

**19 January 2024**

## Notice of Annual Meeting

The Annual Meeting of Shareholders of Gentrack Group Limited (NZX/ASX: GTK) will be held virtually on Wednesday, 28 February 2024 at 10.00 am (NZT).

Shareholders may attend and participate in the annual meeting virtually via [www.virtualmeeting.co.nz/gtk24](http://www.virtualmeeting.co.nz/gtk24). Instructions on how to attend the meeting are included in the important information section at the end of the Notice of Meeting.

Please find attached:

- Notice of Meeting
- Proxy Form (Sample)

## ENDS

Contact details regarding this announcement:

Kerry Nickels - Company Secretary  
+64 9 966 6090

## About Gentrack

We are entering a new era, with utilities worldwide transforming to meet business and sustainability targets. 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. <https://www.gentrack.com>



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](http://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](http://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](http://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](http://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

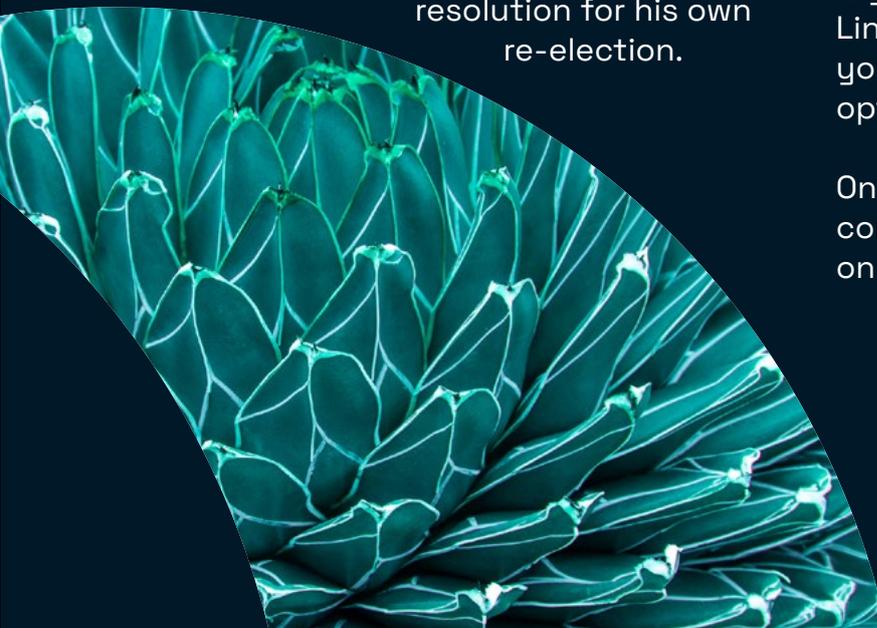
A shareholder entitled to attend the meeting and vote may appoint a proxy online. To appoint your proxy online, please visit:

[vote.linkmarketservices.com/GTK](https://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](http://www.gentrack.com)

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## LODGE YOUR PROXY

**Online:**  
[vote.linkmarketservices.com/GTK](https://vote.linkmarketservices.com/GTK)

**Scan & email:**  
[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

**Deliver:**  
Link Market Services  
Level 30, PwC Tower  
15 Customs Street West, 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

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### Scan this QR code with your smartphone and vote online



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**General Enquiries**  
+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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## PROXY FORM FOR GENTRACK GROUP LIMITED ANNUAL MEETING

Notice is hereby given that the annual shareholder meeting of Gentrack Group Limited will be held online via the Link Market Services Meetings Platform at [www.virtualmeeting.co.nz/gtk24](https://www.virtualmeeting.co.nz/gtk24) at **10am** (New Zealand time) on **Wednesday, 28 February 2024**. You will require your Holder Number for verification purposes.

The meeting will be held virtually. You can appoint your proxy to attend online and vote on the resolutions on the reverse of this Proxy Form by going to [vote.linkmarketservices.com/GTK](https://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 meeting can appoint a “proxy” to attend and vote by completing this Proxy Form. A proxy need not be a shareholder. 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. For this Proxy Form to be valid, you must produce it by delivering, posting, or emailing it intact to be received by Link Market Services Limited no later than **10am, Monday 26 February 2024**.

### *Voting of your holding*

If you tick the ‘Discretion’ box for a particular resolution, you are allowing 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 votes for and against that resolution. If additional matters are raised during the meeting which require a shareholder vote, your proxy will be entitled to vote on those additional matters as he or she thinks fit.

### *Appointing the Chair of the meeting as your proxy*

The Chair of the meeting is willing to act as a proxy. “Chair of the Meeting” should be inserted as the name of your proxy on the space provided on this 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 you return this Proxy Form without appointing a proxy but have indicated on this form how you wish to vote, the Chair of the meeting will vote in accordance with your express instructions.

### Attending the meeting

The meeting will be held online only and shareholders can attend at [www.virtualmeeting.co.nz/gtk24](https://www.virtualmeeting.co.nz/gtk24). You will require your Holder Number for verification purposes. Shareholders will not be able to attend the meeting in person.

A corporation may appoint a person to attend and vote virtually on the day of 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 this Proxy Form.

#### *Joint Holding*

Where the holding is in more than one name, at least one joint shareholder should sign this Proxy Form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

#### *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 \_\_\_\_\_ e-mail address \_\_\_\_\_

or failing him/her \_\_\_\_\_ e-mail address \_\_\_\_\_

As my/our proxy to attend and vote on my/our behalf at the annual shareholder meeting of the company to be held at 10am on Wednesday, 28 February 2024 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 each resolution you must tick only one box. If you mark the 'Abstain' box for a resolution, you are directing your proxy not to vote on your behalf, your votes will not be counted computing the required majority, for that resolution. If no box is ticked for a resolution, your proxy will abstain from voting.

To consider and, if thought fit, pass the following ordinary resolutions:	Tick (✓) in box to vote			
	For	Against	Abstain	Discretion
1. That Andy Green be re-elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Gary Miles be re-elected as a director of Gentrack Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Stewart Sherriff be re-elected as a director of Gentrack Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the directors are authorised to fix the remuneration of Ernst & Young as auditor of Gentrack Group Limited for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please read the explanatory note and other information in the Notice of Meeting for further information in relation to the resolutions.

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders attending the annual shareholders meeting virtually 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](http://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 10am on Monday, 26 February 2024. The Board will endeavour to address and answer questions at the meeting.

Question:

SIGNATURE OF SHAREHOLDER(S) (This section must be completed)

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

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