Geac Computer Corporation Limited

RENEWAL ANNUAL INFORMATION FORM

September 4, 2002

ANNUAL INFORMATION FORM

Geac Computer Corporation Limited

Information is provided as at September 4, 2002, unless otherwise specified.
All dollar amounts herein are expressed in Canadian dollars, unless otherwise noted.

Cautionary Statements Regarding Forward-Looking Statements and Definitions

This Annual Information Form contains forward-looking statements based on current expectations. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those anticipated. Risks and uncertainties about the Corporation's business are identified in the Management Discussion and Analysis of the fiscal year 2002 Annual Report of the Corporation under the heading "Risks and Uncertainties" on pages 36 to 47, which is incorporated herein by reference.

As used in this Annual Information Form and unless the context otherwise requires or unless otherwise indicated, all references to the "Corporation", "Geac", "we" or "our" are references to Geac Computer Corporation Limited and its consolidated subsidiaries.

INCORPORATION

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 Corporation. By certificate of continuance dated January 7, 1980, the Corporation was continued under the Canada Business Corporations Act.

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

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

The registered office of the Corporation is located at 11 Allstate Parkway, Suite 300, Markham, Ontario, L3R 9T8.

SUBSIDIARIES

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

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 Presys SA	France	100%
Geac France, SA	France	100%
Geac Enterprise Solutions Deutschland GmbH (formerly 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 Computers NZ Limited	New Zealand	100%

*held directly or indirectly

We have 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, 2002 are individually less than 10% and collectively less than 20% of the consolidated assets and total revenues of the Corporation.

GENERAL DEVELOPMENT OF THE BUSINESS

We are a leading global provider of business-critical software applications and systems. We are organized around two business groups: our Enterprise Application Systems, or EAS group, and our Industry Specific Applications, or ISA group. Our EAS group serves global and medium-sized enterprises by providing software systems that form the backbone of their information technology infrastructures. Our EAS group offers enterprise resource planning, or ERP, systems that consist of integrated business applications for accounting, financial administration and human resources functions, as well as for manufacturing, distribution and supply chain management. Our ISA group provides industry-specific business applications that are used by customers in the restaurant, construction, property management, library and real estate industries, and by government and public safety agencies, to manage their businesses and operations. In addition, we offer a broad range of professional services related to our software such as consulting, implementation and integration services, remote application management and training. We also resell third party software and hardware products for use in conjunction with our software products where appropriate to provide our customers with a more complete solution. Geac is headquartered in Markham, Canada.

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

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 us 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 Corporation 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 Corporation'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 Corporation's extensive customer base more effectively.

With the aim of maximizing shareholder value, in the second quarter the Corporation 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 Corporation. After an extensive process involving several interested parties, no formal bid for the Corporation was received, and on March 26, 2001, the Corporation announced the conclusion of the strategic review process with respect to the sale of the entire Corporation.

On December 22, 2000, the Corporation's US$225 million credit facility with its banking syndicate expired, and the Corporation 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 Corporation's short-term bank indebtedness was reduced to US$1.8 million.

Acquisitions

On May 1, 2000, the Corporation 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 Corporation 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 Corporation 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 Corporation reported a net loss on this discontinued operation of $0.4 million.

On March 31, 2001, the Corporation 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.

Fiscal Year 2002

Fiscal 2002 was a pivotal year for Geac. The anticipated decline in revenue was aggravated by a worldwide economic slowdown. We, like many other companies in the software industry, experienced revenue declines in all regions and across all major product lines. Nevertheless, Geac was able to meet its primary objectives for fiscal 2002. These objectives included strengthening our management team, investing in target product development areas including new wireless applications, web-based products and web extensions, refocusing and better aligning our development, sales and marketing efforts, expanding our market opportunities and technology with strategic partners and significantly strengthening our balance sheet.

In May 2001, the Corporation entered into an agreement with a syndicate of underwriters under which the underwriters agreed to buy 10 million special warrants to acquire units consisting of one common share plus one-half of a common share purchase warrant. The special warrants were issued at $2.00 per unit for aggregate gross proceeds of $20 million. The net proceeds to Geac after underwriters' fees and other issue expenses were approximately $17.9 million. On August 1, 2001, the 10 million special warrants were automatically exercised which resulted in the issuance of 10 million common shares and five million common share purchase warrants. Each common share purchase warrant entitles the holder to purchase one common share of the Corporation for $2.75 at any time until December 30, 2002.

On September 27, 2001, the Corporation also completed the sale, through a public offering on a bought deal basis, of six million common shares at a price of $4.50 per share. The offering raised gross proceeds of $27 million with the net proceeds to Geac after commissions and other issue expenses of approximately $24.8 million.

The Corporation entered into a 24 month revolving credit facility in the second quarter of fiscal 2002 in the amount of U.S.$20 million. This facility was collateralized by a substantial portion of the Corporation's assets and bore interest at a variable rate. There was no drawdown under this facility and it was terminated by the Corporation in March 2002.

The outstanding balance under the Corporation's U.S.$225 million credit facility was repaid in full in the second quarter of fiscal 2002. As a result, as at April 30, 2002 the Corporation had no bank indebtedness outstanding.

During the fourth quarter, the Corporation undertook a comprehensive review of its operations with the objective of reducing costs and increasing effectiveness. As a result of this effort, Geac streamlined operations, centralized management of its SmartStream and System21 enterprise applications, refocused development and reduced the size of its workforce.

Acquisitions

There were no acquisitions made during fiscal 2002.

Dispositions

Geac sold the publishing systems business in August 2001 for $1.5 million in cash. The sale excluded real estate assets. The net liabilities disposed of included accrued divestiture costs and amounted to approximately $3.6 million. The transaction resulted in a gain of approximately $5.1 million which was recorded as an unusual item on the Consolidated Statement of Operations for the fiscal year ended April 30, 2002.

First Quarter Fiscal Year 2003 and Subsequent Events

Material changes which occurred during the first quarter of fiscal 2003 are described in the Corporation's interim financial statements for the first quarter of fiscal 2003, ended July 31, 2002, which are incorporated herein by reference. Subsequent to the end of the first quarter, the Corporation announced that it has entered into a definitive merger agreement to acquire Extensity, Inc., a leading provider of solutions to automate employee-based financial processes. The acquisition, which is subject to regulatory and shareholder approval, follows a strategic alliance agreement signed by both companies in June of 2002.

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. We offer products on a broad range of industry standard hardware and platforms. Geac's acquisitions strategy has enabled the Corporation to add new products, and to expand into new markets and geographic areas.

Effective February 1, 2000, the Corporation'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 CORPORATION’S PRODUCTS AND SERVICES

In addition to the application software products listed below, we offer a broad range of professional services related to our software such as consulting, implementation and integration services, remote application management and training.

Enterprise Applications Systems

Our 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 2002 accounted for 74.3% of our total revenues, compared to 71.1% in fiscal 2001.

Our EAS group serves large, often global, enterprises, as well as smaller, middle market companies. Our EAS products include cross-industry business applications for accounting, financial administration and human resources functions, as well as ERP systems for manufacturing, distribution and supply chain management. Many large enterprises worldwide entrust their critical business processes to our ERP systems. For example, one of the world’s largest retailers relies on our financial accounting system to process over one million paychecks each week.

Our EAS products are designed to enable our customers to standardize the management of information throughout the enterprise. This facilitates performance comparisons between different sites, offices, countries, product lines, brands, and profit centers. We believe our EAS products help businesses to reduce inventories and working capital and improve productivity and efficiency by providing accurate and flexible reporting, production planning and scheduling systems.

At April 30, 2002, our EAS group had approximately 5,100 customers, including approximately 50% of the Fortune 100 companies. We provide our EAS solutions to customers in a variety of industries, including apparel, textile and furniture manufacturing and retailing, auto-parts manufacturing, financial services, food and beverage processing and retailing, healthcare and local government administration.

Depending on the specific product, our EAS systems run on a number of hardware platforms, including mainframe and mid-range computer and client/server architectures, and use industry-standard databases such as IBM’s DB2, Sybase and Microsoft SQL Server.

Our EAS systems offer simple, consistent user interfaces, flexible reporting options and sophisticated analytical tools, including third party solutions provided by our alliance partners. These reporting and analysis tools enable our customers to analyze information contained within their enterprise management systems as they require. We also design our systems to be easily integrated with our customers’ other business applications, as well as with new, best-of-breed applications as they emerge, enabling our customers to extend the functionality of their Geac ERP systems and to maximize the value of their existing information technology investments.

The Web extensions incorporated in our EAS systems support our customers by facilitating communication and transactions with their customers, suppliers and other business partners. Customers can use the e-commerce functionality offered in our EAS systems to reduce costs and attain more effective management control, while at the same time decentralizing business processes. Our EAS systems are Web-enabled to permit anytime-anywhere browser-based access. As a result, users with Web access can access and input data via the Internet using a standard Web browser. This allows business processes to be made faster and more efficient. For example, our customers can use our Web-enabled self-service applications to:

- facilitate their sales processes by enabling their customers to check product prices and availability online;

- allow their employees to update their own personal data in the customer's employee benefits system, increasing convenience and relieving human resources managers of administrative tasks; and

- empower their employees to procure necessary goods and services when they need them by using e-procurement features available in our EAS systems.

Our principal EAS products include:

E Series and M Series. Our E Series and M Series products, formerly known as our Expert and Millennium products, are integrated suites of financial, human resource and procurement applications designed to run on mainframe computers, including the IBM S/390 and e-server zSeries. Large and mid-sized enterprises in more than 35 countries, primarily in North America and Europe, use our E Series and M Series products, which are available in English, French and Spanish language versions. The industries that use our E Series and M Series products most widely include financial services, manufacturing, healthcare and education. Seven of the ten largest companies in the Fortune 500 use our E Series or M Series products.

System21. System21 is a fully integrated suite of financial, manufacturing, customer service and logistics and service management applications based on the mid-range IBM e-server iSeries (formerly known as AS/400) platform. Our System21 products are used by companies worldwide, particularly in the food and beverage, apparel and shoe manufacturing, automotive parts manufacturing and electronics industries.
Our experience working with users of our System21 product in these industries have enabled us to tailor our products to the specific needs of customers and, in many cases, to develop industry-specific versions of our System21 product.

SmartStream. SmartStream is a suite of financial, procurement and human resource solutions that can be deployed on a local area network or wide area network or on a Web-based infrastructure using the Windows NT or Unix operating systems and Microsoft SQL and Sybase SQL databases in a two-tiered client-server architecture. Hundreds of companies use SmartStream, ranging from large global enterprises to mid-sized and smaller businesses, primarily in North America and Europe and, to a lesser extent, in the Asia Pacific region and in South America. The industries in which SmartStream is most widely deployed include banking, insurance and other financial services, manufacturing, retail, healthcare, government and education.

Anael. Anael *solutions* is a fully integrated suite of financial, accounting, human resources, e-commerce and customer relationship management applications, consisting of eleven products and services based on the IBM iSeries platform, as well as Windows NT and Windows 2000. Nearly 1,900 customers, primarily in France, as well as in 33 other French-speaking countries, use Anael solutions.

Industry Specific Applications

Industry specific applications in fiscal 2002 accounted for 25.7% of our total revenues, compared to 28.9% in fiscal 2001.

We provide software products and related support, maintenance, development and consulting services to meet the specific management and data processing needs of organizations in selected vertical niche markets, including the real estate, restaurant, construction, property management, public safety and library markets.

Residential Real Estate Applications

Our Interealty Corp. subsidiary is one of North America's large vendors of Web-based information systems, services and products to multiple listing services and real estate brokers. Interealty provides real estate professionals with online multiple listing systems, desktop productivity software, agent website development and hosting, and customer relationship management systems. Interealty's new MLXchange product has advanced, Web-enabled features that can automatically page a real estate broker on her mobile phone when the price is reduced on a property she is watching or when a prospect expresses interest in a listing on the realtor's website.

Restaurant Applications

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

Architecture, Electrical and Construction (AEC) Applications

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

Property Management Applications

Our Property Management Systems group provides software applications designed to improve productivity in the day-to-day management of residential and commercial buildings. The group's products, which primarily service the multi-unit residential market, help to monitor traffic and conduct marketing, leasing and rent collection operations. Accounting and financial applications and on-site management tools complete the product offering. New Web-based applications provide easy-to-use and cost effective data collection. Clients include real estate investment trusts, pension funds, insurance companies, property management companies and other real estate investors.

Public Safety Applications

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

Library Applications

Our Libraries Systems group provides automation solutions for public, academic and specialty libraries. The division's products are able to handle records in different formats and character sets, as well as to provide interconnectivity with other information services. For example, our Vubris Smart library application, developed in conjunction with Brussels Vrije Universiteit and Eindhoven Technische Universiteit, enables libraries to implement a Web-based service to provide users with greater flexibility and interconnectivity with the library's database.

<u>Distribution of Products</u>

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 Corporation operates is available from the Management Discussion and Analysis of the fiscal year 2002 Annual Report of the Corporation, under the heading "Risks and Uncertainties", found on pages 36 to 47 which is 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 2002, product development expenses were $92.8 million, including $36.0 million in research and development costs. In fiscal 2001, product development expenses were $116.7 million, including $74.2 million in research and development costs.

Intellectual Property

As the Corporation's intellectual property encompasses many software products and the Corporation 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 Corporation has invested in regular enhancements and modifications to its products. Hence the registering of patents has not been economically feasible, practical or warranted. The Corporation 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 Corporation will register trademarks and copyrights. Additional information regarding the risks and uncertainties associated with the Corporation's intellectual property is available from the Management Discussion and Analysis of the fiscal year 2002 Annual Report of the Corporation under the heading "Risks and Uncertainties" found on pages 36 to 47 which is incorporated herein by reference.

Human Resources

As of April 30, 2002, the Corporation employed approximately 3,030 people world-wide. Geac operates in a fast moving, advanced information technology market. One of the Corporation'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 Corporation's fiscal year 2002 Annual Report in the Management Discussion and Analysis under the heading "Risks and Uncertainties" on pages 36 to 47 and under the heading "Notes to Consolidated Financial Statements" on page 58, which are specifically incorporated herein by reference.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

Three Year Financial Information[1]
as at and for the fiscal years ended April 30
(Millions of dollars except per share amounts)

	2002	2001	2000
Revenue	719.5	834.8	964.1
Income (loss) from continuing operations, before unusual items and income taxes	112.7	(81.5)	67.5
Unusual items	(26.7)	(312.2)	-
Net income (loss) from continuing operations	51.8	(351.3)	44.7
Earnings (loss) per share from continuing operations:			
Basic	0.71	(5.66)	0.72
Fully diluted	0.68	(5.66)	0.71
Net income (loss) from discontinued operations	-	(0.4)	4.3
Gain on divestiture of discontinued operations	-	96.0	-
Net income (loss)	51.8	(255.8)	49.1
Cash dividends declared	-	-	-
Earnings (loss) per share:			
Basic	0.71	(4.12)	0.79
Fully diluted	0.68	(4.12)	0.78
Total assets	479.4	463.4	915.7
Long-term debt	11.9	9.8	15.5
Bank indebtedness	-	39.4	139.3

NOTE:
(1) Certain of the prior years' figures have been reclassified to conform to the current year's presentation. In particular the presentation format of the selected consolidated financial information has been revised so as to be more consistent with the presentation that would be required under United States generally accepted accounting principles.

Dividend Policy

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis included on pages 20 to 47 of the Corporation's fiscal year 2002 Annual Report is incorporated herein by reference.

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 Corporation 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 Corporation 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 Corporation, 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	President and Chief Executive Officer of the Corporation
David Friend Boston, Massachusetts	2001	Chairman Sonexis, Inc., telecommunications software company
C. Kent Jespersen (1) (2) Calgary, Alberta	2001	Chairman La Jolla Resources International Ltd., business advisory and investment company
Charles S. Jones (3) Bedford Hills, New York	1997	Chairman of the Corporation
Pierre MacDonald (1) (2) Verdun, Quebec	1999	President and Chief Executive Officer MacD Consult Inc., consulting firm
Michael D. Marvin (2) Delmar, New York	2001	Chairman Emeritus 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) (3) 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
Hema Anganu Toronto, Ontario	Treasurer
Paul D. Birch Carlisle, Massachusetts	President and Chief Executive Officer
Arthur Gitajn Toronto, Ontario	Chief Financial Officer
Joyce Koenig Maynard, Massachusetts	Vice President, Strategic Financial Analysis
Graeme Riley Wilsons Pointe, NSW Australia	Managing Director, Geac Enterprise Solutions, Asia Pacific
Bertrand Sciard Neuilly Sur Seine, France	Managing Director, Geac Enterprise Solutions, Europe
John L. Sherry, III Wayland, Massachusetts	Senior Vice President, Marketing and Strategic Alliances
Craig C. Thorburn Toronto, Ontario	Senior Vice President, Mergers & Acquisitions, and Corporate Secretary
James Travers Alpharetta, Georgia	Senior Vice President and President of the Americas

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

Thomas I. A. Allen, Q.C. was first elected to the Board of Directors of the Corporation in September 1999. He has been a partner at the law firm of Ogilvy Renault since October 1996. Mr. Allen 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 Corporation.

Paul D. Birch was first elected to the Board of Directors of the Corporation in September 2000. Mr. Birch was appointed President and Chief Executive Officer of the Corporation on December 5, 2001. He was appointed Chief Operating Officer and Chief Financial Officer of the Corporation on May 30, 2001. From March 2000 until joining the Corporation 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. 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. Prior to joining MRO, Mr. Birch served with PricewaterhouseCoopers in Boston and Arthur Andersen in London, England

David Friend was first elected to the Board of Directors of the Corporation in October 2001. Mr. Friend is the founder and Chairman of Sonexis, Inc. ("Sonexis"), a telecommunications software and platform provider. Prior to founding Sonexis, he was the Chairman and co-founder of FaxNet Corporation ("FaxNet"), a leading supplier of messaging services to the telecommunications industry. Prior to founding

FaxNet, Mr. Friend founded Pilot Software, Inc., a software company. Mr. Friend serves on the Boards of Directors of several technology companies.

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

C. Kent Jespersen was first elected to the Board of Directors in October 2001. He has been the Chairman of La Jolla Resources International Ltd., an international business advisory and investment company, since 1998. From 1994 to 1998, Mr. Jespersen held the positions of President of NOVA Gas International Ltd., President and Chief Executive Officer Elect of NOVA Energy Services, President of NOVA Gas Services Ltd., and Senior Vice President, Corporate Development of NOVA Corporation. Mr. Jespersen serves on the Boards of Directors of Telesystems International Wireless Inc., BPO Properties Inc., Axia NetMedia Corporation and Bow Valley Energy Ltd.

Charles S. Jones was first elected to the board of directors of the Corporation in September 1997. Mr. Jones was appointed Chairman of the Board on November 3, 2000. Mr. Jones is also the Chairman and co-founder of First Funding Corporation, an investment firm based in Stamford, Connecticut. Mr. Jones serves as a Director of a number of diverse companies, from industrial equipment manufacturer to computer games designer and publisher.

Joyce Koenig has been Vice President, Strategic Financial Analysis, since joining the Corporation in January 2002. Previously, Ms. Koenig worked at MRO Software, Inc., a U.S. based global software application developer and marketer, as Director, Financial Analysis & Purchasing, from 1996 to 2001.

Pierre MacDonald was first elected to the board of directors of the Corporation in September 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 Canada. He is also the Chairman of the Board of Directors of Eurocopter Canada Ltd., and a Director of several large Canadian firms.

Michael D. Marvin was appointed to the board of directors of the Corporation in August 2001. Mr. Marvin is the founder and Chairman Emeritus of MapInfo Corporation ("MapInfo"), a software technology company specializing in location based solutions and services that help businesses better understand their customers and markets. 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 Corporation in September 1988. He served as the Chairman of the Board of Directors of the Corporation from June 1996 to October 2000, and as the Corporation's President and Chief Executive Officer from September 1996 to April 1999. Mr. Nelson is the Chairman of the Board of Directors of Harris Business Group, Inc. and the Chairman of the Board of Directors of Repository Technologies Inc. Mr. Nelson is also a Director of Manugistics Group, Inc., HealthGate Data Corp. and Catalyst International Inc.

Graeme Riley has served as Geac’s Managing Director, Geac Enterprise Solutions, Asia Pacific since April 2000. From December 1990 to April 2000, Mr. Riley served as Geac’s New Zealand General Manager and Senior Vice President for the StreamLine Division worldwide. From October 1998 to November 1990, Mr. Riley served as Willington Branch Manager of Fact International, an Enterprise Resource Planning company.

Bertrand Sciard has been Geac’s Managing Director, Geac Enterprise Solutions, Europe since he joined the Corporation in 1999 in connection with our acquisition of JBA. Mr. Sciard served as Managing Director at JBA from 1994 to 1999. Prior to his work at JBA, Mr. Sciard spent 17 years at IBM where he held a variety of senior international positions, most recently Commercial Director and member of the Executive Committee.

John L. Sherry, III has served as Geac's Senior Vice President, Marketing and Strategic Alliances since February 2002. Prior to joining the Corporation, he served in 2001 as Senior Vice President, Marketing and Business Development for ViryaNet, a publicly held software company providing workforce management solutions for field service operations. From 1999 to 2001, Mr. Sherry served as Vice President, Marketing for Excelergy, a venture backed company providing software to the deregulating energy and utilities industries. From 1996 to 1999, he served as Executive Director of Marketing for the Kenan Systems unit of Lucent Technologies.

Robert L. Sillcox was appointed to the board of directors of the Corporation in August 2001. Mr. Sillcox is the Chairman of Quant Investment Strategies Inc., an investment firm specializing in providing quantitative investment strategies to institutions. Mr. Sillcox is currently also a Director of the Bank of China (Canada), Glenmount International, L.P.I. and HelpCaster Technologies Inc. In addition, Mr. Sillcox is a member of the Advisory Committee of State Street Global Advisors Canada, an investment management firm.

Craig C. Thorburn has served as Geac's Senior Vice President, Mergers & Acquisitions, and Corporate Secretary since December 2001. Mr. Thorburn has also been with the Toronto office of Blake, Cassels & Graydon LLP since 1985, where he became a partner in 1993 and where he continues his practice involving mergers and acquisitions, and business and regulatory law. Mr. Thorburn is also a director of Vivendi Universal Exchangeco Inc.

James Travers has served as Geac's Senior Vice President, and President of the Americas since August 6, 2002. Prior to joining Geac, Mr. Travers was Interim President and Chief Executive Officer of Agillion Inc., a real-time customer collaboration and content management provider. Prior to joining Agillion Inc., Mr. Travers was President and Chief Executive Officer and prior to that, President and Chief Operating Officer of Harbinger Corporation, a publicly traded e-business global company. Previously, Mr. Travers was vice president with Texas Instruments in the Information Technology Group.

The directors, officers and certain executives of the Corporation as a group beneficially own, directly or indirectly, or exercise control or direction over approximately 1,724,783 common shares of the Corporation representing approximately 2.2% of the Corporation's outstanding shares.

ADDITIONAL INFORMATION

The Corporation will provide the following additional information to any person upon request made to the Corporate Secretary of the Corporation, 11 Allstate Parkway, Suite 300, Markham, Ontario L3R 9T8:

(a) when securities of the Corporation 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 Corporation 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 Corporation 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 Corporation 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 Corporation may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Corporation.

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