Geac Computer Corporation Limited

INITIAL ANNUAL INFORMATION FORM
(in Nova Scotia)
RENEWAL ANNUAL INFORMATION FORM
(in all other provinces of Canada)

September 11, 2001

ANNUAL INFORMATION FORM

Geac Computer Corporation Limited

Information is provided as at September 11, 2001, unless otherwise specified.
All dollar amounts herein are expressed in Canadian dollars, unless otherwise noted.

Cautionary Statements Regarding Forward-Looking Statements

Actual results could differ materially from those anticipated due to a number of factors, identified in the Management Discussion & Analysis under "Risks and Uncertainties" on pages 14 to 20 of the fiscal year 2001 Annual Report of the Company, which is incorporated herein by reference.

Incorporation

Geac Computer Corporation Limited (the "Company" or "Geac") was incorporated under the laws of Canada by letters patent dated May 11, 1971, amended by supplementary letters patent issued November 20, 1975, which increased the authorized capital of the Company. By certificate of continuance dated January 7, 1980, the Company was continued under the Canada Business Corporations Act.

Prior to May 1, 1988, the articles of the Company were amended to, among other things, subdivide common shares, create a class of an unlimited number of preference shares and vary the provisions of the preference shares.

On May 1, 1988, the Company amalgamated with Geac Computers International Inc., its wholly owned subsidiary. On May 1, 1992, the Company amalgamated with Geac European Holdings Corporation, its wholly owned subsidiary.

Effective October 31, 1997, the Company's common shares were split 2 for 1.

The registered office of the Company is located at 4100 Yonge Street, Suite 601, Toronto, Ontario M2P 2G2. Shareholders will vote on a special resolution at the next annual and special meeting of shareholders, authorizing an amendment to the Company's articles to change the site of its registered office to 11 Allstate Parkway, Suite 300, Markham, Ontario, L3R 9T8.

SUBSIDIARIES

The following is a list of the significant subsidiaries of the Company:

NAME	JURISDICTION OF INCORPORATION/ ORGANIZATION	PERCENTAGE OF SECURITIES OWNED*
Geac Canada Limited	Canada	100%
Geac Enterprise Solutions (Canada) Limited	Canada	100%
JBA Software (Canada) Ltd.	Canada	100%
Geac Computers, Inc.	Missouri, USA	100%
Geac Enterprise Solutions, Inc. (formerly Geac Computer Systems, Inc.)	Georgia, USA	100%
Interealty Corp. (formerly Interealty.com Inc.)	Colorado, USA	100%
Geac Software Solutions Limited (formerly Geac Computers (2) Limited)	United Kingdom	100%
Geac Computer Systems (UK) Limited	United Kingdom	100%
MAI United Kingdom Limited	United Kingdom	100%
Geac Enterprise Solutions Limited (formerly JBA International Limited)	United Kingdom	100%

Geac Enterprise Solutions Development Limited (formerly JBA Software Products Limited)	United Kingdom	100%
JBA International, Inc.	Georgia, USA	100%
JBA Presys SA	France	100%
Geac France, SA	France	100%
Logisoft SA	France	100%
JBA Deutschland GmbH	Germany	100%
Geac Computers S.L.	Spain	100%
Geac Italia S.r.L.	Italy	100%
Geac Enterprise Solutions A/S (formerly Geac Style Research & Development A/S)	Denmark	100%
Geac Computers Philippines Inc.	Philippines	100%
Geac Computers (Singapore) Pty Ltd	Singapore	100%
Geac Computers (M) Sdn. Bhd.	Malaysia	100%
Geac Computers Pty Ltd.	Australia	100%
Geac Publishing Systems Ltd. (formerly Cybergraphic Systems Limited)	Australia	100%
Geac Computers NZ Limited	New Zealand	100%

*held directly or indirectly

The Company has other subsidiaries held directly or indirectly which are dormant, non-trading, in the process of being liquidated or dissolved, or whose total assets and total revenues in the most recent fiscal year ending April 30, 2001 are individually less than 10% and collectively less than 20% of the consolidated assets and total revenues of the Company.

GENERAL DEVELOPMENT OF THE BUSINESS

Geac is a provider of mission-critical software and systems solutions, ranging from cross-industry enterprise business applications for financial administration and human resources functions to enterprise resource planning applications for manufacturing, distribution, local government administration, and supply chain management. Geac also provides industry specific applications tailored to the real estate, restaurant, property management, construction, libraries and public safety marketplaces. In addition, the Company offers a broad range of professional services, including network and technical services, application hosting, consulting, implementation services and training. Geac is headquartered in Toronto, Canada.

Over the past three years, the Company has been influenced by the following major events:

Fiscal Year 1999

Geac reunited the SmartStream and Enterprise Server divisions, and the business began operating as the SmartEnterprise division.

The Company acquired seven businesses, including News Holdings Corp. and its subsidiary, Interealty Corp. This acquisition took Geac into a new vertical market, real estate information management.

Stephen J. Sadler resigned as a director, but continued as an employee of the Company, leading the acquisitions team. His tenure at Geac ended in May 1999.

Geac assembled a new senior management team following the announcement by Mr. William G. Nelson of his intentions to retire as President and Chief Executive Officer and the resignation of Mr. David Scott, who was the Chief Financial Officer.

The appointments to replace these positions were Douglas G. Bergeron as President and Chief Executive Officer in April 1999 and John B. Lanaway as Senior Vice President and Chief Financial Officer in February 1999.

Fiscal Year 2000

Acquisitions

In fiscal 2000, Geac completed eleven acquisitions, the most significant of which was the acquisition of JBA Holdings Plc (UK) and its world-wide subsidiaries, which made Geac one of the largest enterprise applications businesses in the world.

Geac also strengthened its position in the enterprise applications software industry by acquiring the financial and human resources applications division of Clarus Corporation in October 1999; RunTime A/S and RunTime Holding B.V., a Danish based leading customer relationship management systems provider to the apparel industry, in March 2000; JBA Italia S.r.L. in March 2000; MJC Systems Spol s.r.o. in March 2000; and the assets of Advanced Business Technologies, Inc. in April 2000.

Geac became a leading global provider of systems solutions to the publishing and newspaper industries through the acquisition of the Cybergraphic Group of Companies in June 1999, the assets of Matrix Publishing Systems Limited in July 1999, and Gazette Technologies in April 2000.

Geac strengthened its presence in the real estate marketplace by acquiring the real estate unit of GTE Enterprise Initiatives in February 2000, which was integrated into Geac's Interealty business.

In fiscal 2000, Geac also acquired the assets of Technology Services Group Limited.

Strategic Initiatives

In fiscal 2000, management attempted to position Geac as an Enterprise Applications Systems industry consolidator. The stated strategy for the Company consisted of consolidating the highly fragmented Enterprise Applications Systems market, developing the professional services and application service provider opportunities in the Enterprise Applications System's e-commerce market and unlocking the hidden value of the Company's other industry specific applications. In fiscal 2000 six of the eleven acquisitions made were in the Enterprise Applications Systems industry.

Fiscal Year 2001

Fiscal 2001 was a year of restructuring for Geac to transform itself into a leaner, more customer focused organisation to meet more effectively the competitive challenges in the global software marketplace. Geac undertook a number of actions to restore profitability and to strengthen its balance sheet, including staff reductions, premises consolidation and various financing initiatives. At the same time, development, sales and marketing efforts were refocused to meet the needs of the Company's extensive customer base more effectively.

With the aim of maximizing shareholder value, in the second quarter the Company retained CIBC World Markets Inc. and Lazard Frères & Co. LLC to assist in reviewing strategic alternatives, including the sale of all or parts of the Company. After an extensive process involving several interested parties, no formal bid for the Company was received, and on March 26, 2001, the Company announced the conclusion of the strategic review process with respect to the sale of the entire Company.

On December 22, 2000, the Company's US$225 million credit facility with its banking syndicate expired, and the Company faced the obligation of repaying an outstanding obligation of US$63.8 million. Thereafter, Geac continued to negotiate with its lenders and entered into a series of standstill agreements, culminating in a repayment agreement executed on April 27, 2001. As of August 31, 2001, the Company's short-term bank indebtedness was reduced to US$1.8 million.

Acquisitions

On May 1, 2000, the Company acquired the business assets of Management Data Gmbh of Vienna, Austria, together with all of the issued and outstanding shares of thirteen of its world-wide subsidiaries. The total purchase price was $42.3 million. The assets were held as a temporary investment before they were sold as part of the SmartStream Reconciliations systems business on July 13, 2000.

On June 30, 2000, the Company purchased certain assets of Praxa Limited's (Australia and New Zealand) local government software business for approximately $2.1 million. The acquired businesses included, at fair value, $1.0 million of assets, $3.1 million of acquired software and $2.3 million of current liabilities. The difference between the total purchase price and the net fair value of all identifiable assets and liabilities acquired was $0.3 million and is accounted for as goodwill. During the fiscal year ended April 30, 2001, the businesses acquired from Praxa Limited generated approximately $2.1 million in revenue.

Dispositions

On July 13, 2000, the Company sold the SmartStream Reconciliations systems business for cash proceeds of $159.2 million. This sale included the assets and shares acquired as part of the Management Data Gmbh businesses (noted in the preceding text). The transaction resulted in a gain of approximately $96.0 million. During the fiscal year ended April 30, 2001, the SmartStream Reconciliations systems business generated approximately $2.8 million in revenue, and the Company reported a net loss on this discontinued operation of $0.4 million.

On March 31, 2001, the Company completed the sale of its hotel software business for approximately $1.6 million (US$1 million). The net liabilities disposed as part of this sale were $1.4 million, and the transaction resulted in a pre-tax gain of approximately $1.3 million, which was recorded as an unusual item on the statement of operations for the fiscal year ended April 30, 2001.

First Quarter Fiscal Year 2002 and Subsequent Events

Material changes which occurred during the first quarter of fiscal 2002 are described in the Company's interim financial statements for the first quarter of fiscal 2002, ended July 31, 2001, which are incorporated herein by reference. Subsequent to the end of the quarter, the Company sold its Publishing systems business, a division of the Industry Specific Applications Segment, for $1.5 million in cash. This sale is consistent with Geac's commitment to divest of unprofitable businesses. Geac retained ownership of the real estate originally acquired with the business. For the year ended April 30, 2001, the division incurred a pre-tax loss of approximately $8.1 million, and in the first quarter of fiscal 2002 a pre-tax loss of $1.3 million.

On August 13, 2001, the Company entered into a financing commitment with Ableco Finance LLC for a secured $30 million line of credit. Subject to completion of due diligence and final documentation, the line of credit is expected to be available to the Company in the second quarter of fiscal 2002. This 24-month facility is intended to be used for working capital, to support the Company's growth strategy, and to repay remaining bank indebtedness.

On September 6, 2001, the Company entered into an agreement to sell 6,000,000 common shares to a syndicate of underwriters led by CIBC World Markets Inc. An option has been granted to the underwriters, exercisable in whole or in part prior to closing, to purchase up to an additional 900,000 common shares. Closing is expected to occur on September 27, 2001.

NARRATIVE DESCRIPTION OF THE BUSINESS

Geac combines broad experience and industry-specific knowledge to address a full range of customer needs, including application software, computer hardware and peripheral components, implementation, training, consulting, and customer support. The Company offers products on a broad range of industry standard hardware and platforms. Geac's acquisitions strategy has enabled the Company to add new products, and to expand into new markets and geographic areas.

Effective February 1, 2000, the Company's approach to segmented reporting was modified concurrently with a change in strategic direction to focus on Enterprise Applications Systems. The two reported segments are:

- Enterprise Applications Systems (EAS), which include cross-industry enterprise business applications for financial administration and human resources functions, and enterprise resource planning applications for manufacturing, distribution, and supply chain management; and

- Industry Specific Applications (ISA), which include several industry-specific mission critical business applications for the real estate, construction and restaurant marketplaces, as well as a wide range of applications for libraries and public safety administration.

THE COMPANY'S PRODUCTS AND SERVICES

In addition to the application software products listed below, the Company provides professional services, including implementation, integration, consulting, customized development and network design and support.

Enterprise Applications Systems

Geac's presence in the enterprise solutions market was enhanced with the acquisitions of DBS in fiscal 1997, and JBA and Clarus in fiscal 2000. Enterprise Applications Systems in fiscal 2001 accounted for 71.1% of the Company's revenues, compared to 70.7% in fiscal 2000.

Geac Enterprise Solutions (GES) provides several market-leading suites of manufacturing, distribution, financial and human resource software used in a wide range of industry sectors, including apparel manufacturing, auto-parts manufacturing, financial services, food and beverage processing, healthcare and local government administrations. Applications are offered on mainframe computers, mid-range systems and client/server platforms, and are supported by a complete set of complementary services. Many applications are Web-enabled and enhanced to provide e-commerce capability via Geac's Active Access interoperability framework and the new commerce.connect applications. Examples of principal products are as follows.

Enterprise Server™ comprises a range of product solutions, including financial reporting and human resources, for customers operating in a mainframe computing environment. Customers typically tend to have large, geographically diverse operations and offer a broad range of products and services. Systems feature multi-location, multi-user accessibility.

SmartStream™, Geac's mission-critical client/server solution, is generally used by medium and large-sized organizations over wide area networks. Applications include financial, human resource and procurement solutions.

The System21 product is a leading suite of integrated backbone systems to middle-market companies operating on the AS/400 platform. Key users include companies in the apparel and footwear, food and beverage, and automotive supply industries.

Industry Specific Applications

Industry specific applications in fiscal 2001 accounted for 28.9% of the Company's revenues, compared to 29.3% in fiscal 2000.

- **Residential Real Estate Applications**

  Interealty Corp., one of the Company's wholly owned subsidiaries, is one of North America's foremost vendors of Web-based information systems, services and products to Multiple Listing Services (MLS) and real estate brokers. Interealty provides real estate professionals with on-line multiple listing systems, desktop productivity software, agent web-site development and hosting, and customer relationship management (CRM) systems. Interealty currently provides information on approximately two million residential property transactions each year, or approximately 35% of all real estate transactions conducted in North America.

  At the core of Interealty's product suite are its MLS systems, which are relied upon by tens of thousands of agents to manage their listing inventory. As a premium supplier of listing and data services for over 34 years, Interealty is the MLS systems vendor with the longest tenure in the industry. MLXchange forms the core agent desktop, managing all aspects of a real estate transaction from start to finish. Through a strategic partnership with Microsoft's® MSN HomeAdvisor, Interealty's MLXchange is an on-line resource for all elements of a real estate transaction, including lead generation and management, enhanced property and neighbourhood data, CRM and automated referrals to ancillary service providers, as well as the core residential listing inventory. The products of Interealty include Altaira, MLS Passport, MLXchange, Net.MLS, StellarView for Windows®, System 4 and Tiii.

- **Restaurant Applications**

  The Restaurant Systems division provides applications to quick-service and table-service restaurants and food service providers to improve customer service and to manage production and administrative operations. Applications include point-of-sale, back office reconciliation and inventory control. The division primarily serves franchisers and franchisees of chain restaurant companies. The division's advanced store management and executive information software systems help customers meet their high volume transaction management needs.

- **Architecture, Electrical and Construction (AEC) Applications**

  The AEC division provides integrated software suites, including project management, job-costing, and financial and accounting solutions to engineers, architects and general and speciality trade contractors in the residential and commercial construction business. The division is one of the largest suppliers of construction application software solutions in North America.

  Products of the division include Advantage, CS1000, CS2000, Employee Caddy, F/X Series, Signature, StarBuilder, StarProject, StarViewer and The Construction Manager (TCM).

- **Property Management Applications**

  The Property Management Systems division provides software applications that improve productivity in the day-to-day management of residential and commercial buildings. The division's products, which primarily service the multi-unit residential market, help to monitor traffic, marketing, leasing and rent collection. Accounting and financial applications and on-site management tools complete the offering. Clients include real estate investment trusts, pension funds, insurance companies, property management companies and other real estate investors. New web based applications provide easy-to-use and cost effective data collection. In addition, the division is developing an ASP offering targeted at smaller operators.

Products of the division include PowerSite, StarSite and the EVOLUTION Series (including eConcierge, ePO, eService and eSite).

♦ **Public Safety Applications**

The Public Safety division provides leading computer-aided dispatch and records management systems for emergency services such as law enforcement agencies, fire departments and ambulance service organizations. The division's systems assist critical services delivery organizations of all sizes to improve call response times and to disseminate important information to response personnel.

Products of the division include Computer-aided Dispatch for law enforcement, fire/emergency medical services and ambulance services, records management systems, mobile data computing, mapping and mission-critical interfaces.

♦ **Library Applications**

The Libraries Systems division provides comprehensive automation solutions for public, academic and specialty libraries. The division's key competitive advantages are its ability to handle records in different formats and character sets, as well as to provide interconnectivity with other information services.

Products of the division include ADVANCE, Cataloguing Client–BookPlus, GeoCat, GeoPac, GeoScan, GeoWeb, PLUS, VUBIS 4 Windows and WebOPAC.

Distribution of Products

Complementing its own international distribution organization, Geac has a network of value added resellers (VARs) and distributors delivering Geac solutions to other markets, including the Middle East, Eastern Europe, Africa and Asia. These VARs and distributors are selected for their expertise in meeting the needs of local customers in specific vertical markets.

Competitive and Economic Climates

Information regarding the competitive conditions in the principal markets in which the Company operates is available from the Management Discussion and Analysis, found on pages 14 to 20 of the fiscal year 2001 Annual Report, under the heading "Risks and Uncertainties," which is specifically incorporated herein by reference.

Product Development

Product development expenses, net of government grants and other amounts recoverable, are expensed as incurred unless they meet the criteria under Canadian generally accepted accounting principles for deferral and amortization. In fiscal 2001, product development expenses were \$119.2 million, including \$74.2 million in research and development costs. In fiscal 2000, product development expenses were \$114.1 million, including \$82.0 million in research and development costs. In fiscal 1999 product development expenses were \$80.0 million, including \$53.4 million in research and development costs.

Patents and Trademarks

As the Company's intellectual property encompasses many software products and the Company is not dependent on any single product, Geac's general practice has been not to register any patents on its products. The nature of the industry is such that information technology changes rapidly and the Company has invested in regular enhancements and modifications to its products. Hence the registering of patents has not been economically feasible, practical or warranted. The Company relies primarily on the use of other legal means to protect its intellectual property. In certain circumstances, when and where it is determined to be appropriate, the Company will register trademarks and copyrights.

Human Resources

As of August 31, 2001, the Company employed approximately 3,350 people world-wide. Geac operates in a fast moving, advanced information technology market. One of the Company's major resources is its highly skilled professionals, who are in high demand. Attracting and retaining a highly skilled work force is a continuing challenge for all high technology companies, including Geac.

Foreign Operations

Information regarding the risks associated with foreign operations is discussed in the Company's fiscal year 2001 Annual Report, which is specifically incorporated herein by reference, on pages 19 and 27 to 28.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The financial information set out below has been restated where necessary to provide proper inter-period comparability and to reflect discontinued operations.

Three Year Financial Information
As at and for the fiscal years ended April 30
(Millions of dollars except per share amounts)

	2001	**2000**	**1999**
Revenue	834.8	964.1	759.5
(Loss) income from continuing operations, before unusual items and income taxes	(75.5)	67.5	178.7
Unusual items	(275.2)	-	(268.9)
Net (loss) income from continuing operations	(351.3)	44.7	(115.6)
Earnings (loss) per share from continuing operations:			
Basic	(5.66)	0.72	(1.88)
Fully diluted	(5.66)	0.72	(1.88)
Net (loss) income from discontinued operations	(0.5)	4.3	4.0
Gain on divestiture of discontinued operations	96.0	-	-
Net (loss) income	(255.8)	49.1	(111.6)
Cash dividends declared	-	-	-
Earnings (loss) per share:			
Basic	(4.12)	0.79	(1.80)
Fully diluted	(4.12)	0.79	(1.80)
Total assets	493.1	920.3	607.2
Long-term debt	9.8	15.5	71.0
Bank indebtedness	39.4	139.3	-

Dividend Policy

Geac does not have any policies restricting dividend payments. However, the Company's practice has been not to pay any dividends.

MARKET FOR SECURITIES

Geac's common shares (Trade Symbol: GAC) are listed and posted for trading on the Toronto Stock Exchange.

DIRECTORS AND OFFICERS

The articles of the Company provide for a board of directors consisting of a minimum of three directors and a maximum of 15 directors. The term of office for each director elected at an annual meeting of shareholders is until the next annual meeting of shareholders of the Company or until the director resigns, is removed, or his office is otherwise vacated in accordance with the Canada Business Corporations Act. The following are the directors and officers of the Company, their principal occupations and municipalities of residence as at the date of this Annual Information Form:

Directors

Name and Municipality of Residence	First Year as a Director	Present Principal Occupation
Thomas I.A. Allen, Q.C. (1) (3) Toronto, Ontario	1999	Senior Partner Ogilvy Renault, law firm
Paul D. Birch Carlisle, Massachusetts	2000	Chief Operating Officer and Chief Financial Officer of the Company; President, Geac Enterprise Solutions, Americas
John E. Caldwell Toronto, Ontario	2000	President and Chief Executive Officer of the Company
Charles S. Jones (1) (2) (3) Bedford Hills, New York	1997	Chairman First Funding Corporation, investment firm
Pierre MacDonald (1) (2) Verdun, Quebec	1999	President and Chief Executive Officer MacD Consult Inc., consulting firm
Michael D. Marvin Menands, New York	2001	Co-Chairman MapInfo Corporation, software technology company
William G. Nelson (1) (3) Bala Cynwyd, Pennsylvania	1988	Chairman Harris Business Group, Inc., software technology company
Robert L. Sillcox (1) King City, Ontario	2001	Chairman Quant Investment Strategies Inc., Investment firm

(1) Member of the Audit Committee
(2) Member of the Human Resources and Compensation Committee
(3) Member of the Corporate Governance Committee

Officers

Name and Municipality of Residence	Office currently held
John E. Caldwell Toronto, Ontario	President and Chief Executive Officer
Paul D. Birch Carlisle, Massachusetts	Chief Operating Officer and Chief Financial Officer; President, Geac Enterprise Solutions, Americas
Hema Anganu Toronto, Ontario	Treasurer
Arthur Gitajn Toronto, Ontario	Vice President and Corporate Controller
Shelley Richard Isenberg Thornhill, Ontario	Vice President, General Counsel and Corporate Secretary

During the past five years, each of the directors and officers has held their present principal occupation or held their present office within the Company with the exception of the following:

Thomas I. A. Allen, Q.C., is the Chairman of the Accounting Standards Oversight Council of Canada and is a member of the Advisory Board of the Office of the Superintendent of Financial Institutions of Canada. He was first elected to the board of directors of the Company in 1999. Mr. Allen has been a senior partner at the law firm of Ogilvy Renault since October 1996, practising corporate and securities law, arbitration and mediation. Previously he was counsel to the law firm of Davies, Ward & Beck (now Davies Ward Phillips & Vineberg LLP). Mr. Allen is a fellow of the Chartered Institute of Arbitrators (London, England). Mr. Allen is also a past Chairman of the Corporate Finance Committee of the Investment Dealers Association of Canada (the “IDA”). Currently, he is a public director of the IDA, and a member of the Executive Committee and the Regulatory Oversight Committee of the IDA. Mr. Allen also served as the chairman of a committee (the “Allen Committee”) formed by the Toronto Stock Exchange to consider corporate disclosure issues in Canada, and recently a member of a committee (the “Zimmerman Committee”) appointed by the IDA to review certain aspects of the law governing take-over bids in Canada. In addition to his legal experience, Mr. Allen had over four years of investment banking experience as a member of the senior management of Gordon Capital Corporation, one of Canada’s independently owned investment dealers, and its merchant banking arm, Gordon Investment Corporation. Mr. Allen currently is a director of a number of public corporations including Bema Gold Corporation, YM Biosciences Inc. and Middlefield Bancorp Limited. He also serves as a member of the board of directors of Mount Sinai Hospital.

Hema Anganu, prior to her appointment as Treasurer in September 1999, was Director, Financial Reporting & Analysis (1998-1999), Controller, Corporate Finance (1996-1998) and Manager, Corporate Finance (1991-1996) of the Company.

Paul D. Birch was elected to the board of directors of the Company in 2000. From March 2000 to July 2001 when he joined the Company as an executive, Mr. Birch was a director, Chief Operating Officer and Chief Financial Officer of Escher Group Limited (“Escher”), a leading provider of peer-to-peer messaging management solutions and services. Mr. Birch was instrumental in doubling the size of Escher and delivering recent quarter on quarter global revenue growth of 40%. Prior to joining Escher, Mr. Birch was a director and Executive Vice-President of MRO Software, Inc. (“MRO”), a U.S. based global software application developer and marketer. During his tenure at MRO, Mr. Birch was a member of the senior management team that took the company from minimal stockholder value to approximately US$2 billion in market capitalization, negotiated and successfully integrated seven global acquisitions, and established additional new business operations in Asia, Europe and Latin America. Prior to joining MRO, Mr. Birch served with Arthur Andersen in London, England and PricewaterhouseCoopers in Boston, where he focused primarily in the areas of international taxation and mergers and acquisitions.

John E. Caldwell was appointed to the board of directors of the Company on October 2, 2000. He became the interim President and Chief Operating Officer of the Company on October 2, 2000, and interim President and Chief Executive Officer of the Company on November 3, 2000. He was appointed as the President and Chief Executive Officer of the Company on December 8, 2000. Prior to joining the Company, Mr. Caldwell was a private investor from October 1999 to October 2000. From June 1993 to October 1999, Mr. Caldwell was the President and Chief Executive Officer of CAE Inc., a world leading provider of flight simulation and specialized technologies for training and optimization solutions in the aerospace, defence and forestry sectors. During Mr. Caldwell's tenure as Chief Executive Officer of CAE Inc., the company's revenue and net income doubled to reach $1.1 billion and $77 million respectively. Mr. Caldwell is currently also a director of Stelco Inc., a steel producer, and a director of Cognos Incorporated, a business intelligence solutions provider.

Arthur Gitajn, prior to his appointment as Vice President and Corporate Controller of Geac in May 2001, was Vice President, Finance for North American Verticals from February 1999 to April 2001. Prior to joining the Company, he was Director of Financial and Information Technology Services for the City of Alexandria, Virginia.

Shelley Richard Isenberg has held the position of Vice President, General Counsel during his ten years with the Company. Prior to March, 2000, he also held the position of Corporate Secretary and has resumed the position of Corporate Secretary since May 2000.

Charles S. Jones was first elected to the board of directors of the Company in 1997. Mr. Jones is the Chairman and co-founder of First Funding Corporation ("First Funding"), an investment firm based in Stamford, Connecticut. Initially established in 1982 as a financial advisory firm, First Funding has developed into an investment firm which seeks compelling capital growth opportunities for its principals. During his tenure at First Funding, Mr. Jones has successfully completed more than sixty corporate finance transactions both as advisor and as principal, demonstrating corporate finance and financial advisory experiences in mergers, acquisitions, divestitures, joint ventures and strategic alliances covering a broad range of industries, countries and transactions. In addition, Mr. Jones has demonstrated the critical management skills of supervising a large number of acquired entrepreneurial companies and integrating them into a worldwide professionally managed organization. In 1987, Mr. Jones was seconded to Shandwick plc ("Shandwick") for three and half years, where he served as a member of the senior management team. While at Shandwick, Mr. Jones was part of the management team that built Shandwick from US$15 million to almost US$200 million in revenues, making it the world's largest public relations firm. He was also instrumental in Shandwick's seventeen acquisitions in a two year period. Currently, Mr. Jones serves as a director of a number of diverse companies, from industrial equipment manufacturer to computer games designer and publisher.

Pierre MacDonald was first elected to the board of directors of the Company in 1999. Mr. MacDonald is the Chairman and Chief Executive Officer of MacD Consult Inc., a group of consultants in international finance and marketing. Mr. MacDonald is the Vice-Chairman of the board of directors of the Export Development Corporation, a Crown corporation that operates as a financial institution devoted exclusively to providing trade finance services in support of Canadian exporters and investors in up to 200 countries. He is also the Chairman of the board of directors of Eurocopter Canada Ltd., a helicopter manufacture and support company, and a director of several large Canadian firms. Previously, Mr. MacDonald was Senior Vice-President of the Bank of Montreal in charge of Eastern Canada. In 1985 he was elected to the Quebec National Assembly, where he served as Minister of Industry, Commerce and Technology and Minister of External Trade and Technology.

Michael D. Marvin was appointed to the board of directors of the Company on August 3, 2001. Mr. Marvin is the Co-Chairman of MapInfo Corporation ("MapInfo"), a software technology company specializing in location based solutions and services that help businesses better understand their customers and markets. Mr. Marvin was the Chairman of MapInfo from 1992 until January 1, 2001 when he became the Co-Chairman. He served as acting President and Chief Executive Officer of MapInfo from September 1996 to November 1996. From 1987 to 1992, Mr. Marvin served as Chief Executive Officer of MapInfo. Mr. Marvin is also a founding partner in Exponential Business Development Co., a seed venture capital company, and a founder of The Capital Region Software Alliance, a network of approximately 150 software companies. In addition, Mr. Marvin serves as a board member and advisor to multiple early stage private companies and serves on a number of not-for-profit boards.

William G. Nelson was first elected as a director of the Company in 1988. He served as the Chairman of the board of directors of the Company from June 1996 to October 2000, and as the Company's President and Chief Executive Officer from September 1996 to April 1999. From 1995 to 1996, Mr. Nelson was President and Chief Executive Officer of Harris Business Group, Inc., a supplier of business application software for mid-sized companies. He was also Chairman and Chief Executive Officer of Clarendon Capital Inc., an investment banking and consulting firm. Mr. Nelson has been the Chairman of the board of directors of Harris Business Group, Inc. since 1990 and the Chairman of the board of directors of Repository Technologies Inc., a computer software company, since 1999. Since 1986, Mr. Nelson has also served as a director of Manugistics Group, Inc., a provider of intelligent supply chain optimization solutions for enterprises and evolving eBusiness trading networks. Mr. Nelson is currently also a director of HealthGate Date Corp., a leader in quality eHealth Internet solutions for hospitals and healthcare enterprises.

Robert L. Sillcox was appointed to the board of directors of the Company on August 3, 2001. Mr. Sillcox is the Chairman of Quant Investment Strategies Inc., an investment firm specializing in providing quantitative investment strategies to institutions. He has held this position since he co-founded the firm in 1998. From 1988 to 1996, Mr. Sillcox served as the Senior Vice-President and Chief Investment Officer of Ontario Municipal Employees Retirement Systems ("OMERS"), a fully diversified $36 billion dollar pension fund. Mr. Sillcox retired from his position at OMERS in September 1996. Mr. Sillcox is currently also a director of the Bank of China (Canada), a chartered bank, Glenmount International, L.P.I., an industrial technology private equity partnership, and HelpCaster Technologies Inc., a software technology company. In addition, Mr. Sillcox is a member of the Advisory Committee of State Street Global Advisors Canada, an investment management firm, and a member and past chairman of the Pension Investment Committee of the Financial Executives Institute of Canada, an all-industry professional association for senior financial executives.

The directors, officers and certain executives of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over approximately 1,513,418 Common Shares of the Company representing 2.1% of the Company's outstanding shares.

ADDITIONAL INFORMATION

The Company will provide the following additional information to any person upon request made to the Vice President, General Counsel and Corporate Secretary of the Company, 4100 Yonge Street, Suite 601, Toronto, Ontario M2P 2G2:

(a) when securities of the Company are in the course of distribution pursuant to a short form prospectus or a preliminary short form prospectus that has been filed in respect of a distribution of its securities:

  (i) one copy of this Annual Information Form, together with one copy of any document or the pertinent pages of any document, incorporated by reference herein;

  (ii) one copy of the comparative consolidated financial statements of the Company for its most recently completed financial year for which financial statements have been filed together with the accompanying report of the auditor and one copy of the most recent interim financial statements of the Company that have been filed, if any, for any period after the end of its most recently completed financial year;

(iii) one copy of the information circular of the Company in respect of its most recent annual meeting of shareholders that involved the election of directors; and

(iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus; or

(b) at any other time, one copy of any documents referred to in items (a) (i), (ii) and (iii) above, provided the Company may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Company.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Company's Management Information Circular for its most recent annual meeting of shareholders that involved the election of directors, and additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year.

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