

12 July 2018

Gentrack Group Limited – Updated ASX Appendix 3B

We refer to the 1 for 5.77 accelerated pro rata entitlement offer (**Entitlement Offer**) of Gentrack Group Limited (NZX/ASX: GTK) announced to NZX/ASX on 4 July 2018.

Please find attached an updated Appendix 3B in relation to the new shares in GTK to be issued and quoted on NZX/ASX tomorrow under the institutional component of the Entitlement Offer.

ENDS

Contact:

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About Gentrack

Gentrack provides essential software for essential services, pairing powerful platforms with deep market knowledge to help utilities and airports lower service costs, foster innovation and confidently navigate market reform. It employs over 500 people in offices across New Zealand, Australia, the UK and Europe and services over 200 utility and airport sites in 30+ countries with its leading solutions for utilities - Gentrack Velocity, Junifer and Evolve Analytics, and for airports under the Veovo brand including Airport 20/20, BlipTrack and Concessionaire Analyzer+.

Velocity, Junifer and Evolve Analytics are champion billing, customer and revenue protection solutions in the sector, providing a full range of proven capabilities along with hosted and managed services options for new entrant energy and water suppliers, and larger utilities in competitive markets where flexibility, uniqueness and compliance are essential.

More information: www.gentrack.com

Veovo combines Gentrack's Airport 20/20, BlipTrack and Concessionaire Analyzer+ software to unlock operational, revenue, concession and passenger insights across the airport ecosystem. The Veovo Predictive Collaboration Platform enables airports to operate more efficiently, uncover new growth opportunities and deliver outstanding guest experiences.

More information: www.veovo.com

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Gentrack Group Limited (**Gentrack**)

ABN

169 195 751

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (New Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>8,463,757 New Shares to be issued under the institutional component (being the Institutional Entitlement Offer and Institutional Bookbuild) of the fully underwritten accelerated pro rata entitlement offer as announced to ASX on 4 July 2018 (Entitlement Offer).</p> <p>Approximately 6,089,499 additional New Shares will subsequently be issued under the retail component of the Entitlement Offer (being the Retail Entitlement Offer and Retail Bookbuild).</p> |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)</p>	<p>The New Shares will be issued on the same terms as existing fully paid ordinary shares in Gentrack (Existing Shares).</p>
<p>4 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?</p> <p>If the additional *securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes. The New Shares will rank equally in all respects with the Existing Shares from the date of issue of the New Shares.</p>
<p>5 Issue price or consideration</p>	<p>NZ\$6.19 (or A\$5.69) per New Share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds raised through the Entitlement Offer will be used to pay down bank debt, leaving undrawn debt facilities of approximately NZ\$50 million, which will provide Gentrack funding capacity to support future acquisition and growth opportunities.</p>
<p>6a Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>N/A</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>

6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>New Shares under the Institutional Entitlement Offer and Institutional Bookbuild – 13 July 2018</p> <p>New Shares under the Retail Entitlement Offer and Retail Bookbuild – 2 August 2018</p>

+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	92,435,765 (after the issue of New Shares under the Institutional Entitlement Offer and Institutional Bookbuild).
		Fully paid ordinary shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	306,299
		Performance Rights issued under the Gentrack Long Term Incentive Scheme

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change. The dividend policy will apply to the New Shares in the same way that any dividend policy currently applies to Existing Shares.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No.
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12	Is the issue renounceable or non-renounceable?	Non-renounceable (the issue is an accelerated pro-rata entitlement offer with dual bookbuilds). Entitlements which are not taken up by an eligible shareholder or which would have been issued to ineligible shareholders had they been entitled to participate in the Entitlement Offer, were offered for sale to institutional investors through the Institutional Bookbuild and will be offered for sale through the Retail Bookbuild scheduled to be conducted on Monday, 30 July 2018.
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13	Ratio in which the +securities will be offered	1 New Share for every 5.77 Existing Shares held on the record date for the Entitlement Offer.
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14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
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15	+Record date to determine entitlements	9.00pm (NZ time) / 7.00pm (Sydney time) on 6 July 2018.
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17 Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.
18 Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	<p>Institutional Entitlement Offer - All countries except New Zealand, Australia, Canada, Hong Kong, Singapore and the United Kingdom</p> <p>Retail Entitlement Offer - All countries except New Zealand, Australia, Malta and, in the case of United Kingdom employees, the United Kingdom</p>
19 Closing date for receipt of acceptances or renunciations	<p>The Institutional Entitlement Offer closed at 4.00pm (NZ time) / 2.00pm (Sydney time) on 5 July 2018</p> <p>The Institutional Bookbuild closed at 11.00am (NZ time) / 9.00am (Sydney time) on 6 July 2018.</p> <p>The Retail Entitlement Offer closes at 7.00pm (NZ time) / 5.00pm (Sydney time) on 26 July 2018</p> <p>The Retail Bookbuild closes on 30 July 2018 at a time to be determined closer to that date.</p>
20 Names of any underwriters	Deutsche Craigs Limited and Craigs Investment Partners Limited and UBS New Zealand Limited. The underwriters are also the Joint Lead Managers to the Entitlement Offer.
21 Amount of any underwriting fee or commission	An underwriting fee of 2.25% (plus GST, if any) of the total gross proceeds to be raised under the Entitlement Offer.

+ See chapter 19 for defined terms.

22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	<p>In relation to the retail component of the Entitlement Offer, a stamping fee of 0.5% of application monies on New Shares allotted will be paid to NZX firms who submit a valid claim for a broker stamping fee on successful applications, subject to a fee limit of NZ\$300.00 per shareholder. The aggregate fee payable on all successful applications will be limited to NZ\$50,000.00. If total stamping fees payable exceeds NZ\$50,000.00, the stamping fee payable per successful application will be scaled back on a pro rata basis. This fee will be met by the Joint Lead Managers. Details of the claims process are to be separately communicated to NZX firms by the Joint Lead Managers. No stamping fees will be paid on any retail premium or institutional premium achieved or to ASX brokers on successful applications on ASX.</p>
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	The offer document and accompanying entitlement and acceptance form were sent to eligible retail shareholders on 10 July 2018
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Entitlements which are not taken up by an eligible shareholder or which would have been issued to ineligible shareholders had they been entitled to participate in the Entitlement Offer, were offered for sale to institutional investors through an Institutional Bookbuild and will be offered for sale through the Retail Bookbuild scheduled to be conducted on Monday, 30 July 2018 .
33	+Issue date	New Shares under the Institutional Entitlement Offer and Institutional Bookbuild – 13 July 2018 New Shares under the Retail Entitlement Offer and Retail Bookbuild – 2 August 2018

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 *Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the *securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those *securities should not be granted *quotation.
- An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

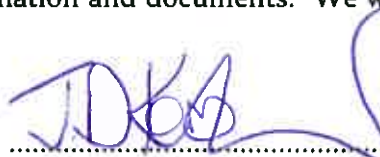
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



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 (~~Director~~/Company secretary)

Date: 12 July 2018

Print name:Jon Kershaw.....

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+ See chapter 19 for defined terms.