



Gentrack Group Limited

Notice of Annual
Meeting **2019**

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER

I invite you to the annual shareholder meeting of Gentrack Group Limited (“Gentrack”) on Tuesday, 26 February 2019 at 4:00pm (NZT) at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand.

Gentrack CEO, Ian Black and I will speak about Gentrack’s performance during the financial year to 30 September 2018 and our plans for 2019, 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 select the auditors and to set the remuneration of the auditors;
- To vote on the election of Fiona Oliver as a director of Gentrack, Fiona will replace Graham Shaw who has signalled his intention to provide his resignation at the meeting; 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 the respective backgrounds of Fiona and myself in the in the Meeting Notes enclosed with this letter. The Board unanimously supports the election of Fiona as a director and the re-election of myself as a director.

If you cannot attend the meeting, I encourage you to complete the proxy appointment and/or vote online before 4.00pm (NZT) on Sunday, 24 February 2019. 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

A handwritten signature in black ink, reading "John Clifford". The signature is fluid and cursive, with the first name "John" and last name "Clifford" clearly distinguishable.

John Clifford
Chairman
23 January 2019

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 Tuesday, 26 February 2019 at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen 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. **Appointment of Auditors and Auditor Remuneration:** That the Board is authorised to appoint KPMG as the company auditors and fix the auditors' remuneration.

2. **Election of Fiona Oliver:** That Fiona Oliver 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

A handwritten signature in black ink, reading "John Clifford". The signature is written in a cursive, flowing style with a large initial 'J' and 'C'.

John Clifford
Chairman
23 January 2019

MEETING NOTES

RESOLUTION 1: APPOINTMENT OF AUDITORS AND AUTHORISATION TO FIX 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

Fiona Oliver, an experienced Director and Audit Committee Chair, has been nominated to join the

Board as a non-executive Director. Fiona will replace Graham Shaw as director of Gentrack Group Limited as Graham has signalled his intention to provide his resignation at the meeting. Fiona will also replace Graham as Chair of the Audit and Risk Committee and as a member of the Nomination and Remuneration Committee.

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.

You can read the respective backgrounds of Fiona Oliver and John Clifford in their profiles below. The Board unanimously supports the election of Fiona Oliver and the re-election of John Clifford.

PROFILES

FIONA OLIVER

Non-Executive Director

Fiona is an experienced Director and Audit Committee Chair. Her active board roles include Director of BNZ Life Insurance Limited and BNZ Insurance Services Limited and Chair of National Wealth Management Holdings Limited. Fiona is Chair of the audit committees of the above BNZ companies. She is also the Deputy Chair of Public Trust and a Director of Tilt Renewables Limited where she Chairs the Independent Directors Committee and Audit and Risk Committee and a member of the Inland Revenue Department's Risk and Assurance Committee.



Fiona has executive level operational leadership experience in asset management, funds management and private equity, including holding the roles of Chief Operating Officer of BT Funds Management, Westpac's investment arm, and GM Wealth Management for AMP NZ. Fiona also managed the Risk and Operations functions of AMP's Sydney and then London based private equity division.

Fiona holds a degree in Arts/Law from the University of Auckland and is a qualified Solicitor in New Zealand, NSW and England. Prior to a career in management, Fiona practiced as a corporate and commercial lawyer at a senior level in Auckland, Sydney and London, specialising in corporate finance/mergers and acquisitions.

Fiona will be classified as an independent director of Gentrack Group Limited.

JOHN CLIFFORD
Non-Executive Director

John was appointed Chairman of Gentrack in 2007. He brings a wealth of experience in private equity 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. This includes a role as an 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 director or Chairman of four other businesses involved in utility technology and services. John has a Masters degree in Engineering and Management.

John is not classified as an independent director because he has a beneficial interest in 9.7% of Gentrack's 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. New Zealand Register Holders will require their CSN/Holder Number and FIN. Australian Register Holders will require their Holder Number and postcode.

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.

The completed Proxy Form must be received by Link Market Services no later than **4.00pm (NZT) on Sunday, 24 February 2019**. 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 Sunday, 24 February 2019**. 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.

VENUE FOR ANNUAL MEETING

Link Market Services, Level 11, Deloitte Centre,
80 Queen Street, Auckland, New Zealand.

Parking can be found in close proximity to the venue within Auckland's CBD.

FURTHER QUERIES

If you have any questions, please contact Gentrack Group Limited's Company Secretary, Jon Kershaw, on +64 9 966 6090.

Gentrack

Gentrack Group Limited

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Ph: +64 9 966 6090

Email: investors@gentrack.com

Web: www.gentrack.com

ARBN 169 195 751

LODGE YOUR PROXY

Online:
vote.linkmarketservices.com/GTK

Scan & email:
meetings@linkmarketservices.com

Fax: +64 9 375 5990

Deliver:
Link Market Services
Level 11, Deloitte Centre,
80 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 4.00pm (NZ time) on Tuesday, 26 February 2019 at the offices of Link Market Services, Level 11, Deloitte Centre, 80 Queen 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, at least one joint shareholder should sign this 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.

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 4.00pm on Tuesday, 26 February 2019 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 will abstain from voting.

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 appoint KPMG as the company auditors and fix the auditors' remuneration.	☐	☐	☐	☐
2. That Fiona Oliver be elected as a director of Gentrack Group Limited.	☐	☐	☐	☐
3. That John Clifford be re-elected as a director of Gentrack Group Limited.	☐	☐	☐	☐

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 22 February 2019. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

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.