# INFORMATION FOR AUSTRALIAN INVESTORS

This document contains information for eligible Australian employees of Gentrack and Australian Institutional Investors (as defined below). You should read all of the prospectus dated 26 May 2014, as amended on 4 June 2014 (the **Prospectus**), and the investment statement dated 4 June 2014 (the **Investment Statement**), relating to the initial public offering of ordinary shares in Gentrack Group Limited, before deciding whether or not to purchase Shares in Gentrack.

Capitalised terms used but not defined in this document have the meanings given to them in the Prospectus and Investment Statement.

## Employee Offer and Australian Institutional Offer

The Offer is being made in Australia only to eligible employees or directors of Gentrack as at the Opening Date who are resident in Australia (**Australian Employees**) and to selected investors who are sophisticated or professional investors as respectively referred to in sections 708(8) and 708(11) of the Corporations Act 2001 (Cth) (**Corporations Act**) (**Australian Institutional Investors**).

No general public offer is being made in Australia. Australian residents who are not either Australian Employees or Australian Institutional Investors will not be eligible to apply for Shares.

The Institutional Offer in Australia consists of an invitation to Australian Institutional Investors to bid for Shares. For further details see Section 10 *Details of the Offer* of the Prospectus. For further details on the Employee Offer in Australia, see Section 10 *Details of the Offer* of the Prospectus.

The Employee Offer and the Institutional Offer in Australia is being made under the Prospectus and the Investment Statement and by relying on the trans-Tasman mutual recognition scheme under Chapter 8 of the Corporations Act and the Corporations Regulations 2001 (Cth) (**Corporations Regulations**).

This document contains disclosure relevant to Australian Employees and Australian Institutional Investors and to comply with requirements for a recognised offer under Chapter 8 of the Corporations Act and the Corporations Regulations.

The Prospectus and the Investment Statement have been prepared to comply with New Zealand regulatory requirements, which differ in some respects from Australian regulatory requirements for an offer of shares. The Prospectus and the Investment Statement are not, and do not purport to be, a prospectus or document containing disclosure to investors for the purposes of, and do not contain all information that would be required for a prospectus or disclosure document, under Part 6D.2 or Part 7.9 of the Corporations Act.

## Important Information for Australian Investors

The following statements are required to be included in the Prospectus by Chapter 8 of the Corporations Act and Corporations Regulations.

This Offer to Australian investors is a recognised offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Cth) and the Corporations Regulations 2001 (Cth). In New Zealand, this is Part 5 of the Securities Act 1978 (New Zealand) and the Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008 (New Zealand).

The Offer and the content of the Prospectus and the Investment Statement are principally governed by New Zealand, rather than Australian, law. In the main, the New Zealand Securities Act 1978 and the Securities Regulations 2009 (New Zealand) set out how the Offer must be made.

There are differences in how securities and financial products are regulated under New Zealand, as opposed to Australian, law. For example, the disclosure of fees for managed investment schemes is different under New Zealand law.

The rights, remedies and compensation arrangements available to Australian investors in New Zealand securities and financial products may differ from the rights, remedies and compensation arrangements for Australian securities and financial products.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact ASIC. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of New Zealand securities and financial products is not the same as that for Australian securities and products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The Offer may involve a currency exchange risk. The currency for the security or financial product is in dollars that are not Australian dollars. The value of the security or financial product will go up and down according to changes in the exchange rate between those dollars and Australian dollars. These changes may be significant.

If you receive any payments in relation to the security or financial product that are not in Australian dollars, you may incur significant fees in having the funds credited to a bank account in Australia in Australian dollars.

If the security or financial product is able to be traded on a financial market and you wish to trade the security or financial product through that market, you will have to make arrangements for a participant in that market to sell the security or financial product on your behalf. If the financial market is a foreign market that is not licensed in Australia (such as a securities market operated by NZX) the way in which the market operates, the regulation of participants in that market and the information available to you about the security or financial product and trading may differ from Australian licensed markets.

### Australian Securities and Investments Commission

A copy of this document, the Prospectus and the Investment Statement were lodged with ASIC on 6 June 2014. ASIC accepts no responsibility for the contents of the Prospectus or the Investment Statement or the merits of the investment to which the Prospectus and the Investment Statement relate.

### Stock Exchange Listings

Application has been made to NZX for permission to list Gentrack and to quote the Shares on the NZX Main Board. An application will also be made to ASX after the Investment Statement, the Prospectus and this document have been lodged with ASIC for GGL to be admitted to the official list of the ASX and for quotation of the Shares on the ASX. In accordance with ASX Listing Rule 1.3.3, the Directors consider that GGL has enough working capital to carry out its stated objectives.

ASX takes no responsibility for the contents of the Prospectus or the Investment Statement or for the merits of the investment to which the Prospectus and the Investment Statement relate. Admission to the official list of ASX and quotation of the Shares on ASX are not guaranteed and are not to be taken as an indication of the merits, or as an endorsement by ASX, of Gentrack or the Shares. Failure to achieve admission to list on ASX will not, of itself, prevent the sale of Shares under the Offer from proceeding.

For further details regarding the applications for listing on the NZX and ASX see Section 10 *Details of the Offer* of the Prospectus.

### Continuous Disclosure

Gentrack will need to comply with the continuous disclosure rules of both the NZX Listing Rules and the ASX Listing Rules (including as modified by waivers, rulings or exemptions applicable to Gentrack or the Shares). All information provided to NZX and ASX in accordance with the NZX Listing Rules and the ASX Listing Rules will be available on the NZX and ASX websites. For more information in relation to Gentrack's continuous disclosure process see Section 7 *Board, Senior Management Team and Governance* of the Prospectus.

### Risks

You should refer to the information set out in Section 8 *What are my Risks?* of the Prospectus.

**This is not investment advice. You should seek your own financial advice.**

The information provided in the Prospectus is not financial product advice and has been prepared without taking into account the investment objectives, financial circumstances or particular needs of any investor.

Investors should read the whole of the Prospectus and consider all of the risk factors that could affect the performance of Gentrack and other information concerning the Shares in light of their own particular investment objectives, financial circumstances and particular needs (including financial and taxation issues) before deciding whether to invest in Gentrack.

## Trading in and Selling Shares on ASX

See Section 10 *Details of the Offer* of the Prospectus for further information regarding trading in, and selling, Shares on ASX and CHESS.

## Differences between Australian GAAP and NZ GAAP

The financial information provided in respect of Gentrack in Section 9 *Financial Information* of the Prospectus has generally been prepared applying IFRS.

All ongoing financial information prepared by Gentrack and provided directly to Shareholders or to NZX or ASX will be prepared in accordance with the requirements of NZ GAAP applicable at that time.

Gentrack has adopted certain accounting policies in connection with the preparation of prospective financial information in the Prospectus. Those policies are expected to be used in future reporting periods and are described under heading "Prospective Financial Information" in Section 9 *Financial Information* of the Prospectus. To the extent that Australian generally accepted accounting principles (**Australian GAAP**) would require different accounting policies, those differences would not be material to Gentrack or its financial results.

There may be some presentation, disclosure and classification differences between financial information prepared in accordance with NZ GAAP and financial information prepared in accordance with Australian GAAP. For example, financial information prepared in accordance with Australian GAAP might contain details of director remuneration or additional oil and gas accounting disclosures which would not be required under NZ GAAP. None of these differences in presentation, disclosure or classification would be expected to change the material financial results reported under NZ GAAP.

## Applicable Law

### Gentrack is a New Zealand company

GGL is a company incorporated in New Zealand and is principally governed by New Zealand law, rather than Australian law. In Australia, it is registered with ASIC as a foreign company. Its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are regulated by the Companies Act and the New Zealand Financial Markets Authority and Registrar of Companies.

Set out below is a table summarising key features of the laws that apply to GGL as a New Zealand company (under New Zealand law, including as modified by exemptions or waivers) compared with the laws that apply to Australian publicly listed companies generally. It is important to note that this summary does not purport to be a complete review of all matters of New Zealand law applicable to GGL or all matters of Australian law applicable to Australian publicly listed companies or to highlight all provisions that may differ from the equivalent provisions in Australia.

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| **Transactions that require shareholder approval** | Under the Companies Act, the principal transactions or actions requiring shareholder approval include:<br>• adopting or altering the constitution of the company;<br>• appointing or removing a director;<br>• major transactions (being transactions involving the acquisition or disposition of assets, the acquisition of rights or interests or the incurring of obligations or liabilities, the value of which is more than half the value of the company's total assets);<br>• amalgamations (other than between the company and its wholly-owned subsidiaries);<br>• putting the company into liquidation; and<br>• changes to the rights attached to shares.<br>In addition to the Companies Act requirements listed above, shareholder approval is required under the NZX Listing Rules for:<br>• director remuneration;<br>• certain transactions with related parties; certain issues of shares; and<br>• in certain circumstances, the provision of financial assistance for the purpose of, or in connection with, the acquisition of shares. | Under the Corporations Act, the principal transactions or actions requiring shareholder approval are comparable to those under the Companies Act. Shareholder approval is also required for certain transactions affecting share capital (e.g., share buybacks and share capital reductions). There is no concept directly comparable to "amalgamations" under Australian corporate law. Although there is no shareholder approval requirement for major transactions, certain related party transactions require shareholder approval.<br>Shareholder approval is required under the ASX Listing Rules for:<br>• increases in the total amount of directors' fees;<br>• directors' termination benefits in certain circumstances;<br>• certain transactions with related parties;<br>• certain issues of shares; and<br>• if a company proposes to make a significant change to the nature or scale of its activities or proposes to dispose of its main undertaking.<br>The rules will apply to GGL when it is admitted to the official list of ASX. |
| **Shareholders' right to request or requisition a general meeting** | A special meeting of shareholders must be called by the board on the written request of shareholders holding shares carrying together not less than 5% of the voting rights entitled to be exercised on the issue. | The Corporations Act contains a comparable right. Directors must also call a general meeting on the request of at least 100 shareholders who are entitled to vote at a general meeting.<br>Shareholders with at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting at their own expense. |
| **Shareholders' right to appoint proxies to attend and vote at meetings on their behalf** | A shareholder may exercise the right to vote at a meeting either by being present in person or by proxy. A proxy is entitled to attend and be heard, and to vote, at a meeting of shareholders as if the proxy were the shareholder.<br>A proxy must be appointed by notice in writing signed by or, in the case of an electronic notice, sent by the shareholder to the company. The notice of appointment must state whether the appointment is for a particular meeting or a specified term. | The position is comparable under the Corporations Act. |
| **Changes in the rights attaching to shares** | A company must not take action that affects the rights attached to shares unless that action has been approved by a special resolution of each affected interest group. (An "Interest group" in relation to an action or proposal affecting the rights attached to shares means a group of shareholders whose affected rights are identical and whose rights are affected by | The Corporations Act allows a company to set out in its constitution the procedure for varying or cancelling rights attached to a class of shares.<br>If a company does not have a constitution, or has a constitution that does not set out a procedure, the rights may only be varied or |

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| | the action or proposal in the same way and who comprise the holders of one or more classes of shares in the company). | cancelled by:<br>• a special resolution of the class of shares being varied; or<br>• a written consent of members with at least 75% of the votes in the class of shares being varied. |
| **Shareholder protections against oppressive conduct** | A shareholder or former shareholder of a company (or any other entitled person) who considers that the affairs of a company have been (or are being, or are likely to be) conducted in a manner that is (or any act or acts of the company have been, or are, or are likely to be) oppressive, unfairly discriminatory, or unfairly prejudicial to him or her in any capacity may apply to the court for relief.<br>The court may, if it thinks it is just and equitable to do so, make such orders as it thinks fit. | Under the Corporations Act, shareholders have statutory remedies for oppressive or unfair conduct of the company's affairs.<br>The court can make any order as it sees appropriate. |
| **Shareholders' rights to bring or intervene in legal proceedings on behalf of the company** | A court may, on the application of a shareholder or director of a company, grant leave to that shareholder or director to bring proceedings in the name and on behalf of the company or any related company, or intervene in proceedings to which the company or any related company is a party, for the purpose of continuing, defending or discontinuing the proceedings on behalf of the company or related company.<br>Leave may only be granted if the court is satisfied that either the company or related company does not intend to bring, diligently continue or defend, or discontinue the proceedings, or it is in the interests of the company or related company that the conduct of the proceedings should not be left to the directors or to the determination of the shareholders as a whole.<br>No proceedings brought by a shareholder or a director or in which a shareholder or a director intervenes with leave of the court (as described above) may be settled or compromised or discontinued without the approval of the court. | The Corporations Act permits a shareholder to apply to the court for leave to bring proceedings on behalf of the company, or to intervene in, proceeding to which the company is a party for the purpose of taking responsibility on behalf of the company for those proceedings, or for a particular step in those proceedings.<br>The court must grant the application if it is satisfied that:<br>• it is probable that the company will not itself bring the proceedings, or properly take responsibility for them, or for the steps in them;<br>• the applicant is acting in good faith;<br>• it is in the best interests of the company that the applicant be granted leave;<br>• if the applicant is applying for leave to bring proceedings, there is a serious question to be tried; and<br>• either at least 14 days before making the application, the applicant gave written notice to the company of the intention to apply for leave and of the reasons for applying, or the court considers it appropriate to grant leave.<br>Proceedings brought or intervened in with leave must not be discontinued, compromised or settled without the leave of the court. |

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| **"2 strikes" rule in relation to remuneration reports** | There is no equivalent of a "2 strikes" rule in relation to remuneration reports in New Zealand. New Zealand companies are not required to publish remuneration reports so shareholders necessarily cannot vote on them.<br><br>There is, however, an obligation to state in the company's annual report, in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director from the company during the relevant accounting period and, in respect of employees or former employees of the company who received remuneration and any other benefits in their capacity as employees during the relevant accounting period, the value of which was or exceeded NZ$100,000 per annum, the number of such employees, stated in brackets of NZ$10,000. | The Corporations Act requires that a company's annual report must include a report by the directors on the company's remuneration framework (called a "remuneration report").<br><br>A resolution must be put to shareholders at each annual general meeting of the company's shareholders (**AGM**) seeking approval for the remuneration report. That approval is advisory only, however, if more than 25% of shareholders vote against the remuneration report at 2 consecutive AGMs (i.e., 2 strikes) an ordinary (50%) resolution must be put to shareholders at the second AGM proposing that a further meeting be held within 90 days at which all of the directors who approved the second remuneration report must resign and stand for re-election. |
| **Related party transactions and interests** | GGL must comply with NZX Listing Rule requirements in respect of related party transactions, except to the extent this obligation is modified by waivers or rulings granted by NZX Regulation in respect of GGL.<br><br>In particular, shareholder approval is required for significant transactions between a listed company and a "related party". The definition of related party catches a number of persons) for example, a director of a listed company, or the holder of a relevant interest in 10% or more of a class of securities of a listed company. A related party who is a party to or a beneficiary of a material transaction (and its associates) are prohibited from voting in favour of a resolution to approve that transaction.<br><br>The Securities Markets Act 1988 requires a director or officer of a public issuer who has a "relevant interest" in a public issuer to give notice of this fact to NZX and to disclose any such relevant interest in the interests register of the public issuer. The Companies Act requires companies to keep an interests register, and this register is often used for the purposes of any disclosures by directors or officers of any such "relevant interests". The companies' annual report must state particulars of entries in the interests register made during the accounting period. | Under the Corporations Act, public companies must obtain shareholder approval before giving a financial benefit to a "related party" of the public company unless an exemption applies. The exemptions include:<br><br>• the arrangement is on arm's length terms;<br><br>• the benefit is reasonable remuneration paid to an officer or employee of the company;<br><br>• the benefit is a reasonable indemnity or insurance premium given to an officer or employee of the company;<br><br>• the benefit is given to a closely held subsidiary; and<br><br>• the benefit is given to all shareholders and does not discriminate other shareholders unfairly.<br><br>In addition, GGL will be required to comply with ASX Listing Rule requirements in respect of related party transactions. Unless an exception applies, shareholder approval is required for:<br><br>• the acquisition of a substantial asset from, or disposal of a substantial asset to, among other persons, a related party or a person who, together with their associates, holds a relevant interest in at least 10% of the total votes attached to the voting securities;<br><br>• issuing or agreeing to issue securities to related parties;<br><br>• increasing the total of directors' payments;<br><br>• certain directors' termination benefits; and<br><br>• directors acquiring securities under an employee incentive scheme.<br><br>The definition of related party includes, among others, entities that control the public company and directors of the public company and of the entity that controls the public company.<br><br>Under the ASX Listing Rules, GGL will also be |

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| | | required to disclose the notifiable interests of its directors at prescribed times and any changes to those notifiable interests. |
| **Disclosure of substantial holdings** | The Securities Markets Act 1988 requires every person who is a "substantial security holder" in a public issuer to give notice to that public issuer and NZX that they are a substantial security holder.<br><br>"Substantial security holder" means, in relation to a public issuer, a person who has a relevant interest in 5% or more of a class of listed voting securities of that public issuer.<br><br>The substantial security holder has ongoing disclosure requirements to notify the public issuer and NZX of certain changes in the number of voting securities in which the substantial security holder has a relevant interest or if there is any change in the nature of any relevant interest in the relevant holding or where that person ceases to be a substantial security holder. | The Corporations Act requires every person who is a substantial holder to notify the listed company and ASX that they are a substantial holder and to give prescribed information in relation to their holding if:<br><br>• the person begins to have, or ceases to have, a substantial holding in the company or scheme:<br><br>• the person has a substantial holding in the company or scheme and there is a movement of at least 1% in their holding; or<br><br>• the person makes a takeover bid for securities of the company.<br><br>A person has a substantial holding if the total votes attached to voting shares in the company in which they or their associates have relevant interests is 5% or more of the total number of votes attached to voting shares in the company, or the person has made a takeover bid for voting shares in the company and the bid period has started and not yet ended.<br><br>These provisions do not apply to GGL as an entity established outside Australia.<br><br>However, GGL will be required to release to ASX any substantial holder notices that are released to NZX. |
| **How takeovers are regulated** | The New Zealand position under the Takeovers Code and Securities Markets Act 1988 is comparable to the Australian position in relation to the regulation of takeovers.<br><br>Substantial security holder notice requirements apply to relevant interests in 5% or more of a company's listed voting securities (as discussed above under the heading "Disclosure of substantial holdings").<br><br>A 20% threshold applies (whereby a person is prevented from increasing the percentage of voting rights held or controlled by them in excess of that threshold or from becoming the holder or controller of an increased percentage of voting rights if they already hold or control more than 20% of the voting rights), subject to certain "compliance options" (including full and partial offers. 5% creep over 12 months in the 50% to 90% range, and acquisitions with shareholder approval).<br><br>Compulsory acquisitions are permitted by persons who hold or control 90% or more of voting rights in a company. | The Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a listed company if any person's voting power in the company will increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.<br><br>Exceptions to the prohibition apply (e.g., acquisitions with shareholder approval, 3% creep over 6 months, rights issues that satisfy prescribed conditions).<br><br>Substantial holder notice requirements apply (as discussed above under the heading "Disclosure of substantial holdings").<br><br>Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.<br><br>The Australian takeovers regime will not apply to GGL as a foreign company. |
| **Filing of documents** | GGL must prepare and file the following documents with the Companies Office every year: | Many of the filing obligations applicable to Australian registered companies under the Corporations Act will not apply to GGL as a registered foreign company. In particular, GGL is |

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| | • annual financial statements as an issuer under the Financial Reporting Act 1993 (including the statement of financial position, statement of financial performance, statement of cashflows, statement of movements in equity, statement of accounting policies, notes to the accounts and an audit report); and<br>• an annual return required under the Companies Act.<br>The Companies Office must also be notified of certain changes (e.g., the appointment or resignation of directors or changes to the Company's constitution). | exempt from the requirement to lodge its annual financial statements with ASIC if this information and accompanying documents has been provided in their entirety to the New Zealand Companies Office. GGL is required to notify ASIC of certain changes (e.g., the appointment or resignation of directors or changes to the Company's constitution). |

Where it is noted that New Zealand law contains comparable provisions to those existing under Australian law, and vice versa, it is emphasised that the summary table only attempts to provide general guidance, and that the detailed provisions may contain differences and may also be subject to differing interpretation by Australian and New Zealand courts.

### Australian Taxation

You should seek your own taxation advice on the implications of an investment in Shares.

### Privacy

If you apply for Shares, you will be asked to provide your personal information (such as your name, address and contact details) to GGL, the Share Registrar and their respective agents who will collect and hold the personal information provided by you in connection with your Application at their respective addresses shown in the Directory. If you provide GGL or the Share Registrar with the personal information of another person (such as a joint applicant or your authorised representative), then you must tell that person that their personal information has been provided to GGL or the Share Registrar and notify them of the matters contained in this privacy statement.

Personal information provided by you will be used for:

- the purposes of considering, processing and corresponding with you about your Application;
- managing and administering your holding of Shares, including sending you information concerning GGL, your Shares and other matters GGL considers may be of interest to you by virtue of your holding of Shares; and
- sending you information about GGL's products and services.

To do these things, GGL or the Share Registrar may disclose your personal information to their related companies, respective agents, contractors or third party service providers to whom they outsource services such as mailing and registry functions. GGL or the Share Registrar may also disclose your personal information to ASX, NZX or other regulatory authorities in Australia or New Zealand.

Failure to provide the required personal information may mean that your Application is not able to be processed efficiently, if at all.

If you become a Shareholder, your information may be used or disclosed from time to time to facilitate dividend payments and corporate communications and for compliance by GGL with legal and regulatory requirements in both Australia and New Zealand. As GGL's share registry is kept in New Zealand, GGL and/or the Share Registrar may hold your personal information in, or disclose your personal information to third parties located in, New Zealand.

GGL or the Share Registrar will otherwise collect, hold, use and disclose your personal information in accordance with their respective privacy policies, which sets out how you may access and correct the personal information that they hold about you and how to lodge a complaint relating to their treatment of your personal information. You can request a copy of the privacy policies of GGL or the Share Registrar by telephoning or writing to GGL or the Share Registrar (as applicable) using the details shown in the Directory.