



GEAC COMPUTER CORPORATION LIMITED

**NOTICE AND MANAGEMENT PROXY CIRCULAR
FOR THE 2004 ANNUAL MEETING OF SHAREHOLDERS**

TO BE HELD AT

The Design Exchange, Trading Floor
234 Bay Street, Toronto-Dominion Centre
Toronto, Ontario

Wednesday, September 15, 2004
10:00 a.m. (Toronto time)

EXECUTIVE COMPENSATION

All currency references in this Circular are in United States dollars unless otherwise indicated.

Summary Compensation Table

The following table sets out information concerning the compensation earned from the Corporation and any of the Corporation's subsidiaries for the fiscal years ended April 30, 2004, 2003 and 2002 by the Corporation's Chief Executive Officer, Chief Financial Officer and the Corporation's other three (3) most highly compensated executive officers for the fiscal year ended April 30, 2004 and certain former executive Officers (collectively, the "Named Executive Officers").

Excluded from reference are perquisites and other personal benefits provided to a Named Executive Officer by the Corporation, the aggregate cost of which does not exceed the lesser of Cdn.\$50,000 or 10% of the total of the annual salary and bonus for such Named Executive Officer.

Name and Principal Position	Fiscal Year	Annual Compensation ⁽¹⁾			Securities Under Options Granted (#)	All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)		
Charles S. Jones ⁽²⁾ President and Chief Executive Officer	2004	436,390	575,000 ⁽³⁾	19,518 ⁽⁹⁾	240,000	nil
	2003	nil	nil	nil	nil	nil
	2002	nil	nil	nil	nil	nil
Donna de Winter ⁽⁴⁾ Chief Financial Officer	2004	138,352	171,012 ⁽⁵⁾	nil	175,000	nil
	2003	nil	nil	nil	nil	nil
	2002	nil	nil	nil	nil	nil
James M. Travers Senior Vice President; President, Geac Americas	2004	275,000	401,054 ⁽⁵⁾	nil	nil	nil
	2003	203,253	234,999	nil	600,000	nil
	2002	nil	nil	nil	nil	nil
Timothy J. Wright Chief Executive of EMEA and Asia-Pacific, and Chief Technology Officer	2004	255,000	235,083 ⁽⁵⁾	nil	100,000	nil
	2003	85,532	55,313	nil	300,000	nil
	2002	nil	nil	nil	nil	nil
Paul D. Birch ⁽⁶⁾ Former President and Chief Executive Officer	2004	126,036	nil	2,800 ⁽⁹⁾	nil	587,500 ⁽⁷⁾
	2003	350,000	250,000	nil	nil	nil
	2002	264,107	204,170	nil	1,000,000	nil
Arthur Gitajn ⁽⁸⁾ Former Chief Financial Officer	2004	149,806	nil	2,860 ⁽⁹⁾	nil	963,720 ⁽⁷⁾
	2003	196,085	100,640	42,612 ⁽⁹⁾	nil	nil
	2002	167,293	165,462	nil	100,000	nil
Bertrand Sciard ⁽¹⁰⁾ Former Managing Director, Geac Enterprise Solutions, Europe	2004	345,758	nil	23,966 ⁽¹¹⁾	300,000	Nil
	2003	281,918	229,208	47,241 ⁽¹¹⁾	nil	Nil
	2002	253,367	815,009	nil	125,000	Nil

NOTES:

- (1) Compensation amounts expressed in U.S. dollars using the average exchange rate for the applicable fiscal year.
- (2) Mr. Jones became the President and Chief Executive Officer of the Corporation in July 2003. From December 2001 through July 2003 he served as the Executive Chairman of the Board. For the year ended April 30, 2002, he was paid a salary and other compensation of \$214,346, as well as a bonus of \$368,165 that was granted by the Board in January 2003. Mr. Jones was also granted options to acquire 600,000 Common Shares at an exercise price of Cdn.\$6.37 per share in that fiscal year. These options vested on December 4, 2002 and expire on December 4, 2011. In the year ended April 30, 2003, Mr. Jones received a salary of \$275,000 as well as a bonus of \$400,000.
- (3) The Board of Directors approved a bonus for Mr. Jones for fiscal year 2004 in the amount of \$690,000. **However, Mr. Jones has opted to accept only \$575,000 of that bonus.**
- (4) Ms. de Winter was appointed Chief Financial Officer of the Corporation on November 4, 2003.
- (5) Bonus amounts include gross-up payments related to the purchase of shares by the Named Executive Officer in accordance with the terms of the bonus plan.
- (6) On July 18, 2003, Mr. Birch resigned as an Officer and Director of the Corporation and its subsidiaries. Mr. Birch joined the Corporation on September 12, 2000 as a member of the Board of Directors. On May 30, 2001, Mr. Birch was appointed Chief Operating Officer and Chief Financial Officer. On December 5, 2001, Mr. Birch was appointed President and Chief Executive Officer. The options set forth above do not include 40,000 options granted to Mr. Birch on September 25, 2000, in connection with his appointment as a Director of the Corporation and prior to his appointment as an Officer of the Corporation.
- (7) These amounts were paid in connection with the Named Executive Officer's resignation as an Officer of the Corporation.
- (8) On November 4, 2003, Mr. Gitajn resigned as an Officer of the Corporation.
- (9) These amounts represent gross-up payments to compensate for certain taxes and payments for car allowance.
- (10) On May 4, 2004, Mr. Sciard resigned as an Officer of the Corporation.
- (11) These amounts represent payments for car allowance and pension payments.