

Appendix 1A

ASX Listing Application and Agreement

This form is required by listing rule 1.7 to be used by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).

All entity's seeking admission to the +official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.

The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and +quotation of its +securities. If it does, publication does not mean that the entity will be admitted or that its +securities will be quoted.

Name of entity

ARBN

Gentrack Group Limited (NZ Company Number 3768390)

169 195 751

We (the entity named above) apply for admission to the +official list of ASX Limited (ASX) as an ASX Listing and for +quotation of the following +securities:

	Number to be quoted	+Class
+Main class of +securities	Up to 75,700,000 shares	Ordinary
Additional +classes of +securities to be quoted (if any) [Do not include +CDIs]		

We agree:

1. Our admission to the +official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list, the suspension or ending of +quotation of our +securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.
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.

+ See chapter 19 for defined terms.

- The +securities to be quoted comply with listing rule 2.1 and there is no reason why the +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 and section 1016E of the Corporations Act do 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 601MB(1), 737, 738, 992A, 992AA 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, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. 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 (or will be) true and complete.
 5. We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
 6. The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.
 7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
 8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
 9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
 10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:

+ See chapter 19 for defined terms.

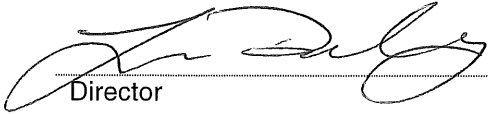
- We will satisfy the +technical and performance requirements of the +approved CS facility and meet any other requirements the +approved CS facility imposes in connection with approval of our +securities.
 - When +securities are issued we will enter them in the +approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the +securities for which +quotation is sought.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility, we confirm that either:
- we have given a copy of this application to the +approved CS facility in accordance with the operating rules of the +approved CS facility ; or
- we ask ASX to forward a copy of this application to the +approved CS facility.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- The +approved CS facility is irrevocably authorised to establish and administer a subregister in respect of +CDIs.
 - We will make sure that +CDIs are issued over +securities if the holder of quoted +securities asks for +CDIs.
13. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's +securities cannot be approved under the operating rules of the +approved CS facility:
- we have given a copy of this application to the approved CS facility in accordance with the operating rules of the +approved CS facility; or
- we ask ASX to forward a copy of this application to the +approved CS facility.

+ See chapter 19 for defined terms.

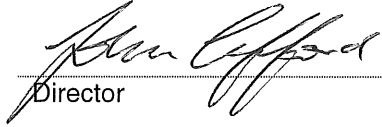
Dated: 29 May 2014

Executed as a deed:

Executed by **Gentrack Group Limited** ARBN
169 195 75:


Director

TRAVIS DOCKING
Name of director
(BLOCK LETTERS)


Director

JOHN CLIFFORD
Name of director
(BLOCK LETTERS)

You must complete, date and sign this agreement so that it takes effect as a deed. If the entity is an Australian company, the signatures of a director and a director/company secretary will be required. If the entity is an Australian trust, the signatures of a director and a director/company secretary of the responsible entity of the trust will be required. If the entity is established outside Australia, execution will have to comply with requirements for a deed in both the place of establishment of the entity and in Australia. If this agreement is signed under a power of attorney, please attach a copy of the power of attorney.

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⁺ See chapter 19 for defined terms.

Information Form and Checklist

(ASX Listing)

Name of entity

ABN/ARBN/ARSN

Gentrack Group Limited

ARBN 169 195 751

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Please complete each applicable item. If an item is not applicable, please state so.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Terms used in this Information Form and Checklist have the same meaning as in the ASX listing rules.

Part 1 – Key Information

All entities – corporate details

Place of incorporation or establishment	New Zealand
Date of incorporation or establishment	4 April 2012
Legislation under which incorporated or established	Companies Act 1993 (New Zealand)
Address of registered office in place of incorporation or establishment	25 College Hill, Freemans Bay, Auckland, 1011, New Zealand
Main business activity	Design, development, implementation and support of specialist software solutions for energy utilities, water companies and airports.
Other exchanges on which the entity is listed	NZX (dual listing under the trans-Tasman mutual recognition scheme for the offers of securities)
Street address of principal administrative office	25 College Hill, Freemans Bay, Auckland, 1011, New Zealand
Postal address of principal administrative office	25 College Hill, Freemans Bay, Auckland, 1011, New Zealand
Telephone number of principal administrative office	+64 (0) 9 966 6090
E-mail address for investor enquiries	investor-relations@gentrack.com
Website URL	www.gentrack.com

All entities – management details¹

Full name and title of CEO/managing director	James Edward Docking
Full name and title of chairperson of directors	John Patrick Clifford
Full names of all existing directors	John Patrick Clifford (Non-executive Chairman and director) James Edward Docking (Chief Executive Officer and executive director) Richard Andrew Bennett Coupe (Non-executive director) Leigh Warren (Non-executive director) Graham Shaw (Non-executive director)
Full names of any persons proposed to be appointed as additional or replacement directors	Not applicable
Full name and title of company secretary	Not applicable

All entities – ASX contact details²

Full name and title of ASX contact(s)	Jon Kershaw, Commercial Manager
Business address of ASX contact(s)	Level 3, 25 College Hill, Freemans Bay, Auckland 1011
Business phone number of ASX contact(s)	+64 9 966 6090 (x. 777)
Mobile phone number of ASX contact(s)	+64 9 27 474 0801
Email address of ASX contact(s)	jonk@gentrack.com

All entities – auditor details³

Full name of auditor	KPMG
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All entities – registry details⁴

Name of securities registry	Link Market Services
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¹ If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

² Under Listing Rule 1.1 condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

³ If the applicant's auditor is not from a well-known firm, ASX will generally require the applicant to provide information about the qualifications and experience of the auditor for release to the market before quotation commences.

⁴ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

Address of securities registry	Level 7, Zurich House, 21 Queen Street, Auckland PO Box 91976, Auckland 1142
Phone number of securities registry	+64 9 375 5999
Fax number of securities registry	+64 9 375 5990
Email address of securities registry	enquiries@linkmarketservices.com
Type of subregisters the entity will operate ⁵	CHESS subregister Issuer sponsored subregister

All entities – key dates

Annual balance date	30 September
Month in which annual meeting is usually held (or intended to be held) ⁶	February
Months in which dividends or distributions are usually paid (or are intended to be paid)	Refer to Section 9 (pages 56 & 70) of the Prospectus. Refer to Section 10 (page 59) of the Investment Statement. Gentrack intends to pay dividends at between 70-80% of NPATA (defined as net profit after tax adjusted for the amortisation of acquisition related intangibles), subject to the Company's outlook and its capital and liquidity requirements. The Company intends to pay dividends (if any) semi-annually, typically in June and December of each year and to impute and / or frank dividends to the greatest extent possible.

Trusts – additional details

Name of responsible entity	Not applicable
Duration of appointment of directors of responsible entity	Not applicable
Full names of the members of the compliance committee (if any)	Not applicable

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	Gentrack Group Australia Pty Ltd ACN 157 712 359 Level 9, 390 St Kilda Road, Melbourne, Victoria 3004
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⁵ For example, CHESS and certificated subregisters.

⁶ May not be applicable to some trusts.

If the entity has or intends to have a certificated subregister for quoted securities, the location of Australian security registers	Not applicable
Address of registered office in Australia (if any)	C/- Gentrack Pty Ltd Level 9, 390 St Kilda Road, Melbourne, Victoria, 3004

Part 2 – Checklist Confirming Compliance with Admission Requirements

Note: it will assist ASX and speed up its review of the application if the various documents referred to in this checklist (other than the 25 copies of the applicant's Prospectus, Product Disclosure Statement or Information Memorandum referred to in item 4) were provided in a folder separated by numbered tabs.

All entities – key supporting documents

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

1. Copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)
2. Copy of the entity's constitution in accordance with listing rule 1.1 condition 1A

Attached. Refer to Annexure A

Attached. Refer to Annexure B for copies of the current constitution of Gentrack and the constitution that will come into effect immediately prior to the allotment of the offer shares (**New Constitution**) at which time the current constitution will cease to have effect. The New Constitution has been approved by the existing shareholders of Gentrack and NZX. If the offer does not proceed, the current constitution will remain in full force and effect.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

3. Either:
(a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or
(b) a completed checklist that the constitution complies with the listing rules,⁷ in accordance with listing rule 1.1 condition 2

The New Constitution (as defined in Item 2 and attached at Annexure B) complies with the provisions of Appendix 15A.

Rule 2.3 of the New Constitution provides that:

If the Company is admitted to the Official List of ASX, the following clauses apply:
(a) notwithstanding anything contained in this Constitution, if the ASX Listing Rules prohibit an act being done, the act shall not be done;
(b) nothing contained in this Constitution prevents an act being done that the ASX Listing Rules require to be done;
(c) if the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);
(d) if the ASX Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;
(e) if the ASX Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision; and
(f) if any provision of this Constitution is or becomes inconsistent with the ASX Listing Rules, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

4. An electronic version and 25 copies of the Prospectus, Product Disclosure Statement or Information Memorandum being lodged with ASX in accordance with listing rule 1.1 condition 3

An electronic copy of the prospectus and investment status (prepared in accordance with New Zealand securities law) dated 26 May 2014 (**Offer Documents**) and lodged with ASIC on 26 May 2014 is on the enclosed CD. 20 copies of the Offer Documents are provided with this application

5. If the entity's corporate governance statement is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement in accordance with listing rule 1.1 condition 13

Attached. Refer to Annexure C

6. If the entity will be included in the S & P All Ordinaries Index on admission to the official list,⁸ confirmation that it will have an audit committee in accordance with listing rule 1.1 condition 13

Confirmed. Refer to Section 7 (page 40) of the Prospectus

⁷ An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

⁸ If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | |
|-----|--|---|
| 7. | <input type="checkbox"/> If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ⁹ confirmation that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the audit committee in accordance with listing rule 1.1 condition 13 | Not applicable |
| 8. | <input checked="" type="checkbox"/> Original executed agreement with ASX that documents may be given to ASX and authenticated electronically in accordance with listing rule 1.1 condition 14 ¹⁰ | Agreement attached. Refer to Annexure D |
| 9. | <input checked="" type="checkbox"/> If the entity's trading policy is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's trading policy in accordance with listing rule 1.1 condition 15 | Policy attached. Refer to Annexure E |
| 10. | <input type="checkbox"/> If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹¹ confirmation that it will have a remuneration committee comprised solely of non-executive directors in accordance with listing rule 1.1 condition 16 | Not applicable |
| 11. | <input checked="" type="checkbox"/> For each director or proposed director, ¹² a list of the countries in which they have resided over the past 10 years | John Patrick Clifford - Australia
James Edward Docking – New Zealand
Graham John Shaw – New Zealand
Leigh Warren – Australia and Singapore
Richard Andrew Bennett Coupe – New Zealand |
| 12. | <input checked="" type="checkbox"/> For each director or proposed director ¹³ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old ¹⁴ | Attached. Refer Annexure F |

⁹ If the entity is unsure whether they will be included in the the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹⁰ An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

¹¹ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹² If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹³ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁴ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

13. For each director or proposed director¹⁵ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:
- (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
 - (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),
- or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved¹⁶

Attached. Refer Annexure G

14. For each director or proposed director¹⁷ who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index which is not more than 12 months old¹⁸

Attached. Refer Annexure H

15. For each director or proposed director¹⁹ who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved²⁰

Attached. Refer Annexure I

¹⁵ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁶ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁷ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁸ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

¹⁹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

²⁰ This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

16. A statutory declaration from each director or proposed director²¹ confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
 - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
 - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the listing rules applicable to that entity; and
 - (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,
- or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved²²

Attached. Refer Annexure J

17. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

Attached. Refer Annexure K

²¹ If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

²² This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

18. **Payment for the initial listing fee (including GST).**
 Payment can be made via electronic funds transfer or cheque made payable to ASX Operations Pty Ltd. Contact ASX Listings Compliance for EFT details. Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator:
<http://www.asx.com.au/professionals/cost-listing.htm>

\$156,304 plus GST to be paid by EFT on 28 May 2014. Refer to Annexure L for copy of ANZ Direct Online Payment confirmation

All entities – capital structure

19. A table showing the existing and proposed capital structure of the entity, broken down as follows:
 (a) the number and class of each equity security and each debt security currently on issue; and
 (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
 (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.
 Note: This applies whether the securities are quoted or not.

Refer to Section 10 (pages 86 & 88) of the Prospectus and Section 10 (pages 53 & 55) of the Investment Statement for details of the capital structure of the Company.
 All preference shares currently on issue in the capital of the company will be converted to ordinary shares immediately prior to the allotment of the Shares under the Offer.

20. For each class of securities referred to in the table mentioned in item 19, the terms applicable to those securities
 Note: This applies whether the securities are quoted or not.
 For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).
 For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates
 For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

Refer to section 10 (pages 91 & 102 - 103) of the Prospectus and Section 10 (page 58) of the Investment Statement for details of the terms applicable to the securities listed in item 19 above.

21. Confirmation that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (listing rule 2.1 condition 2)

Confirmed
 The indicative issue price for the securities under the offer will be between \$2.00 and \$2.50 (NZD).
 The issue price will be set after the conclusion of the bookbuild process and may be within, above or below this range. The issue price will exceed 20 cents (AUD) in cash.

22. If the entity has or proposes to have any options on issue, confirmation that the exercise price for each underlying security is at least 20 cents in cash (listing rule 1.1 condition 11)

Not applicable

23. If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities

Not applicable

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | |
|-----|--|--|
| 24. | <input type="checkbox"/> Details of any rights granted to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities
Note: This applies whether the securities are quoted or not. | Not applicable |
| 25. | <input type="checkbox"/> If the entity has any partly paid securities and it is not a no liability company, the entity's call program setting out the date and amount of each proposed call and whether it allows for any extension for payment of a call | Not applicable |
| 26. | <input type="checkbox"/> The terms of any employee incentive scheme | Not applicable.

At the date of this Prospectus, Gentrack does not have an employee incentive plan in place, nor does it have any plans to introduce such a plan in the near term. However, Gentrack may, in the future, introduce an employee incentive plan if the Board considers that it would be an effective way of providing continuing incentives to Gentrack's key employees.

Some employees of the Company will be offered shares under the Offer. |
| 27. | <input checked="" type="checkbox"/> The terms of any dividend or distribution plan | Refer to Section 9 (pages 56 & 70) of the Prospectus and Section 10 (page 59) of the Investment Statement.

Gentrack intends to pay dividends at between 70-80% of NPATA (defined as net profit after tax adjusted for the amortisation of acquisition related intangibles), subject to the Company's outlook and its capital and liquidity requirements. The Company intends to pay dividends (if any) semi-annually, typically in June and December of each year and to impute and / or frank dividends to the greatest extent possible. |
| 28. | <input checked="" type="checkbox"/> Details of all issues of securities (in all classes) in the last 5 years. Indicate clearly any issues for consideration other than cash | Refer to section 12 (page 103, 106 & 108) of the Prospectus for details of securities issued in the last 5 years including those issued for consideration other than cash (refer to page 108 of the Prospectus for a summary of those securities. This information is also set out in Section 10 (page 62) of the Investment Statement |
| 29. | <input type="checkbox"/> A copy of every Prospectus, Product Disclosure Statement or Information Memorandum issued in connection with any issue of securities (in all classes) in the last 5 years. | Not applicable |
| 30. | <input type="checkbox"/> A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years | Not applicable |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

All entities – other information

- | | | |
|-----|---|--|
| 31. | <input checked="" type="checkbox"/> A brief history of the entity | Refer to Section 6 (pages 24 - 33) of the Prospectus and Section 6 (pages 23 – 32) of the Investment Statement |
| 32. | <input checked="" type="checkbox"/> Details of the entity's existing and proposed activities and level of operations | Refer to Section 6 (pages 24 - 33) of the Prospectus and Section 6 (pages 23 – 32) of the Investment Statement. |
| 33. | <input checked="" type="checkbox"/> A copy of the entity's most recent annual report | Attached. Refer to Annexure M |
| 34. | <input type="checkbox"/> A copy of the entity's most recent half yearly financial statements | Not applicable - Gentrack does not prepare half yearly financial statements. |
| 35. | <input checked="" type="checkbox"/> If the entity has any child entities, a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests) | Refer to Section 12 (page 103) of the Prospectus |
| 36. | <input checked="" type="checkbox"/> Copies of all material contracts referred to in the Prospectus, Product Disclosure Statement or Information Memorandum (including any underwriting agreement) plus the page reference in the Prospectus, Product Disclosure Statement or Information Memorandum where they are summarised | Refer to section 12 (page 110) of the Prospectus for a summary of all of the material contracts referred to in the Prospectus.

Copies of the material contracts (Deeds of Embargo, Agreement for sale and purchase of shares in Gentrack Group Limited and Offer Management Agreement) are attached at Annexure N. |
| 37. | <input checked="" type="checkbox"/> If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a related entity has entered into with:
(a) its chief executive officer (or equivalent)
(b) any of its directors or proposed directors; or
(c) any other person or entity who is a related party of the persons referred to in (a) or (b) above.

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust. | Refer to Section 7 (pages 41 - 42) of the Prospectus for details of the remuneration, incentive and indemnity arrangements between the company and the chief executive officer and each of the directors of the company. |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

38. Confirmation that the material contracts summarised in the entity's Prospectus, Product Disclosure Statement or Information Memorandum include any material contract(s) the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
 - (b) any of its directors or proposed directors; or
 - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above
- Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust.
- Confirmed
39. If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a statement as to whether directors²³ are entitled to participate in any employee incentive scheme and, if so, the extent to which they currently participate or are proposed to participate
- Not applicable.
- As at the date of this Prospectus, Gentrack does not have an employee incentive plan in place, nor does it have any plans to introduce such a plan in the near term. However, Gentrack may, in the future, introduce an employee incentive plan if the Board considers that it would be an effective way of providing continuing incentives to Gentrack's key employees.
- Directors of the company may apply for Shares under the Offer.
40. Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist
- Confirmed

Entities that are trusts

41. Evidence that the entity is a registered managed investment scheme
- Not applicable
42. Confirmation that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust
- Not applicable

Entities applying under the profit test (listing rule 1.2)

43. Evidence that the entity is a going concern (or successor)
- Refer to Item 47 below
44. Evidence that the entity has been in the same main business activity for the last 3 full financial years
- Refer to Item 47 below
45. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million
- Refer to Item 47 below

²³ If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

46. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000

Refer to Annexure R for email from Kiri Smith (Finance Manager – Gentrack Group Limited) dated 29 May 2014 confirming that the profit for the 12 months ended 30 April 2014 was NZD \$6,776,000.

47. Audited accounts for the last 3 full financial years and audit reports

The audited accounts for the last 3 full financial years were provided to Simone Papas of the ASX on 7 April 2014 and 9 April 2014.

Refer Annexure O for copies of emails dated 7 April and 9 April 2014 to Simone Papas containing copies of the audited accounts and a copy of letter from ASX dated 17 April 2014 in respect of ASX's application of ASX Listing Rule 9.1.3.

Refer to Section 9.2.1 (pages 52 - 61) of the Prospectus and Section 9.2 (44 – 42) of the Investment Statement for an explanation of the financial accounts.

48. Half yearly accounts (if required) and audit report or review

Not applicable (see Item 34)

49. Pro forma statement of financial position and review

Refer to Section 9.4 (pages 62 - 78) of the Prospectus and Section 9.2 (pages 46 – 47) of the Investment Statement

50. Statement from all directors²⁴ confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application

The signed statement is attached at Annexure P.

Entities applying under the assets test (listing rule 1.3)

51. Evidence that the entity:
- (a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million; or
 - (b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or
 - (c) is a pooled development fund with net tangible assets of at least \$2 million

Not applicable

²⁴ If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | |
|-----|--|----------------|
| 52. | <input type="checkbox"/> Evidence that:
(a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; or
(b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) | Not applicable |
| 53. | <input type="checkbox"/> A statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required) | Not applicable |
| 54. | <input type="checkbox"/> Accounts for the last 3 full financial years (or shorter period if ASX agrees) and audit report or review or statement that not audited or not reviewed | Not applicable |
| 55. | <input type="checkbox"/> If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report, review or statement that not audited or not reviewed | Not applicable |
| 56. | <input type="checkbox"/> Pro forma statement of financial position and review | Not applicable |

Entities with restricted securities

- | | | |
|-----|---|----------------|
| 57. | <input type="checkbox"/> A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application | Not applicable |
| 58. | <input type="checkbox"/> A completed ASX Restricted Securities Table ²⁵ | Not applicable |
| 59. | <input type="checkbox"/> Copies of all restriction agreements entered into in relation to restricted securities | Not applicable |
| 60. | <input type="checkbox"/> Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity | Not applicable |

Entities with classified assets²⁶

All mining exploration entities, oil and gas exploration entities and any other entity that has acquired, or entered into an agreement to acquire a classified asset within 2 years of the date of this application, must give ASX the following information.

- | | | |
|-----|---|----------------|
| 61. | <input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity | Not applicable |
|-----|---|----------------|

²⁵ An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

²⁶ The term "classified asset" is defined in Listing Rule 19.12.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | |
|-----|---|----------------|
| 62. | <input type="checkbox"/> If the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to the entity | Not applicable |
| 63. | <input type="checkbox"/> The date that the vendor acquired the classified asset | Not applicable |
| 64. | <input type="checkbox"/> The method by which the vendor acquired the classified asset, including whether by agreement, exercise of option or otherwise | Not applicable |
| 65. | <input type="checkbox"/> The consideration passing directly or indirectly from the vendor (when the vendor acquired the asset), and whether the consideration has been provided in full | Not applicable |
| 66. | <input type="checkbox"/> Full details of the classified asset, including any title particulars | Not applicable |
| 67. | <input type="checkbox"/> The work done by or on behalf of the vendor in developing the classified asset. In the case of a mining tenement or a petroleum tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX) | Not applicable |
| 68. | <input type="checkbox"/> The date that the entity acquired the classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full, including confirmation of whether the entity has complied with listing rule 1.1 condition 10 if applicable | Not applicable |
| 69. | <input type="checkbox"/> A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached) | Not applicable |

Mining exploration entities and oil and gas exploration entities

- | | | |
|-----|---|----------------|
| 70. | <input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity | Not applicable |
|-----|---|----------------|

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- | | | | |
|-----|--------------------------|--|----------------|
| 71. | <input type="checkbox"/> | A map or maps of the mining tenements or petroleum tenements prepared by a competent person or a qualified petroleum reserves and resources evaluator. The map(s) must:
(a) indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements;
(b) be dated; and
(c) identify the competent person or the qualified petroleum reserves and resources evaluator and the report to which they relate | Not applicable |
| 72. | <input type="checkbox"/> | A schedule of mining tenements or petroleum tenements prepared by a competent person or qualified petroleum reserves and resources evaluator. The schedule must state in relation to each mining tenement or petroleum tenement:
(a) the geographical area where the mining tenement or petroleum tenement is situated;
(b) the nature of the title to the mining tenement or petroleum tenement;
(c) whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and
(d) the person in whose name the title to the mining tenement or petroleum tenement is currently held | Not applicable |
| 73. | <input type="checkbox"/> | If the entity has acquired an interest or entered into an agreement to acquire an interest in a mining tenement or a petroleum tenement from any person, a statement detailing the date of the acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor | Not applicable |
| 74. | <input type="checkbox"/> | A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each mining tenement and petroleum tenement or, where appropriate, each group of tenements | Not applicable |
| 75. | <input type="checkbox"/> | A declaration of conformity or otherwise with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves appended to the listing rules, for any public reports on exploration results, mineral resources and ore reserves and a declaration of conformity or otherwise with the SPE PRMS for any public reports on petroleum reserves, contingent resources and prospective resources | Not applicable |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

Entities incorporated or established outside of Australia

- | | | |
|-----|---|--|
| 76. | <input checked="" type="checkbox"/> Evidence that the entity is registered as a foreign company in Australia | Attached. Refer to Annexure Q |
| 77. | <input checked="" type="checkbox"/> Confirmation that the entity's Prospectus, Product Disclosure Statement or Information Memorandum includes a clear statement of its place of incorporation or registration and a statement to the effect that:
"As [<i>name of entity</i>] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [<i>insert name of governing legislation</i>] and [<i>insert name of corporate regulator administering that legislation</i>]." | Confirmed. Refer to Section 13 (page 116) of the Prospectus and page 3 of the Information for Australian Investors |
| 78. | <input checked="" type="checkbox"/> A concise summary ²⁷ of the rights and obligations of security holders under the law of its home jurisdiction covering: <ul style="list-style-type: none">• what types of transactions require security holder approval;• whether security holders have a right to request or requisition a meeting of security holders;• whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;• how changes in the rights attaching to securities are regulated;• what rights do security holders have to seek relief for oppressive conduct;• what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and• whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act | Refer to Section 13 (pages 117 - 121) of the Prospectus and pages 4 – 8 of the Information for Australian Investors. |
| 79. | <input checked="" type="checkbox"/> A concise summary ²⁸ of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction | Refer to Section 13 (page 120) of the Prospectus and page 7 of the Information for Australian Investors. |

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

²⁷ The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

²⁸ See note 27 above.

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, 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
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price; and
- Any other information that ASX may require under listing rule 1.17.²⁹

²⁹ Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in listing rule 1 condition 7.