

GENTRACK GROUP LIMITED
NOTICE OF
ANNUAL MEETING



2017

Gentrack

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER

I invite you to the annual shareholder meeting of Gentrack Group Limited on Thursday, 23 February 2017 at 4:00pm (NZT) at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand.

Gentrack CEO, Ian Black and I will speak about Gentrack's performance during the financial year to 30 September 2016 and our plans for 2017, 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 to authorise an increase in the maximum fees payable to directors; and
- To vote on the re-election of Leigh Warren and Graham Shaw as directors of Gentrack as they retire by rotation at the meeting.

You can read about the respective backgrounds of Leigh and Graham in the Meeting Notes enclosed with this letter. The Board unanimously supports their re-election.

If you cannot attend the meeting, I encourage you to complete the proxy appointment and vote online before 4.00pm (NZT) on Tuesday, 21 February 2017. 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 meet the Board and management at the conclusion of the formalities. I look forward to seeing you then and thank you for your ongoing support.

Yours sincerely

A handwritten signature in black ink that reads "John Clifford". The signature is written in a cursive, flowing style.

John Clifford
Chairman
20 January 2017

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of shareholders of Gentrack Group Limited will be held at 4.00pm (NZ time) on Thursday, 23 February 2017 at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, 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. **Directors' Remuneration:** That the non-executive directors' maximum fees per annum are increased.

3. **Re-election of Leigh Warren:** That Leigh Warren be re-elected as a director of Gentrack Group Limited.
4. **Re-election of Graham Shaw:** That Graham Shaw 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

A handwritten signature in black ink that reads "John Clifford". The signature is written in a cursive, flowing style.

John Clifford

Chairman

20 January 2017

MEETING NOTES

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.

RESOLUTION 2: INCREASE DIRECTORS' MAXIMUM FEES PER ANNUM

The fees payable to directors have not increased since Gentrack Group Limited's initial listing in 2014. The Board proposes to increase the maximum fees payable from NZD \$350,000 to \$450,000 per annum, being an increase of \$100,000. Currently the fee payable to non-executive directors is \$60,000 per annum and for the Chairman \$100,000 per annum. The Chair of the Audit Committee receives an

additional \$10,000 per annum. The proposed increase allows for the potential future appointment of an additional director and any adjustments to individual director remuneration which may be necessary to reflect changes in responsibilities and the market. The actual amount of fees paid in the year ending 30 September 2016 was \$332,500, which reflects a part year payment to James Docking who became a non-executive director in January 2016. On a full-year basis the remuneration of directors is currently at the existing limit of \$350,000.

RESOLUTIONS 3 AND 4: DIRECTOR RE-ELECTIONS

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

Graham Shaw was appointed by the Board as an additional director in March 2014 and elected by shareholders as a director of Gentrack Group Limited at the 2015 Annual Meeting. Graham retires by rotation and offers himself for re-election again this year.

You can read the respective backgrounds of Leigh and Graham in their profiles below. The Board unanimously supports the re-elections of Leigh and Graham as directors.

PROFILES



LEIGH WARREN

Non-Executive Director

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 Blue Coat Systems. Leigh is also a Non-Executive Director for ASX listed Objective Software and Hong Kong based Solution Access.



GRAHAM SHAW

Non-Executive Director

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 spent nearly 9 years as a director of Xero Limited and currently serves on a number of Boards including the Board of Pushpay Holdings Limited where he chairs the Audit and Risk 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 Institute of Professional Engineers of New Zealand.

IMPORTANT INFORMATION

VOTING RESTRICTIONS

Gentrack will disregard any votes cast on resolution 2 by:

- any non-executive director of Gentrack; and
- an Associated Person of any non-executive director of Gentrack.

However, Gentrack need not disregard a vote if it is cast by such a person as proxy for a person who is not disqualified from voting on this resolution in accordance with the express instructions on the proxy form.

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 visit:

vote.linkmarketservices.com/GTK. New Zealand Register Holders will require their CSN/Holder Number and FIN. Australian Register Holders will require their 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 21 February 2017**. 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 **5.00pm (NZT) on Tuesday 21 February 2017**. 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.

VENUE FOR ANNUAL MEETING

Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand

Parking is available at the Tournament Car Park on Fort Street. Alternatively additional parking can be found across the Auckland CBD.

FURTHER QUERIES

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

Gentrack

Gentrack Group Limited

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Ph: +64 9 966 6090

Email: info@gentrack.com

Web: www.gentrack.com

ARBN 169 195 751

LODGE YOUR PROXY

Online:
vote.linkmarketservices.com/GTK

Scan & email:
meetings@linkmarketservices.com

Fax: +64 9 375 5990

Deliver:
Link Market Services
Level 11, Deloitte Centre,
80 Queen Street, Auckland 1010
New Zealand

Mail:
Use the enclosed reply paid
envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998

| enquiries@linkmarketservices.co.nz

PROXY FORM/ADMISSION CARD FOR GENTRACK GROUP LIMITED ANNUAL MEETING

Notice is hereby given that the Annual Shareholder Meeting of Gentrack Group Limited will be held at 4pm (NZ time) on Thursday, 23 February 2017 at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to vote.linkmarketservices.com/GTK or by scanning the QR code above with your smartphone.

Appointment of proxy

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.

Voting of your holding

If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

Appointing the Chairman of the Meeting as your proxy

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 space provided on this proxy form if you wish the Chairman to act.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, all of the joint shareholders must sign the Proxy Form.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Gentrack Group Limited hereby appoint:

hereby appoint _____ of _____

or failing him/her _____ of _____

As my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 4pm on 23 February 2017 and at any adjournment of that Meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote.

Please note: For the resolution you must tick only one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item. If no box is ticked for an item, your proxy may vote as he/she sees fit.

ORDINARY BUSINESS

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

	For	Tick (✓) in box to vote 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 the non-executive directors' maximum fees per annum are increased from \$350,000 to \$451,000.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. 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"/>
4. That Graham Shaw 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 will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders Meeting but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/GTK and completing the online validation process or complete the question section below and return to Link Market Services in the envelope enclosed. Questions will need to be submitted by Friday 17 February 2017. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.