Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Gentrack Group Limited (**Gentrack**)

ABN

169 195 751

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully paid ordinary shares (**New Shares**)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Up to approximately 14,553,208 New Shares to be issued under a fully underwritten 1 for 5.77 accelerated pro rata entitlement offer as announced to ASX on the date of this Appendix 3B (**Entitlement Offer**). The Entitlement Offer consists of an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**) together with an Institutional Bookbuild and a Retail Bookbuild. The final number of New Shares issued and the split of those New Shares between the Institutional Entitlement Offer and the Retail Entitlement Offer is still to be finalised and is subject to the reconciliation of shareholder entitlements and the effects of rounding.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The New Shares will be issued on the same terms as existing fully paid ordinary shares in Gentrack (**Existing Shares**).
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes. The New Shares will rank equally in all respects with the Existing Shares from the date of issue of the New Shares.
5	Issue price or consideration	NZ$6.19 (or the A$ Price) per New Share. The A$ Price will be the Australian dollar equivalent of NZ$6.19 determined using the RBNZ AUD/NZD exchange rate on 6 July 2018 at 3.00pm (NZ time) / 1.00pm (Sydney Time). The A$ Price will be announced to ASX on 9 July 2018.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Proceeds raised through the Entitlement Offer will be used to pay down bank debt, leaving undrawn debt facilities of approximately NZ$50 million, which will provide Gentrack funding capacity to support future acquisition and growth opportunities.

+ See chapter 19 for defined terms.

6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B,* and comply with section 6i	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	New Shares under the Institutional Entitlement Offer and Institutional Bookbuild – 13 July 2018 New Shares under the Retail Entitlement Offer and Retail Bookbuild – 2 August 2018

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	After completion of the Entitlement Offer there will be approximately 98,525,216 fully paid ordinary shares on issue (based on the number of Existing Shares and the number of New Shares to be issued under the Entitlement Offer), subject to rounding as noted above.	Fully paid ordinary shares

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (*including* the +securities in section 2 if applicable)	N/A	N/A

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change. The dividend policy will apply to the New Shares in the same way that any dividend policy currently applies to Existing Shares.

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable (the issue is an accelerated pro-rata entitlement offer with dual bookbuilds). Entitlements which are not taken up by an eligible shareholder or which would have been issued to ineligible shareholders had they been entitled to participate in the Entitlement Offer, will be offered for sale to institutional investors through the Institutional Bookbuild and Retail Bookbuild.
13	Ratio in which the +securities will be offered	1 New Share for every 5.77 Existing Shares held on the record date for the Entitlement Offer.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	9.00pm (NZ time) / 7.00pm (Sydney time) on 6 July 2018.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Institutional Entitlement Offer – All countries except New Zealand, Australia, Canada, Hong Kong, Singapore and the United Kingdom Retail Entitlement Offer – All countries except New Zealand, Australia, Malta and, in the case of United Kingdom employees, the United Kingdom

19	Closing date for receipt of acceptances or renunciations	The Institutional Entitlement Offer closes at 4.00pm (NZ time) / 2.00pm (Sydney time) on 5 July 2018 The Institutional Bookbuild closes at 11.00am (NZ time) / 9.00am (Sydney time) on 6 July 2018. The Retail Entitlement Offer closes at 7.00pm (NZ time) / 5.00pm (Sydney time) on 26 July 2018 The close time for the Retail Bookbuild on 30 July 2018 will be set closer to the time.
20	Names of any underwriters	Deutsche Craigs Limited and Craigs Investment Partners Limited and UBS New Zealand Limited. The underwriters are also the Joint Lead Managers to the Entitlement Offer.
21	Amount of any underwriting fee or commission	An underwriting fee of 2.25% (plus GST, if any) of the total gross proceeds to be raised under the Entitlement Offer.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	A stamping fee of 0.5% of application monies on New Shares allotted will be paid to NZX firms who submit a valid claim for a broker stamping fee on successful applications, subject to a fee limit of NZ$300.00 per shareholder. The aggregate fee payable on all successful applications will be limited to NZ$50,000.00. If total stamping fees payable exceeds NZ$50,000.00, the stamping fee payable per successful application will be scaled back on a pro rata basis. This fee will be met by Gentrack. Details of the claims process are to be separately communicated to NZX firms by the Joint Lead Managers. No stamping fees will be paid on any retail premium or institutional premium achieved or to ASX brokers on successful applications on ASX.
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	The offer document and accompanying entitlement and acceptance form will be sent to eligible retail shareholders on or about 10 July 2018
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements *in full* through a broker?	N/A
31	How do security holders sell *part* of their entitlements through a broker and accept for the	N/A

	balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Entitlements which are not taken up by an eligible shareholder or which would have been issued to ineligible shareholders had they been entitled to participate, will be offered for sale to institutional investors through an Institutional Bookbuild and a Retail Bookbuild. Any premium realised for those entitlements in the bookbuilds will be paid (net of any applicable withholding tax) on a pro rata basis to those shareholders who do not take up all of their entitlements or who are ineligible to do so by virtue of being an ineligible shareholder. There will be a bookbuild for the Institutional Entitlement Offer (with any institutional premium realised for the entitlements in the institutional bookbuild shared by eligible institutional shareholders who do not take up all of their entitlements and ineligible institutional shareholders) and a separate bookbuild for the Retail Entitlement Offer (with any retail premium realised for the entitlements in the Retail Bookbuild shared by eligible retail shareholders who do not take up all of their entitlements and ineligible retail shareholders). There is no guarantee that there will be any premium realised for the entitlements offered for sale in the bookbuilds, and the premium realised (if any) in one bookbuild may be different from the premium realised (if any) in the other bookbuild.
33	+Issue date	New Shares under the Institutional Entitlement Offer and Institutional Bookbuild – 13 July 2018 New Shares under the Retail Entitlement Offer and Retail Bookbuild – 3 August 2018

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(*tick one*)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	
39	+Class of +securities for which quotation is sought	
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	
42	Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)	Number: +Class:

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

- There is no reason why those +securities should not be granted +quotation.

- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

  Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 4 July 2018

(~~Director~~/Company secretary)

Print name: .....Jon Kershaw.....

+ See chapter 19 for defined terms.