technologies Limited will be held at the Manningham Civic Centre, 699 Doncaster Road, Doncaster, Victoria on Thursday 24 November 2016 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 2016 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 3 (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 2016 as it appears in the Directors' Report within the Annual Report 2016.'

2. Re-Election of Ms Sarah Morgan:

'That Ms Sarah Morgan, a Director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified her 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.'

By Order of the Board



Julia Chand - Company Secretary - 21 October 2016

EXPLANATORY NOTES

Resolution 1

Adoption of Directors' Remuneration Report

The Annual Report for the year ended 30 June 2016 contains a Remuneration Report (refer pages 18 to 27) which sets out the remuneration policy for the Company and reports remuneration arrangements in place for Directors and the 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 Ms Sarah Morgan

Ms Sarah Morgan retires this year in accordance with this Rule and is permitted to seek re-election. Personal particulars for Ms Sarah Morgan 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.

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, Tuesday 22 November 2016.

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, Tuesday 22 November 2016:

- 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.