

*Gentrack*

Gentrack Group Limited

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# NOTICE OF ANNUAL MEETING\_

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[www.gentrack.com](http://www.gentrack.com)

## LETTER FROM THE CHAIRMAN\_

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### DEAR SHAREHOLDER

I invite you to the first annual shareholders meeting of Gentrack Group Limited ("Gentrack") following our flotation on 25 June 2014. The meeting will be held on Thursday 26 February 2015 at 4.00pm (NZT) at the Royal New Zealand Yacht Squadron, 101 Curran Street, Westhaven, Auckland, New Zealand.

The Gentrack CEO, James Docking and I will speak about Gentrack's performance during the financial year to 30 September 2014 and our plans for 2015, with the opportunity for shareholders to ask questions.

In the formal part of the meeting, you will be asked:

- To vote to authorise the Board to set the remuneration of the auditors;
- To vote on the election of Graham Shaw and Andy Coupe as directors of Gentrack, following their appointment by the Board in March 2014 and April 2014 respectively; and
- To vote on the re-election of Leigh Warren as a director of Gentrack who retires by rotation at the meeting.

You can read about the respective backgrounds of Graham, Andy and Leigh in the Meeting notes enclosed

with this letter. The Board unanimously supports the re-election of Leigh and the election of Graham and Andy as directors of Gentrack.

If you cannot attend the meeting, I encourage you to complete the proxy appointment and vote online before 4.00pm (NZT) on Tuesday 24 February 2015.

Alternatively, please complete the Proxy Form and return it to Link Market Services.

**For shareholders attending the meeting, please bring the enclosed Proxy/Admission Form with you to help us with your registration on the day.**

You are invited to join the Board and management for drinks at the conclusion of the meeting. I look forward to seeing you then, and thank you for your ongoing support.

Yours sincerely



John Clifford  
Chairman  
23 January 2015

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS\_

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Notice is hereby given that the Annual Meeting of shareholders of Gentrack Group Limited will be held at 4.00pm (NZ time) on Thursday 26 February 2015 at the Royal New Zealand Yacht Squadron, 101 Curran Street, Westhaven, Auckland, New Zealand.

### ITEMS OF BUSINESS

- A. Chairman's introduction
- B. Addresses to shareholders
- C. Shareholder discussion
- D. Resolutions


### RESOLUTIONS

To consider, and if thought fit, to pass the following ordinary resolutions:

1. **Auditors' Remuneration:** That the Board is authorised to fix the auditors' remuneration.
2. **Election of Graham Shaw:** That Graham Shaw, appointed by the Board as an additional director on 26 March 2014, be elected as a director of Gentrack Group Limited.
3. **Election of Andy Coupe:** That Andy Coupe, appointed by the Board as an additional director on 23 April 2014, be elected as a director of Gentrack Group Limited.
4. **Re-election of Leigh Warren:** That Leigh Warren be re-elected as a director of Gentrack Group Limited.

Further information relating to these resolutions is set out in the Meeting Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

By order of the Board



John Clifford  
Chairman  
23 January 2015



### **RESOLUTION 1: APPOINTMENT OF AUDITORS AND AUDITORS' REMUNERATION**

KPMG is the auditor of Gentrack Group Limited and has indicated its willingness to continue in office. The Companies Act 1993 provides that a company's auditor is automatically reappointed unless the shareholders resolve to appoint a replacement auditor or there is some other reason for the auditor not to be reappointed.

Section 207S of the Companies Act 1993 further provides that the auditors' fees and expenses must be fixed by the company or in the manner that the company determines at a shareholders' meeting. In this case, shareholders are being asked to resolve that the directors are authorised to fix the auditors' remuneration.

### **RESOLUTIONS 2, 3 AND 4: DIRECTOR ELECTIONS AND RE-ELECTION**

Graham Shaw and Andy Coupe were appointed by the Board as non-executive directors in March and April 2014 respectively, prior to the IPO. As they were appointed by the Board, it is a requirement that their appointment be considered by shareholders at the Annual Meeting.

Leigh Warren was appointed by the Board in May 2012 as a non-executive director. He retires by rotation and offers himself for re-election again this year.

The Board unanimously supports the elections of Graham Shaw and Andy Coupe and the re-election of Leigh Warren.

### **PROFILES**

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#### **GRAHAM SHAW**

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##### **Independent/Non-Executive Director**

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Graham is a chartered accountant with 30 years' business experience. Graham spent ten years at KPMG before moving into senior corporate positions, including CEO of Works Infrastructure and CEO of Kensington Swan. Graham currently serves on a number of boards including the Board of Xero Limited, where he chairs the Audit and Risk Management Committee.

Graham has a Bachelors degree in Commerce. He is a Member of the New Zealand Institute of Chartered Accountants and the Institute of Directors in New Zealand, a Fellow of the New Zealand Institute of Management, and a Companion of the Institution of Professional Engineers of New Zealand.

Graham is also the Chair of the Audit and Risk Committee and a member of the Nominations and Remuneration Committee for Gentrack Group Limited.

Graham lives in Wellington, New Zealand.



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**ANDY COUPE**

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**Independent/Non-Executive Director**

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Andy is a former investment banker with more than 30 years' experience, and is a member of the Institute of Directors. Andy currently chairs the Board of Farmright Limited, and serves on the boards of Solid Energy New Zealand Limited (where he chairs the Audit and Risk Committee) and three NZX listed investment companies, Kingfish Limited, Barramundi Limited and Marlin Global Limited. Andy has a Bachelors degree in Law.

Andy is also a member of the Audit and Risk Committee for Gentrack Group Limited.

Andy lives in Auckland, New Zealand.



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**LEIGH WARREN**

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**Independent/Non-Executive Director**

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Leigh has over 25 years' experience in the Information Technology sector and has held several executive positions with large multinational software companies, including that of Managing Director for Oracle in South Africa and Australia-New Zealand, Chief Operating Officer for SAP in North Asia, President of Ventyx Europe, Middle East, India and Africa, and Vice President Asia Pacific for BlueCoat systems. Leigh is also a Non-Executive Director for ASX listed Objective Software and Hong Kong based Solution Access.

Leigh is also a member of the Nominations and Remuneration Committee for Gentrack Group Limited.

Leigh lives in Melbourne, Australia.



## IMPORTANT INFORMATION

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### PROXIES

Any shareholder entitled to attend and vote at the Annual Meeting can appoint a 'proxy' to attend and vote. If you appoint a proxy, you can either direct your proxy how to vote or let them decide on the day on your behalf. If you do not tick a box for a particular resolution, then your proxy will abstain from voting.

To appoint your proxy online, please see the instructions below:

#### New Zealand Register Holders

Please visit <https://investorcentre.linkmarketservices.co.nz/voting/GTK> and follow the prompts to complete your proxy appointment and vote online. You will require your CSN/Holder Number and FIN.

#### Australian Register Holders

Please visit <https://investorcentre.linkmarketservices.com.au/voting/GTK> and follow the prompts to complete your proxy appointment and vote online. You will require your Holder Number and postcode.

Note: If you have previously registered a Link Investor Centre Portfolio, log in to your portfolio and select the 'voting' option from the top menu.

Alternatively, please complete and return your Proxy Form in one of the methods described on the reverse of the Proxy Form.

The completed Proxy Form must be received by Link Market Services no later than **4.00pm (NZT) on Tuesday 24 February 2015**. Forms received after this will not be valid.

### ORDINARY RESOLUTION

The meeting is held to pass the ordinary resolutions set out above. An ordinary resolution is one passed by a simple majority of votes from shareholders entitled to vote.

### VOTING

Voting entitlements for the meeting will be determined as at **4.00pm (NZT) on Tuesday 24 February 2015**. Registered shareholders will be the only people entitled to vote, and only the shares registered in those shareholders' names may be voted at the meeting.

### FURTHER QUERIES

If you have any questions, please contact Gentrack Group Limited's Company Secretary, Jon Kershaw, on +64 9 966 6090.



## ANNUAL MEETING LOCATION\_

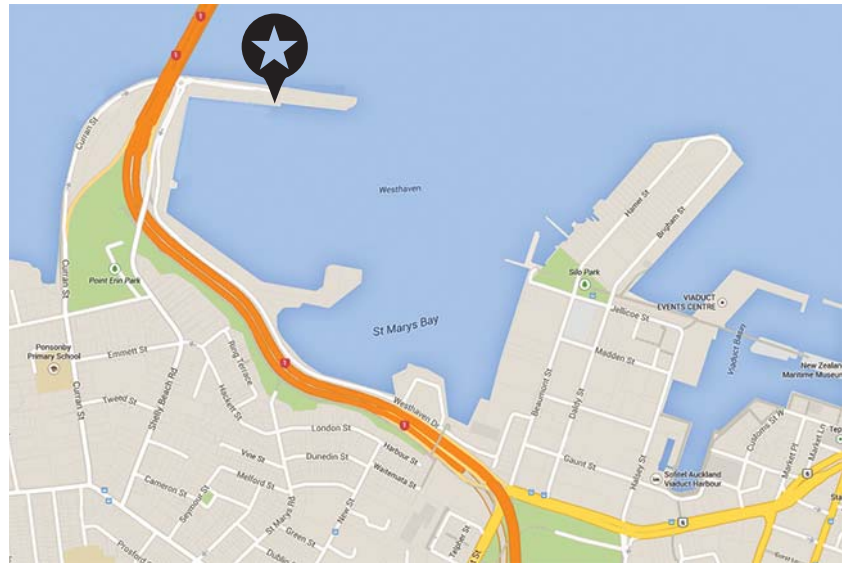
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**Royal New Zealand Yacht Squadron**  
101 Curran Street,  
Westhaven  
Auckland 1011



Thursday 26 February 2015  
commencing at 4.00pm.



### **PARKING:**

There is abundant complimentary parking in front of the Squadron and around Westhaven Marina. Please do not park in spaces marked "Members Only".





***Gentrack***

**Gentrack Group Limited**

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ARBN 169 195 751



**ANNUAL MEETING OF SHAREHOLDERS  
PROXY FORM/ADMISSION CARD**



The Annual Meeting of Shareholders of Gentrack Group Limited (Company) will be held at 4:00pm (NZT) on Thursday 26 February 2015 at the Royal New Zealand Yacht Squadron, 101 Curran Street, Westhaven, Auckland, New Zealand.

CSN/Holder Number:

**PROXY FORM/ADMISSION CARD/BALLOT PAPER**

If you propose to ATTEND the Annual Meeting please bring this Admission Card/Proxy Form INTACT to the meeting as it is required for registration at the meeting.

If you DO NOT propose to ATTEND the Annual Meeting please complete and sign the Proxy Form and Voting Instructions below (keep intact), and lodge it, to be received by Link Market Services (the share registry), no later than 4:00pm (NZT) on Tuesday 24 February 2015. Proxies need to be lodged as per the instructions on the reverse of this form.

You can also appoint your proxy and vote on the resolutions below online, as per the instructions on the reverse of this form. You may appoint the Chairperson of the Meeting as your proxy by entering "Chairperson of the Meeting" in the box below

I/We being a shareholder(s) of Gentrack Group Limited

Hereby appoint  of   
(full name of proxy) (full address)

Or failing that person    
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to held at 4:00pm (NZT) on Thursday 26 February 2015 and at any adjournment of that meeting.

**VOTING INSTRUCTIONS**

Ordinary Business		Tick (✓) in box to vote			
This form is to be used to vote as follows on the following:					
As ordinary resolutions		For	Against	Abstain	Discretion
1	That the Board is authorised to fix the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	That Graham Shaw, appointed by the Board as an additional director on 26 March 2014, be elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	That Andy Coupe, appointed by the Board as an additional director on 23 April 2014, be elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	That Leigh Warren be re-elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature(s)

**All shareholders must sign.**

Contact name:  Contact number:

**Please provide Link with your mobile contact number to enable us to contact you regarding this proxy and your investment if required.**

**NOTES:**

1. A shareholder entitled to attend and vote is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her and that proxy or representative need not also be a shareholder. Voting entitlements will be determined based on registered shareholders as at 4:00pm (NZT) on Tuesday 24 February 2015 (being 48 hours prior to the Annual Meeting of Shareholders).
2. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of a joint shareholding, the Proxy Form must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.
3. This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be lodged to be received at the office of Link Market Services Limited, in any manner as per the instructions below, not later than 4:00pm on Tuesday 24 February 2015.
4. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting provided the proxy is eligible to vote on that matter.
5. The Chairman of the Meeting is willing to act as a proxy. "Chairman of the Meeting" should be inserted as the name of your proxy on the front of this form if you wish the Chairman to act.
6. If this Proxy Form is returned duly signed by a shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chairman of the Meeting is deemed to be the proxy for the purpose of that form but only to the extent of the voting instructions as provided.
7. If you have questions regarding your voting please call the Link Market Services investor helpline on: +64 9 375 5998 between 8:30am and 5:00pm or email [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz).

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**PROXIES MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED NO LATER THAN 4:00PM (NZT) ON TUESDAY 24 FEBRUARY 2015.**

**PLEASE RETURN YOUR COMPLETED PROXY FORM TO LINK MARKET SERVICES LIMITED, IN ONE OF THE FOLLOWING WAYS:**

**Online: New Zealand Register Holders**

Please visit <https://investorcentre.linkmarketservices.co.nz/voting/GTK> and follow the prompts to complete your proxy appointment and vote online. You will require your CSN/Holder Number and FIN to appoint your proxy.

**Australian Register Holders**

Please visit <https://investorcentre.linkmarketservices.com.au/voting/GTK> and follow the prompts to complete your proxy appointment and vote online. You will require your Holder Number and postcode to appoint your proxy.

**Mail:** PO Box 91976, Victoria Street West, Auckland 1142, New Zealand.

If mailing Proxy Form from within New Zealand, please use the reply-paid envelope provided.

If mailing from outside New Zealand you may use the return envelope but affix a stamp for the required postage.

**Deliver:** Link Market Services Limited, Level 2, Zurich House, 21 Queen Street, Auckland 1010, New Zealand.

**Fax:** +64 9 375 5990

**Scan and Email:** [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (please put the words "Gentrack Group Limited Proxy Form" in the subject line for easy identification).