

The background of the entire page is a dark, teal-toned field filled with numerous glowing incandescent lightbulbs. The bulbs are scattered across the frame, with some appearing larger and more prominent than others, creating a sense of depth and light. The overall aesthetic is clean and modern, with a focus on illumination and ideas.

GENTRACK GROUP LIMITED
NOTICE OF
ANNUAL MEETING



2018

Gentrack

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER

I invite you to the annual shareholder meeting of Gentrack Group Limited on Wednesday, 28 February 2018 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 2017 and our plans for 2018, 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 select the auditors and to set the remuneration of the auditors;
- To vote on the election of Nick Luckock as a director of Gentrack. Nick will replace Nic Humphries who has signalled his intention to provide his resignation at the meeting; and
- To vote on the re-election of Andy Coupe and James Docking as directors of Gentrack as they retire by rotation at the meeting.

You can read about the respective backgrounds of Nick, Andy and James in the Meeting Notes enclosed with this letter. The Board unanimously supports the

election of Nick and the re-election of Andy and James as directors of Gentrack.

If you cannot attend the meeting, I encourage you to complete the proxy appointment and/or vote online before 4.00pm (NZT) on Monday, 26 February 2018. 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
30 January 2018

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 Wednesday, 28 February 2018 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. **Appointment of Auditors:** That the Board is authorised to appoint KPMG as the company auditors.
2. **Auditors' Remuneration:** That the Board is authorised to fix the auditors' remuneration.
3. **Election of Nick Luckock:** That Nick Luckock be elected as a director of Gentrack Group Limited. Nick will replace Nic Humphries who has signalled his intention to provide his resignation at the meeting.

4. **Re-election of Andy Coupe:** That Andy Coupe be re-elected as a director of Gentrack Group Limited.
5. **Re-election of James Docking:** That James Docking 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

30 January 2018

MEETING NOTES

RESOLUTIONS 1 AND 2: 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 3, 4 AND 5: DIRECTOR ELECTION AND RE-ELECTION

Nick Luckock, a partner of HgCapital, is nominated to join the Board as a non-executive director. Nick will replace Nic Humphries who has signalled his intention to provide his resignation at the meeting.

Andy Coupe was appointed by the Board as a non-executive director in April 2014 and elected by shareholders as a director of Gentrack at the 2015 Annual Meeting. He retires by rotation and offers himself for re-election this year.

James Docking became a non-executive director in January 2016 on appointment by the Board following an extensive 20 year career with Gentrack culminating as CEO. James was subsequently elected by shareholders as a Director at the 2016 Annual Meeting. James retires by rotation at the Annual Meeting and offers himself for re-election this year.

You can read the respective backgrounds of Nick, Andy and James in their profiles below. The Board unanimously supports the election of Nick Luckock and the re-election of Andy Coupe and James Docking.

PROFILES

NICK LUCKOCK

Non-Executive Director

Nick is a Partner and a member of the Investment Committee and Services team at HgCapital. Nick has extensive private equity experience focusing on the financial services industry.



He currently holds Directorships at Achilles Subholdings Ltd and Bluestone Group Pty Ltd, and has served as a Non-Executive Director at Paycorp Group (Pty) Ltd and a Director of AGS Transact Technologies Ltd. He has deep experience across a number of significant organisations in the business services, financial processing and technology sectors.

Nick completed an MBA with Distinction at INSEAD and a Bachelor of Commerce and Arts (Honours) from the University of Melbourne.

Nick would not be classified as an independent director because HgCapital controls Devaron (NZ) Limited which holds approximately 11.4% of Gentrack's shares.

ANDY COUPE

Non-Executive Director

Andy is a former lawyer and investment banker and is a chartered member of the Institute of Directors. Andy currently Chairs the Board of Farmright Ltd and Solid Energy New Zealand Ltd and serves on the boards of Briscoes Group



Limited and three NZX listed investment companies – Kingfish Ltd, Barramundi Ltd and Marlin Global Ltd. He is also the Chair of the New Zealand Takeovers Panel. Andy has a Bachelors degree in law.

Andy is classified as an independent director.

JAMES DOCKING
Non-Executive Director

James became a non-executive director in February 2016 following an extensive 20 year career with Gentrack culminating as CEO. James joined Gentrack in 1995 with the New Zealand energy sector in the midst of its market reforms, successfully guiding Gentrack through the sector changes and establishing the platform from which Gentrack could launch itself internationally. Before joining Gentrack he held various roles within the energy sector including at ECNZ and two metering technology companies. James was an executive director of the business for nearly ten years and is a Member of the Institute of Directors. James has a Bachelors degree in Engineering with Honours and a Diploma in Business Studies.



James is not classified as an independent director because he has a beneficial interest in 6.4% of Gentrack's shares.

IMPORTANT INFORMATION

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 Monday, 26 February 2018**. 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 Monday, 26 February 2018**. 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

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Email: investors@gentrack.com

Web: www.gentrack.com

ARBN 169 195 751

LODGE YOUR PROXY

Online:
vote.linkmarketservices.com/GTK

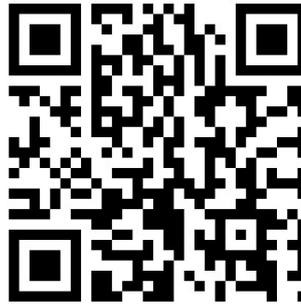
Scan & email:
meetings@linkmarketservices.com

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 Wednesday, 28 February 2018 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 28 February 2018 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 appoint KPMG as the company auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Board is authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Nick Luckock be elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Andy Coupe be re-elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That James Docking 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 23 February 2018. 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.

SAMPLE