

NOTICE OF ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic, this year's Annual General Meeting of Hansen Technologies Limited ('the Company') will be conducted virtually via <https://agmlive.link/HSN20> on **Thursday 26 November 2020 at 11:00am AEDT** ('Meeting').

The online meeting platform will enable shareholders, proxyholders and authorised representatives to log in and participate in a live webcast of the Meeting, ask questions and vote in real time.

Shareholders who wish to appoint one or two persons to attend and vote at the Meeting as the Shareholder's proxy are strongly encouraged to lodge their completed proxy forms as early as possible in accordance with the instructions in this Notice of Meeting ('Notice').

Further information on how to log into the online meeting platform is set out in this Notice and the Virtual Meeting Online Guide accessible at www.hansencx.com/investor-relations/.

Following recent modifications to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, **no hard copy** of the Notice and Explanatory Notes will be circulated. The Notice has been given to those entitled to receive it by use of one or more technologies and is also available on the ASX Announcements platform and on the Company's website <https://www.hansencx.com/>.

Shareholders should also monitor the Company's ASX Announcement platform and its website for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX's website at www.asx.com.au (ASX: HSN) and on the Company's website.

If you have any questions regarding the Meeting, including how to participate virtually in the Meeting, please contact the Company's share registry on 1300 554 474 or info@linkmarketservices.com.au.

AGENDA

ORDINARY 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 2020 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. **Ordinary Resolutions:**

To consider and, if thought fit, pass Resolution 1 as a non-binding resolution and Resolutions 2 to 6 (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 2020 as it appears in the Directors' Report within the Annual Report 2020.'

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. Re-Election of Mr David Howell:

'That Mr David Howell, 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 Mr Don Rankin:

'That Mr Don Rankin, a Director appointed by the Board effective from 21 November 2020 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.'

5. Grant of Performance Rights to Chief Executive Officer/Managing Director Mr Andrew Hansen for financial year ending 30 June 2021:

'That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 236,877 Performance Rights to Mr Andrew Hansen under the Hansen Technologies Employee Performance Rights Plan on the terms and conditions set out in the Explanatory Notes.'

6. Re-Adoption of the Performance Rights Plan

*'That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the re-adoption of the Company's employee incentive scheme titled 'Hansen Technologies Performance Rights Plan' (**Performance Rights Plan**), on the terms and conditions set out in the Explanatory Notes.'*

SPECIAL BUSINESS

C. Special Resolutions:

To consider and, if thought fit, pass the following Resolution 7 as a **special resolution**:

7. Replacement of Company Constitution:

'That, for the purposes of Sections 136(1)(b) and 136(2) of the Corporations Act and for all other purposes, the existing constitution of the Company be repealed in its entirety and the Company adopt the Proposed Constitution in its place, which will be initialled by the Chairman for identification purposes, with effect from the close of the Meeting.'

By Order of the Board



Julia Chand - Company Secretary 20 October 2020

EXPLANATORY NOTES

Resolution 1

Adoption of Directors' Remuneration Report

The Annual Report for the year ended 30 June 2020 contains a Remuneration Report which sets out the remuneration policy for the Company and reports remuneration arrangements in place for Directors and the key management personnel. The Remuneration Report is approved by the Board, upon recommendation from the Remuneration Committee.

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.

Resolutions 2 and 3

Re-election of Directors

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 David Trude

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 'Information on Directors and Company Secretary' section in the Annual Report.

Re-election of Mr David Howell

Mr David Howell retires this year in accordance with this Rule and is permitted to seek re-election. Personal particulars for Mr David Howell are set out in the 'Information on Directors and Company Secretary' section in the Annual Report.

Resolution 4

Election of Mr Don Rankin

In accordance with Rule 13.2 of the Constitution, the Board appointed Mr Don Rankin as an additional Director to the Board, effective 21 November 2019. 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 Don Rankin 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 Don Rankin giving consent to the nomination. Personal particulars for Mr Don Rankin are set out in the 'Information on Directors and Company Secretary' section in the Annual Report and an announcement lodged with the ASX on 25 November 2019.

Resolution 5

Grant of Performance Rights to Chief Executive Officer/Managing Director Mr Andrew Hansen

Background

Resolution 5 seeks Shareholder approval for the grant of Performance Rights to Mr Andrew Hansen, the Company's Chief Executive Officer/Managing Director, as part of his overall remuneration in terms of an enhanced short term incentive for the financial year ending 30 June 2021. The Performance Rights which are the subject of this Resolution 5 will be issued pursuant to the Hansen Technologies Employee Performance Rights Plan ("Performance Rights Plan") which was approved by Shareholders at the Company's 2017 Annual General Meeting held on 23 November 2017 and otherwise on the terms and conditions set out in these Explanatory Notes.

The grant of Performance Rights is considered an appropriate remuneration strategy to align the interests of Mr Andrew Hansen and the Company having regard to the Company's strategic plan focusing on optimising performance, with the benefits of the remuneration strategy flowing through to enhanced Shareholder returns.

Listing Rule 10.14

Listing Rule 10.14 provides that the approval of an entity's shareholders is required before certain persons, including a director of the entity can be issued securities under an employee incentive scheme. Mr Hansen is a director for the purposes of Listing Rule 10.14 and accordingly, Shareholder approval is being sought for the issue of Performance Rights to Mr Hansen.

Terms of Performance Rights

The Company proposes to issue 157,918 Performance Rights to Mr Hansen (being rights equal to the value of 50% of his total fixed remuneration), which will vest if the targeted performance measures are achieved. Mr Hansen also has the additional opportunity for a further 78,959 Performance Rights to vest to reward overachievement of targets. Therefore, the total number of Performance Rights to be issued under this Resolution 5 is 236,877. This number was set by the Board in the context of considering Mr Hansen's overall remuneration package, of which the Performance Rights form a part.

The Performance Rights to be issued to Mr Hansen will be on terms consistent with the rules of the Hansen Technologies Employee Performance Rights Plan. A summary of the terms and conditions of the Performance Rights Plan was contained in Schedule 2 to the Explanatory Notes to the Notice of Meeting

for the November 2017 Annual General Meeting, and a full copy is available to Shareholders from the Company on request.

Pursuant to the terms of the Performance Rights Plan, no consideration is payable by Mr Hansen at the time of the issue of the Performance Rights or upon the allocation of Shares to which Mr Hansen may become entitled upon any Performance Rights vesting. Each Performance Right will entitle Mr Hansen to one Share in the capital of the Company, subject to satisfaction of the vesting conditions applicable to that Performance Rights.

Vesting Conditions of the Performance Rights

The Performance Rights the subject of this Resolution 5 will vest and convert into Shares subject to a 2 year deferral period if, over the measurement period (being 1 July 2020 to 30 June 2021) ("**PRP Measurement Period**"), the performance measures set out below are achieved.

Budgeted Group Revenue (50% weighting)

Performance measures for up to 118,438 Performance Rights are based on achieving the Budgeted Group Revenue target as outlined below:

- If between 93% - 97% of the target is achieved, the percentage of the relevant Performance Rights to vest is nil to 100% of the entitlement on a linear basis.
- If greater than 98% and up to 103% of the target is achieved, 100% of the relevant Performance Rights will vest.
- If greater than 103% and up to 110% of the target is achieved, between 100% to a maximum of 150% of the relevant Performance Rights will vest on a linear basis.

Budgeted Group EBITDA (50% weighting)

Performance measures for up to 118,439 Performance Rights are based on achieving the Budgeted Group EBITDA target as outlined below:

- If between 93% - 97% of the target is achieved, the percentage of the relevant Performance Rights to vest is nil to 100% of entitlement on a linear basis.
- If greater than 98% and up to 103% of the target is achieved, 100% of the relevant Performance Rights to vest.
- If greater than 103% and up to 110% of the target is achieved, between 100% to a maximum of 150% of the relevant Performance Rights to vest on a linear basis.

The values for the Budgeted Group Revenue and Budgeted Group EBITDA targets will be set by reference to the annual budget approved by the Board in advance of the relevant financial year to which the PRP Measurement Period relates, having regard to the prevailing economic, trading and global market conditions.

Continuing employment

Mr Hansen must remain in the employment of the Company until 1st July 2022 in order for any of the Performance Rights to vest.

Information required under Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided to Shareholders in relation to Resolution 5:

- (a) The Performance Rights are proposed to be issued to Mr Hansen. Mr Hansen is an Executive Director of the Company.

- (b) Up to 236,877 Performance Rights are proposed to be issued to Mr Hansen, pursuant to the terms and conditions of the Performance Rights Plan.
- (c) Mr Hansen's current total remuneration package comprises a salary component of \$928,557 a cash performance based incentive of \$321,429 and an Equity based incentive of \$464,279. This is based on Mr. Hansen achieving 100% of the incentive. 50% of Mr Hansen's cash based performance incentive is capped based on him achieving 100% of the measure with the remaining 50% increasing on a linear basis to a maximum of 150% of incentive when the measurement criteria is exceeded by 10%. A maximum cash performance based incentive of \$464,279 could be paid. Mr Hansen's Equity based incentive increases on a linear basis to a maximum of 150% when the measurement criteria is exceeded by 10%. The maximum Equity based incentive payable would be \$696,419.
- (d) Since the Performance Rights Plan was last approved by the Shareholders, 578,115 Performance Rights have been issued to Mr Hansen, all of which were granted for nil consideration pursuant to the terms of the Performance Rights Plan.
- (e) A summary of the material terms of the Performance Rights and the Performance Rights Plan is set out in Schedule 2 to the Notice.
- (f) The Company considers the granting of Performance Rights to be an appropriate remuneration strategy as it aligns the interests of Mr Hansen with those of the Company having regard to the Company's overall strategic plan and benefits Shareholder as it focuses on optimising performance.
- (g) The Company attributes a value of \$2.94 to each Performance Right, and the basis for that value is Veribal Weighted Average Price calculated on the last five trading days up to 30th June 2020.
- (h) The Performance Rights are being issued for nil consideration as they form part of Mr Hansen's overall remuneration package. No consideration is payable upon the allocation of Shares to which Mr Andrew Hansen may become entitled upon the Performance Rights vesting.
- (i) No loans have been or are to be advanced to Mr Andrew Hansen in respect of the acquisition of the Performance Rights.
- (j) The Performance Rights will be issued as soon as practical after approval is obtained from Shareholders at this Meeting (and in any event, will be issued no later than 3 years after the Shareholder approval is obtained).
- (k) Details of any securities issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which those securities were issued, along with a statement that approval for the relevant issued was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this Resolution 5 is obtained and who were not named in this Notice will not participate in such issue until approval is obtained under Listing Rule 10.14 for such participation
- (m) A voting exclusion statement in respect of Resolution 5 is set out below.

If Shareholder Approval is not obtained

If Shareholder approval is not obtained for this Resolution 5, the Board intends to grant Mr Hansen additional cash remuneration in lieu of the Performance Rights, subject to the same vesting conditions being achieved.

Chapter 2E of the Corporations Act

The proposed grant of Performance Rights under Resolution 5 to Mr Hansen involves giving a financial benefit to a Related Party for the purposes of Chapter 2E of the Corporations Act. Chapter 2E of the Corporations Act 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 to the giving of the financial benefit.

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

Directors' Recommendation

The Directors (with the exception of Mr Hansen) recommend that Shareholders approve Resolution 5.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Performance Rights Plan; or
- (b) an associate of that person.

However, the Company need not disregard a vote if it is cast in favour of Resolution 5 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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.

Resolution 6

Re-Approval of Performance Rights Plan

Background

In accordance with Listing Rule 7.2 (Exception 13(b)), Resolution 6 seeks Shareholder approval for the re-adoption of the Performance Rights Plan, which was previously adopted by Shareholders on 23 November 2017 (**Prior Approval**).

If Resolution 6 is passed, the Company will continue to be able to issue Performance Rights under the Performance Rights Plan to eligible participants over a period of 3 years from the date of approval without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Any future issues of Performance Rights under the Performance Rights Plan to a related party of the Company or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Listing Rule 7.2 (Exception 13(b)) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the employee incentive scheme, subject to the relevant notice of meeting including certain information.

Information Required by Listing Rule 7.2 (Exception 13(b))

Listing Rule 7.2 (Exception 13(b)) requires the following information to be provided to Shareholders:

- (a) A summary of the material terms of the Performance Rights Plan is set out in Schedule 2.
- (b) The number of securities issued under the Performance Rights Plan since the date of the Prior Approval is 2,180,813
- (c) The maximum number of equity securities proposed to be issued under the Performance Rights Plan following approval of this Resolution 6 (should approval be obtained) is 8,000,000.
- (d) A voting exclusion statement in respect of Resolution 6 is set out below.

Directors' Recommendation

As the Directors of the Company are excluded from voting on this Resolution pursuant to the Listing Rules (being eligible to participate in the Performance Rights Plan), they make no recommendation to the Shareholders in respect of this Resolution 6.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Performance Rights Plan; or
- (b) an associate of that person.

However, the Company need not disregard a vote if it is cast in favour of Resolution 6 by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

Replacement of Company Constitution

General

The Company is currently governed by its existing Constitution which it has had in place since 2010. Section 136 of the Corporations Act allows a company to:

- (a) adopt a new constitution after registration; and
- (b) modify or repeal its constitution,

by passing a special resolution. Accordingly, this Resolution 7, which seeks Shareholder approval to repeal the existing Constitution and adopt a new constitution (**Proposed Constitution**), is proposed as a special resolution. A special resolution requires 75% of the votes cast by Shareholders present and voting at the Meeting to be cast in favour in order to pass.

Background

As part of its regular review of its operations, the Company has identified the need to update its existing Constitution in order to permit the Company to streamline its administration, minimise costs and improve methods of communicating with Shareholders.

The Company now seeks to repeal the existing Constitution and adopt the Proposed Constitution, which incorporates:

- (a) recent regulatory and technological updates, such as the operation of a new two-tier escrow regime and permitting the Company to utilise various electronic platforms and tools to hold and conduct shareholder meetings;
- (b) amendments to the Corporations Act and Listing Rules since the time that the current Constitution was adopted;

(c) developments in corporate governance,

as well as generally updating the Constitution in keeping with market standards and with provisions of constitutions customary to ASX-listed entities.

A copy of the Proposed Constitution is available for review by Shareholder at www.hansencx.com/investor-relations/ and at the offices of the Company. Shareholders are encouraged to read the Proposed Constitution in its entirety as the summary below is not intended to be an exhaustive comparison between the constitutions. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary on +61 3 9840 3000. Shareholders are invited to contact the Company if they have any queries or concerns in relation to the Proposed Constitution.

Summary of Material Differences Between Current Constitution and Proposed Constitution

Subject matter	Position in existing Constitution	Position in Proposed Constitution
Securities		
One class of ordinary shares	The existing Constitution is silent.	<p>Rule 2.1(b)</p> <p>The Proposed Constitution provides that the Company may have only one class of ordinary securities unless certain requirements (including a waiver by the relevant securities exchange) applies. These new requirements reflect those requirements prescribed in Listing Rule 6.2.</p>
Restricted shares	<p>Rule 3.7</p> <p>This rule sets out restrictions in relation to a disposal of, or an agreement or offer to dispose of shares during the escrow period applicable to the shares.</p>	<p>Rule 2.7</p> <p>The applicable restrictions have been updated to reflect the restrictions required to be included in the constitution of a listed company under Listing Rule 15.12.</p>
Issue of preference shares	<p>Rule 3.8</p> <p>This rule provides in general terms that redeemable preference shares may be issued on the terms that they are, or at the option of the Company, are liable, to be redeemed. This issue is subject to the Corporations Law and Corporations Regulations.</p>	<p>Rule 2.8</p> <p>This rule provides in more detail the Company's powers to issue preference shares (including redeemable preference shares) and the rights attached with preferences shares (including the voting rights prescribed in Listing Rule 6.3).</p>
Reorganisation of partly paid securities	The existing Constitution is silent.	<p>Rule 2.11</p> <p>This rule sets out the specific rules applicable to the way partly paid securities are to be treated when the Company conducts a reorganisation of</p>

Subject matter	Position in existing Constitution	Position in Proposed Constitution
		these shares. The rules reflect those prescribed in Listing Rule 7.24.
Security interests on securities	The existing Constitution is silent.	<p>Rule 28</p> <p>This rule sets out certain conditions applicable to a security interest that the Company may have on a share (or other personal property) under the Constitution and to which the <i>Personal Property Securities Act 2009</i> (Cth) applies. These conditions under this rule 29 are intended to facilitate the “perfection” of the Company’s rights under the Act with respect to the relevant share or property.</p>
Small holdings	The existing Constitution is silent.	<p>Rules 7.12 and 29</p> <p>These rules set out the Company’s right to sell, and the procedure the Company must comply with when selling, small holdings of its shares (being holdings the aggregate market value of which is less than a marketable parcel of shares).</p>
Calls		
Differences in terms of issue	The existing Constitution is silent.	<p>Rule 4.9</p> <p>This rule allows the Directors, on the issues of the shares, to differentiate between the holders as to the amount of calls to be paid and times of payment.</p>
Recovery action	The existing Constitution is silent.	<p>Rule 4.10</p> <p>This rule allows the Company to take action to recover an unpaid call with interest and expenses (if any).</p>
Calls to comply with timetables under the Listing Rules	The existing Constitution is silent.	<p>Rule 4.12</p> <p>This rule requires that any powers conferred on the Directors and the Company in relation to calls must be exercised in accordance with applicable timetables prescribed by the Listing Rules.</p>
Transfer of Shares		

Subject matter	Position in existing Constitution	Position in Proposed Constitution
Market transfers	The existing Constitution is silent.	<p>Rules 7.1 – 7.3</p> <p>These rules facilitate the recognition and registration (including electronic registration) by the Company of a transfer of shares which is a market transfer conducted in accordance with any system established/recognised by the Listing Rules or the Settlement Operating Rules.</p>
Directors' powers to refuse to register a transfer	<p>Rule 8.5</p> <p>This rule allows the Directors to elect to decline to register a transfer of shares if they are so permitted or required by the Listing Rules or the SCH business rules.</p>	<p>Rule 7.7</p> <p>This rule allows the Directors to elect to refuse if doing so would not contravene the Listing Rules. The Directors, however, must decline to register a transfer if they are so required by law, the Listing Rules, the Settlement Operating Rules or in the case of acceptance of offers made under a proportional takeover bid.</p>
Written notice of refusal	The existing Constitution is silent.	<p>Rule 7.10</p> <p>This rule requires if the Directors refuse to register a transfer of shares, they must give written notice of the refusal to the transferee and the reasons for the refusal.</p>
Proportional takeovers	<p>Rule 27</p> <p>This rule provides that a resolution to approve a proportional takeover bid ('approving resolution') is to be voted on at a meeting convened by the Company.</p>	<p>Rules 27.3 and 27.5</p> <p>Rule 27.3 allows the approving resolution to be voted on either at a general meeting or by means of a postal ballot. Rule 27.5 sets out the procedure the Company must comply with when conducting the mentioned ballot.</p>
General Meetings		
Virtual or hybrid meetings	The existing Constitution is silent.	<p>Rules 9.1(b)-(c) and 10.6(b)-(d)</p> <p>These rules permit the Company to hold a general meeting at multiple venues and by way of virtual or hybrid meetings and set out procedural matters facilitating the holding of such a meeting (including the Chair's powers to adjourn the meeting where technical difficulties prevent</p>

Subject matter	Position in existing Constitution	Position in Proposed Constitution
		<p>Shareholders from participating in the meeting).</p> <p>In addition, these rules set out the technical requirements for meetings held at 2 or more venues and/or virtual and hybrid meetings including that the technology used must (among other conditions) give the general body of Shareholders in a separate meeting place a reasonable opportunity to participate in proceedings in the main place of a general meeting.</p>
Notice of Meeting	<p>Rule 9.2</p> <p>This rule provides limited requirements with respect to the contents and service of a notice of a general meeting</p>	<p>Rules 9.4 and 9.5</p> <p>These rules set out in detail the information the Company must include in every notice of a general meeting (including information about the general nature of the special business to be considered and the names of the Director candidates to be elected at the meeting) and the manner in which a notice of meeting may be given by the Company to a Shareholder.</p>
Cancellation or postponement of meetings	<p>Rule 9.1</p> <p>This rule provides in general terms that a general meeting (other than a general meeting which has been requisitioned or called by Shareholders may be cancelled or postponed by resolution of the Board of Directors.</p>	<p>Rule 9.7</p> <p>This rule sets out in detail the requirements the Directors must comply with to cancel a general meeting called by requisitioning Shareholders (or in response to a requisition by Shareholders) and a meeting called by other means.</p>
Direct voting	The existing Constitution is silent.	<p>Rules 12.1(c) and 12.2</p> <p>These rules allow Shareholders to vote by providing to the Company (by hand, post or other electronic means) notice of their voting intention. This is in addition to Shareholders' existing rights of proxy voting. The Board shall determine rules to govern direct voting (including rules specifying the form, method and timing of giving the direct vote).</p>

Subject matter	Position in existing Constitution	Position in Proposed Constitution
Directors		
Remuneration of Directors	Rule 13.3(a)	Rule 13.3(a) An additional condition regarding remuneration of Directors has been added to rule 13.3(a) of the existing Constitution. Under the new condition, the Company is restricted from increasing the total amount of Directors' fees payable by the Company or its child entities in a manner inconsistent with the Listing Rules.
Meetings of the Directors by technology	Rule 18.2 This rule provides in general terms the permission for meetings of the Directors to be held in two or more places using telephone and other means of communication.	Rule 18.2 This rule refines the requirements (including requirements in relation to the technology used) applicable to meetings of the Directors which are held in multiple places using technology.
Dividends		
Changes to Shareholders' right to receive dividends	The existing Constitution is silent.	Rule 23.1(b) This rule prevents the Company from removing or changing a Shareholder's right to receive dividends unless this is done in accordance with the Corporations Act and the Listing Rules.
Calculation and apportionment of dividends; ancillary powers regarding distributions	Rule 23	Rules 23.3 and 23.6 These rules refine the Company's powers in respect of how dividends are to be calculated and apportioned, along with providing the Company with certain powers in respect of making distributions.
Indemnity		
Indemnity for "officers" of the Company	Rule 26.1 The indemnity under rule 26.1 applies only to Directors, the Company Secretary or executive officers of the Company.	Rule 26.1 The indemnity under this rule has been expanded to include also an alternate Director or an officer as defined by the Corporations Act.

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 24 November 2020.

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 poll, 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 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 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 24 November 2020:

- 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.

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

Virtual Meeting

The health and safety of the Company's Shareholders, personnel, and other stakeholders are the Company's highest priority, and the Company is acutely aware of the current circumstances arising from the COVID-19 pandemic.

Shareholders are strongly encouraged to submit their proxies as early as possible and, in any event, prior to the deadline for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the Meeting virtually will have an opportunity to ask questions. The Meeting will be conducted using the online meeting platform at <https://agmlive.link/HSN20>. Shareholders who intend to join the Meeting are asked to log-in 30 minutes prior to the start of the Meeting.

Shareholders can attend the Meeting virtually using the following information:

When: Thursday, 26 November 2020 at 11:00am (AEDT)

Topic: HSN Annual General Meeting

The Company strongly recommends that its Shareholders lodge a directed proxy as soon as possible prior to the Meeting although they plan to attend and vote at the Meeting online. The Company will accept and endeavour to respond to questions submitted prior to the Meeting by email to agmquestions@hansencx.com. If a written question is posed regarding the Company's key management personnel or a resolution tabled at the Meeting, the Company will endeavour to address the relevant question during the Meeting or after the Meeting in writing (although the Company will be under no obligation to respond to unreasonable and/or offensive questions).

If the situation in relation to the COVID-19 pandemic impacts the Meeting, the Company will provide a further update prior to the Meeting by releasing an announcement to the ASX. Therefore, any Shareholder who wishes to attend the Meeting should monitor the Company's website and its ASX announcements for updates regarding the Meeting.

SCHEDULE 1 – GLOSSARY

In this Notice and Explanatory Notes, the following terms have the following meaning unless the context otherwise requires:

A\$ or **\$** means an Australian dollar.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Auditor has the meaning ascribed in the Corporations Act.

Board means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

Chairman means chairman of the Board, at the time of this meeting being David Trude or alternative.

Company means Hansen Technologies Limited ABN 90 090 996 455.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Group means the Company and any body corporate of which the Company is a holding company in terms of Section 9 and Division 6 of Part 1.2 of the Corporations Act.

Listing Rules means the Listing Rules of the ASX.

LTI means long-term incentive.

Meeting means the annual general meeting of the Company convened by this Notice.

Notice means the Notice of Meeting accompanying and incorporating these Explanatory Notes.

Performance Rights means the conditional entitlements to Shares granted to eligible persons under the Performance Rights Plan.

Performance Rights Plan has the meaning given in the Explanatory Notes for Resolution 5.

Proposed Constitution has the meaning given in the Explanatory Notes for Resolution 7.

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning ascribed in section 228 of the Corporations Act.

Resolutions means the resolutions put to the shareholders of the Company at this Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the Company's existing shareholders at the date of the Notice of Meeting.

SCHEDULE 2 - SUMMARY TERMS AND CONDITIONS OF PERFORMANCE RIGHTS PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan to be re-adopted by Shareholders pursuant to Resolution 6:

- (a) **Eligible Participants:** A person who is:
- (i) an employee (but excludes any non-executive director), Director, consultant of any Group company; and
 - (ii) who is an eligible participant for the purposes of ASIC Class Order 14/1000,
- is an eligible participant under the Performance Rights Plan. The Board may, from time to time in its sole discretion, invite any eligible participants to participate in the Performance Rights Plan by issuing an invitation.
- (b) **Maximum Numbers:** The Performance Rights Plan has a fixed maximum percentage of Shares that are issuable under the Performance Rights Plan. The maximum number of Shares that are issuable under the Performance Rights Plan, when aggregated with the number of Shares issued during the previous three years pursuant to the Performance Rights Plan or any other employee incentive scheme of the Group but disregarding any offer made or Shares issued by way of or as a result of:
- (i) an offer to a person situated at the time of receipt of the offer outside Australia;
 - (ii) an offer that did not need disclosure because of section 708 of the Corporations Act;
 - (iii) an offer that did not require the giving of a product disclosure statement because of section 1012D of the Corporations Act; or
 - (iv) an offer made under a disclosure document,
- must not exceed 5% of the total number of Shares on issue.
- (c) **Invitations to Participate:** Invitations to participate in the Performance Rights Plan shall contain the information set out in the Performance Rights Plan, including the number of Performance Rights being made available, vesting conditions, vesting period, the closing date for applications, and any restrictions on the Participant's right to deal with the Shares upon vesting.
- Participation in the Performance Rights Plan requires the completed application form to be returned within the time period specified in the invitation.
- (d) **Issue Price:** The Board may determine from time to time, the price in respect of a Performance Right, which may be nil, by specifying the issue price in the invitation.
- (e) **Exercise Price:** The Board has the discretion to determine the exercise price (which may be nil) payable by a Participant to acquire a Share by the exercise of a Performance Right by specifying the exercise price in the invitation.
- (f) **Performance Rights:** when vested, each Performance Right entitles the Participant to subscribe for, and be issued with the number of Shares specified in the invitation. Notwithstanding the foregoing, the Board retains the discretion to decide that the exercise of a Performance Right will be satisfied by payment in cash to the Participant.

A Performance Right does not confer a Participant the right to participate in new issues of Shares. Performance Rights will not give any right to participate in dividends or any voting rights until Shares are issued upon the exercise of vested Performance Rights.

- (g) **Shares Issued Under the Plan:** Shares issued under the Performance Rights Plan upon the vesting of Performance Rights will rank equally with all existing Shares on and from the date of issue in respect of all securities issues, rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those Shares. The Company must use all reasonable endeavour to obtain the grant of quotation of those Shares on ASX within 10 business days (or such period as may be required by ASIC or ASX).
- (h) **Vesting Conditions:** Vesting conditions means the conditions which must be satisfied or waived within a vesting period before a Performance Right becomes vested. The Board will determine the vesting conditions that must be satisfied by a Participant before the Performance Right vests.
- (i) **Quotation:** No application will be made for the quotation of any Performance Rights.
- (j) **Lapse of Performance Rights:** A Performance Right will lapse on the earlier occurrence of:
- (i) the Board determining that the Performance Rights will not vest due to assessment of the vesting conditions or for any other reason in the sole discretion of the Board;
 - (ii) a determination of the Board that the Participant has in the Board's opinion:
 - been dismissed or removed from office for a reason which entitles a Group Company to dismiss the Participant without notice, or has committed any act of fraud, dishonesty or serious misconduct in relation to the affairs of that company (whether or not charged with an offence); or
 - done any act which brings the Group into disrepute;
 - (iii) the Participant ceasing to be an employee (other than due to the occurrence of total and permanent disablement, death, retirement, redundancy ("**Special Circumstances**"))
 - (iv) the Participant has elected to surrender the Performance Right due to a Special Circumstance.
- (k) **Reconstruction:** If there is any reconstruction of the issued share capital of the Company, then the number of Performance Rights which each Participant has been granted must be reconstructed in a manner which will not result in any benefits being conferred on the Participants which are not conferred on Shareholders (subject to the provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the reconstruction of capital), but in all other respects, the terms of all Performance Rights will remain unchanged.
- (l) **Immediate Vesting:** Participants will be entitled to make a request to the Board to determine that all existing Performance Rights vest immediately in the event:
- (i) the Court sanctions a compromise or arrangement under Part 5.1 of the Corporations Act, for the purposes of or in connection with, a scheme of reconstruction of the Company or its amalgamation with any other company or companies, which, if implemented, would result in a change in control of the Company; or

- (ii) a takeover bid or other offer is made to acquire some or all of the issued Shares of the Company.
- (m) **Administration of the Performance Rights Plan:** The Performance Rights Plan is administered by the Board in accordance with the rules in the Performance Rights Plan. The Board may delegate their powers under the Performance Rights Plan.
- (n) **Amendments to the Performance Rights Plan:** The Board may make the following amendments to the Performance Rights Plan:
 - (i) amendments necessary to comply with the provisions of applicable law;
 - (ii) amendments necessary to enable the Company to comply with the constitution of a Group company, the Listing Rules, policy or requirement of ASIC or other Australian regulatory body;
 - (iii) amendments to correct any manifest error or mistake; and
 - (iv) amendments to take into consideration possible adverse tax implications in respect of the Performance Rights Plan.
- (o) **Termination or Suspension:** The Board has the discretion to terminate or suspend the operation of the Performance Rights Plan but the termination or suspension must not prejudice the existing rights of the Participants.