

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

**Note:** This form must be completed in accordance with the instructions at the end of the form.

**To NZX Limited**

and

**To Gentrack Group Limited**

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 30 March 2017 and 1 April 2017

Date this disclosure made: 4 April 2017

Date last disclosure made: 10 June 2016

**Substantial product holder(s) giving disclosure**

Full name(s): Uplands Group Pty Limited as trustee of Uplands Group Trust

**Summary of substantial holding**

Class of quoted voting products: Ordinary Shares

Summary for Uplands Group Pty Limited as trustee of Uplands Group Trust

For **this** disclosure,—

(a) total number held in class: 8,052,689

(b) total in class: 83,697,254

(c) total percentage held in class: 9.621%

For **last** disclosure,—

(a) total number held in class: 8,052,689

(b) total in class: 72,699,510

(c) total percentage held in class: 11.077%

**Details of transactions and events giving rise to relevant event**

Details of the transactions or other events requiring disclosure: Dilution of shareholding due to the issue of ordinary shares in two tranches (30 March 2017 and 1 April 2017) to assist with the funding of the acquisition of Junifer Systems Limited by a wholly-owned subsidiary of Gentrack Group Limited.

**Disclosure has effect for purposes of directors' and senior managers' disclosure**

John Patrick Clifford is a director of Gentrack Group Limited. He is also a director of Uplands Group Pty Ltd (trustee of the Uplands Group Trust). This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

**Certification**

I, John Patrick Clifford, 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: \_\_\_\_\_

A handwritten signature in blue ink, reading "John Clifford", written over a horizontal line.

Date: 4 April 2017