



Gentrack Group Limited

Notice of Annual Meeting 2024

Letter from the Chair:

Annual Shareholder Meeting

Dear Shareholder

I invite you to the annual shareholder meeting of Gentrack Group Limited (“Gentrack”) on Wednesday, 28 February 2024 at 10am (NZT).

The annual shareholder meeting will be held virtually. We have taken the decision to conduct a virtual only meeting again this year given the global nature of our business. Our chief executive officer (CEO), chief financial officer, other key executives, and the majority of board members, including the Chair, are located in the United Kingdom or Australia. Their attendance in person at the meeting would result in significant cost to Gentrack, as well as other logistical challenges.

Gentrack’s CEO, Gary Miles, and I will speak about Gentrack’s performance during the financial year to 30 September 2023 and our plans for the financial year to 30 September 2024 at the meeting, with the opportunity for shareholders to ask questions.

In the formal part of the meeting, you will be asked to vote on resolutions covering:

- The re-election of Andy Green, Gary Miles and Stewart Sherriff as directors of Gentrack as they retire by rotation and offer themselves for re-election at the meeting.
- The remuneration of Ernst & Young as Gentrack’s auditor.

I encourage you to attend virtually or appoint a proxy to attend virtually and vote on these resolutions on your behalf. Proxy appointments must be completed before 10am (NZT) on Monday 26 February 2024. Further details on how to attend the meeting virtually or appoint a proxy are set out in this Notice of Meeting.

Thank you for your ongoing support of Gentrack.

Yours sincerely



Andy Green, CBE
Chair

19 January 2024



Notice of Annual Meeting of Shareholders

Notice is hereby given that the 2024 annual meeting of shareholders of Gentrack Group Limited (“Gentrack”) will be held virtually at 10am (NZT) on Wednesday, 28 February 2024.

Shareholders may attend and participate in the meeting virtually via the Link Market Services Meetings Platform at:

www.virtualmeeting.co.nz/gtk24

Instructions on how to attend the meeting are included in the important information at the end of this notice.

Order of business:

- a) Chairman’s introduction;
- b) Addresses to shareholders;
- c) Shareholder questions; and
- d) Ordinary resolutions.

Ordinary resolutions

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

- 1. Re-election of Andy Green:** that Andy Green be re-elected as a director of Gentrack.
- 2. Re-election of Gary Miles:** that Gary Miles be re-elected as a director of Gentrack.
- 3. Re-election of Stewart Sherriff:** that Stewart Sherriff be re-elected as a director of Gentrack.
- 4. Auditor remuneration:** that the directors are authorised to fix the remuneration of Ernst & Young as auditor of Gentrack for the ensuing year.

Each of these resolutions are to be considered separately as an ordinary resolution and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

Further information relating to these resolutions is set out in the meeting notes on pages 7-9. Please read and consider the resolutions together with the notes.

By order of the board.



Andy Green, CBE
Chair

19 January 2024



Resolutions 1-3

NZX Listing Rule 2.7.1 requires that Gentrack's directors must not hold office without re-election past the third annual shareholder meeting following their appointment or three years, whichever is longer. Andy Green, Gary Miles and Stewart Sherriff were last elected at the 2021 annual shareholder meeting and therefore will retire from office at this year's annual meeting. Being eligible, each of Andy, Gary, and Stewart offer themselves for re-election.

The board has determined that Andy and Stewart are Independent Directors as defined in the NZX Listing Rules. As Gary is a Gentrack employee, the board has determined that Gary does not qualify as an Independent Director as defined in the NZX Listing Rules.

Brief biographies of each director are set out on pages 5-6.

The board of Gentrack confirms its support for the re-election of each of Andy, Gary and Stewart and recommends that you vote in favour of the resolutions at the meeting.

Resolution 4

Authorisation to fix auditor's remuneration

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed at an annual meeting of shareholders of the company unless there is a resolution or other reason for the auditor not to be re-appointed.

Ernst & Young will automatically be re-appointed as the auditor of the company at the annual meeting.

Section 207S of the Companies Act 1993 provides that, the auditor's fees and expenses must be fixed by the company at the annual meeting or in the manner that the company determines during the annual meeting. The directors propose that, consistent with commercial practice, the auditor's remuneration should be fixed by the directors. Authority for the directors to fix the remuneration is typically proposed as a resolution at each annual meeting of shareholders. Accordingly, Gentrack shareholders are being asked to pass an ordinary resolution authorising the directors to fix the auditor's remuneration.

Director profiles



Andy Green, CBE
Chairman

Andy has an extensive background in technology leadership including CEO of Logica, a £4bn turnover listed IT services company, and CEO of BT Global Services, the enterprise arm of British Telecom. In 2020 Andy was awarded Commander of the British Empire (CBE) for his contributions to the Information Technology and British Space Industries. His passion to transform the industry to support sustainable water and energy resources is further demonstrated by his roles as the Chair of WaterAid UK and as a UK National Infrastructure Commissioner. Spending time in both Australia and the UK, he contributes both a local presence and global perspective to Gentrack's customers and shareholders.

Andy is also the Chair of Lowell Group, a Permira backed credit management company, Senior Independent Director at Airtel Africa, and Non-Executive Director at Link Administration Holdings, an ASX listed provider of financial administration services.



Gary Miles
Chief Executive Officer

Gary joined Gentrack in October 2020 following an extensive international career in enterprise technology innovation and cloud capabilities, including serving on the leadership team of Amdocs (NASDAQ:DOX), a provider of cloud business software and services to the communications industry. At Amdocs he served as Chief Marketing Officer and prior to this role, was Division President and CTO, leading strategy development, building the product portfolio and sales organisation as well as overseeing Amdocs' digital services, big data and mobile engagement divisions.

He has also founded and successfully scaled several technology companies including jNetX, a next-generation intelligent network platform for communication service providers, prior to its acquisition by Amdocs in 2009.

Gary is based in London.



Stewart Sherriff
Non-Executive Director

Stewart Sherriff, with a successful 44-year career, served as CEO of New Zealand’s 2degrees from August 2013, previously holding the position of Chairman for 4 years. He retired in June 2019 and resigned from the 2degrees Board in June 2022. He began his career with British Telecom and worked in 20 countries for various Telcos, progressing from a technician to senior management as the Head of Operations for the Hong Kong operator, Smartone.

In 1997 he became CTO at Westen Wireless before being seconded as CEO of Meteor, Ireland’s third entrant mobile operator, where he successfully competed against Vodafone and O2. Additionally, Stewart held significant roles at Trilogy International Partners, overseeing operations in multiple countries. Before chairing 2degrees, he chaired Vega Slovenia, served as Vice Chairman of Telering Austria, and served on the boards of Vipnet Croatia, Voila Haiti, Neuvatel Bolivia, and jNetX USA.

Procedural notes and other information

Shareholders and proxy holders entitled to attend and vote at the meeting will not be able to attend the meeting in person. Participation in the meeting will be virtual only, via an online platform provided by Gentrack's share registrar, Link Market Services Limited at:

www.virtualmeeting.co.nz/gtk24

You will need your CSN/Holder Number for verification purposes. Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting.

How to attend the annual meeting

Go to www.virtualmeeting.co.nz/gtk24

- Login to the portal using your full name, mobile number and email address
- To register to vote, click on the "get a voting card" box at the top of the webpage, then enter your:
 - shareholder number; or
 - proxy number (if you are an appointed proxy, a proxy number will be sent to you)
- To ask a question, click on the "ask a question" box and follow the instructions on screen. You must register to vote before you can ask a question.

For more detailed instructions on how to attend the meeting, see; bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf

We recommend you commence the login process at least 15 minutes before the meeting is due to begin.

Proxies

Any Gentrack shareholder entitled to attend and vote at the meeting may appoint a “proxy” to attend and vote virtually on their behalf. A proxy need not be a shareholder.

If you wish to appoint a proxy, you can either direct your proxy how to vote for you or let them decide how they wish to vote on your behalf. If you wish to give your proxy discretion, then you must tick the appropriate box. If you do not tick any box for the resolution, then your proxy will abstain from voting on that resolution.

The chair of the annual meeting is willing to act as a proxy on behalf of shareholders who wish to appoint them for that purpose. The “Chair of the Meeting” should be inserted as the name of your proxy in the space provided on the proxy form if you wish the chair to act as your proxy.

The chair will vote in favour of the resolutions to be considered at the meeting other than the resolution for his re-election, if appointed as a discretionary proxy. He will abstain from voting any discretionary proxies given to him relating to the resolution for his own re-election.

If additional matters are raised during the meeting which require a shareholder vote, your proxy will be entitled to vote on these additional matters as he or she thinks fit.

You may complete your proxy appointment either online or by completing and returning the proxy form provided with this notice of meeting. Instructions are set out below.

A company may appoint a person to attend the meeting as its representative in the same manner as it may appoint a proxy.

Online proxy appointment

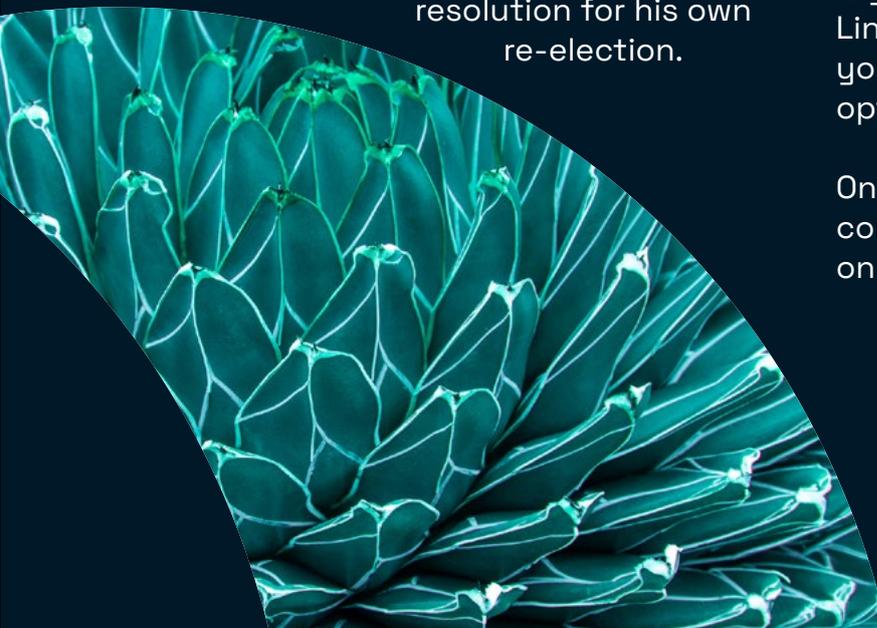
A shareholder entitled to attend the meeting and vote may appoint a proxy online. To appoint your proxy online, please visit:

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.

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

Online proxy appointments must be completed by no later than 10am (NZT) on Monday 26 February 2024.



Completion and return of physical proxy forms

In addition to completing a proxy form online, any Gentrack shareholder entitled to attend and vote at the meeting may appoint a proxy by completing and returning the proxy form in one of the other methods described on the reverse of the proxy form.

The completed proxy form must be received by Link Market Services Limited by no later than 10am (NZT) on Monday 26 February 2024. Proxy forms received after this time will not be valid.

Shareholders who have appointed a proxy may still attend the meeting virtually (although they will not be able to vote if a proxy has been appointed).

Ordinary resolution

Each resolution will be voted on separately as ordinary resolutions. An ordinary resolution must be passed by a simple majority of votes cast by shareholders entitled to vote and voting on the resolution in person or by proxy.

Voting

Voting on the resolutions to be put before the meeting will be conducted by poll.

Voting entitlements for the meeting will be determined as at 5pm (NZT) on 26 February 2024. Registered shareholders at that time 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 questions, please contact Gentrack's Company Secretary on +64 9 966 6090.



About Gentrack

For over 35 years Gentrack has been partnering with the world's leading utilities, and more than 60 energy and water companies rely on us. Gentrack, with our partners Salesforce and AWS, are leading today's transformation with g2.0, an end-to-end product-to-profit solution. Using low-code / no-code, and composable technology, g2.0 allows utilities to launch new propositions in days, reduce cost-to-serve and lead in total experience.



www.gentrack.com

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