

The background of the entire page is a photograph of a hand holding a smartphone. Overlaid on this are various white, hand-drawn digital icons such as a lightbulb, an envelope, a calendar, a location pin, a question mark, a checkmark, a plus sign, and a magnifying glass. The overall color scheme is blue and white.

Gentrack

Gentrack Group Limited

NOTICE OF ANNUAL MEETING_

www.gentrack.com

LETTER FROM THE CHAIRMAN_

DEAR SHAREHOLDER

I invite you to the Annual Shareholder Meeting of Gentrack Group Limited on Thursday, 25 February 2016 at 4:00pm (NZT) at the Maritime Room, Maritime Museum, Corner Quay Street and Hobson Street, Auckland, New Zealand.

Former Gentrack CEO James Docking and I will speak about Gentrack's performance during the financial year to 30 September 2015 and Ian Black (our new CEO) will discuss plans for 2016, 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 James Docking as a director of Gentrack, following his appointment as a non-executive director by the Board in January 2016 on completion of his term as CEO; and
- To vote on the re-election of myself as a director of Gentrack as I retire by rotation at the meeting.

You can read about James and my background in the Meeting notes enclosed with this letter. The Board unanimously supports the election of James as a

director and I am grateful for their support for my 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, 23 February 2016.

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



John Clifford

Chairman

22 January 2016

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, 25 February 2016 at the Maritime Room, Maritime Museum, Corner Quay Street and Hobson 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. **Election of James Docking:** That James Docking, appointed by the Board as a non-executive director on 15 January 2016, be elected as a director of Gentrack Group Limited.
3. **Re-election of John Clifford:** That John Clifford 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
22 January 2016

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 AND 3: DIRECTOR ELECTION AND RE-ELECTION

James Docking was appointed by the Board as a non-executive director in January 2016 on completion of his term as CEO/executive director. As he was appointed by the Board, it is a requirement that his appointment be considered by shareholders at the Annual Meeting.

John Clifford was appointed to 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 election of James Docking and the re-election of John Clifford.

PROFILES



JAMES DOCKING

Non-Executive Director

James has been an integral part of the Gentrack business for over 20 years, having joined Gentrack in 1995 with the New Zealand energy sector in the midst of its market reforms. As an engineer with a background in the energy industry he was able to successfully guide Gentrack through these reforms and establish the platform from which Gentrack could launch itself internationally. James has an industrial background encompassing information technologies, electronics and power engineering. Before joining Gentrack he held various roles within the energy sector including at ECNZ and two metering technology companies. James has previously been an executive director of the business for more than ten years and is a Member of the Institute of Directors.

James has a Bachelors degree with Honours and a Diploma in Business Studies. James is not considered an independent director due to his interest in shares.



JOHN CLIFFORD

Non-Executive Director

John was appointed Chairman of Gentrack in 2007. He brings a wealth of experience in private equity investing in the UK, South East Asia and Australia with 3i Group and N.M. Rothschild & Sons. Since 2003 John has been an investing Chairman or Director of nine private equity controlled businesses and other public companies. This includes his role as Executive Director of Bayard Capital, which acquired multiple electricity metering businesses world-wide to form Landis+Gyr Group, a leader in smart metering. Currently John is Chairman of three businesses involved in utility smart metering, including Gentrack.

John has a Masters degree in Engineering and Management. John is not considered an independent director due to his interest in 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** and follow the instructions to complete your proxy appointment and vote online.

You will require your CSN/Holder Number and FIN (New Zealand Register Holders) or Holder Number and postcode (Australian Register Holders).

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.

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to

ask a question, please follow the instructions in the Proxy Form.

The completed Proxy Form must be received by Link Market Services no later than **4.00pm (NZT) on Tuesday 23 February 2016**. 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 23 February 2016**. 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_



Maritime Room, Maritime Museum
Cnr Quay Street and Hobson Street
Viaduct Harbour
Auckland 1010



Thursday 25 February 2016
commencing at 4.00pm.





Gentrack

Gentrack Group Limited

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LODGE YOUR PROXY

Online:
vote.linkmarketservices.com/GTK

Scan & email:
meetings@linkmarketservices.com

Fax: +64 9 375 5990

Deliver:
Link Market Services
Level 7, Zurich House,
21 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, 25 February 2016 at the Maritime Room, Maritime Museum, Corner Quay Street and Hobson 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 25 February 2016 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 James Docking, appointed by the Board as a non-executive director on 15 January 2016, be elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That John Clifford 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 19 February 2016. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

SIGN: 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.