



Ongoing Disclosure Notice

Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

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|----------------------------|------------------------------|
| To NZX Limited; and | |
| Name of listed issuer: | Gentrack Group Limited (GTK) |
| Date this disclosure made: | 07-Feb-17 |
| Date of last disclosure: | 25-Jun-14 |

Director or senior manager giving disclosure

| | |
|---|--|
| Full name(s): | Glenn Donald Sutherland |
| Name of listed issuer: | Gentrack Group Limited (GTK) |
| Name of related body corporate (if applicable): | Not applicable |
| Position held in listed issuer: | VP Global Strategic Accounts and Alliances |

Summary of acquisition or disposal of relevant interest (excluding specified derivatives)

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|--|--|
| Class of affected quoted financial products: | Ordinary shares |
| Nature of the affected relevant interest(s): | Registered holder and beneficial owner |
| For that relevant interest- | |
| Number held in class before acquisition or disposal: | 135,000 |
| Number held in class after acquisition or disposal: | 125,000 |
| Current registered holder(s): | Glenn Donald Sutherland |
| Registered holder(s) once transfers are registered: | Not known (on-market disposal) |

Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

| | |
|---|----------------|
| Type of affected derivative: | Not applicable |
| Class of underlying financial products: | Not applicable |
| Details of affected derivative- | |
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any): | Not applicable |
| A statement as to whether the derivative is cash settled or physically settled: | Not applicable |
| Maturity date of the derivative (if any): | Not applicable |
| Expiry date of the derivative (if any): | Not applicable |
| The price specified in the terms of the derivative (if any): | Not applicable |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | Not applicable |
| For that derivative,- | |
| Parties to the derivative: | Not applicable |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | Not applicable |

Details of transactions giving rise to acquisition or disposal

| | |
|--|---|
| Total number of transactions to which notice relates: | 4 |
| Details of transactions requiring disclosure- | |
| Date of transaction: | 02-Feb-17 |
| Nature of transaction: | Disposal |
| Name of any other party or parties to the transaction (if known): | Not known (on-market disposal) |
| The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration: | \$32,526.25 (\$3.25 & \$3.28 per share) |
| Number of financial products to which the transaction related: | 1 |
| If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details— | |
| Whether relevant interests were acquired or disposed of during a closed period: | No |
| Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period: | Not applicable |
| Date of the prior written clearance (if any): | Not applicable |

Summary of other relevant interests after acquisition or disposal:

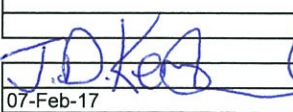
| | |
|-------------------------------------|----------------|
| Class of quoted financial products: | Not applicable |
| Nature of relevant interest: | Not applicable |
| For that relevant interest,- | |
| Number held in class: | Not applicable |
| Current registered holder(s): | Not applicable |

For a derivative relevant interest,-

| | |
|---|----------------|
| Type of derivative: | Not applicable |
| Details of derivative,- | |
| The notional value of the derivative (if any) or the notional amount of underlying financial products (if any): | Not applicable |
| A statement as to whether the derivative is cash settled or physically settled: | Not applicable |
| Maturity date of the derivative (if any): | Not applicable |
| Expiry date of the derivative (if any): | Not applicable |
| The price's specified terms (if any): | Not applicable |
| Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products: | Not applicable |
| For that derivative relevant interest,- | Not applicable |
| Parties to the derivative: | Not applicable |
| If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative: | Not applicable |

Certification

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| I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made. |
| Signature of director or officer: |
| Date of signature: |
| or |
| Signature of person authorised to sign on behalf of director or officer: |
| Date of signature: |
| Name and title of authorised person: |

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| 07-Feb-17 |
| Jon Kershaw, Company Secretary |

Notes

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.