



Gentrack Group Limited

NOTICE OF ANNUAL MEETING 2022



Chair's Letter

Dear Shareholder,

I invite you to the annual shareholder meeting of Gentrack Group Limited ("Gentrack") on Thursday, 24 February 2022 at 9.30 am (NZT). The meeting will be held virtually online. Gentrack has taken the decision to conduct a virtual only meeting this year given the range of countries that the board and shareholders are likely to be in and the on-going risk of COVID-19 related disruption and the associated health and safety risks of an in-person meeting.

Gentrack CEO Gary Miles and I will speak about Gentrack's performance during the financial year to 30 September 2021 and discuss our plans for 2022, with the opportunity for shareholders to ask questions.

In the formal part of the meeting, you will be asked to vote on resolutions covering:

- Gentrack's auditor and its remuneration
- The re-election of a director

I encourage you to attend virtually online or appoint a proxy to attend virtually online and vote on your behalf. Proxy appointments must be completed before 9:30 am (NZT) on Tuesday, 22 February 2022. 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.



Andy Green, CBE
Chair

Notice of Annual Meeting of Shareholders

Notice is hereby given that the annual meeting of shareholders of Gentrack Group Limited (“Gentrack”) will be held virtually at 9.30 am (NZT) on Thursday, 24 February 2022.

Shareholders may attend and participate in the annual meeting virtually via the Link Market Services Meetings Platform at www.virtualmeeting.co.nz/gtk22

Instructions on how to attend the meeting are included in the important information at the end of this notice.

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. Auditor remuneration: That the directors are authorised to fix the remuneration of Ernst & Young as auditor for the ensuing year.

2. Re-election of Fiona Oliver: That Fiona Oliver be re-elected as a director of Gentrack Group Limited.

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 4-7. Please read and consider the resolutions together with the notes.

By order of the board.



Andy Green, CBE

Chair

26 January 2022



Meeting notes

Resolution 1:

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 a resolution at each annual meeting of shareholders. Accordingly, shareholders are being asked to resolve that the directors are authorised to fix the auditor's remuneration.

Resolution 2:

Non-executive director's re-election

Fiona Oliver was appointed by shareholders as a non-executive director 26 February 2019. She retires by rotation and offers herself for re-election. You can read the background of Fiona on page 7. The board unanimously supports the re-election of Fiona as director.

The board has determined that Fiona Oliver qualifies as an 'independent directors' for the purposes of the NZX Listing Rules.



Profile





Fiona Oliver

Non-Executive Director

Fiona is an experienced Director and Audit Committee Chair. Her current, active board roles include being a Director of Freightways Limited (NZX) and Director and Audit Committee Chair of the First Gas Group companies and BNZ Life Insurance and BNZ Insurance Services. Fiona was formerly a Director of Tilt Renewables Limited (NZX/ASX), Augusta Group Limited (NZX), Vinta Funds Management Limited, Public Trust and the National Provident Fund.

Fiona has Executive level leadership experience in asset management, funds management and private equity, including holding the roles of Chief Operating Officer of BT Funds Management (NZ), Westpac's investment arm, and General Manager, Wealth Management for AMP NZ. Fiona also managed the Risk and Operations function of AMP's Sydney and (owned at the time) London based Private Capital division. Fiona has specialist knowledge of investments and the capital markets. Fiona holds degrees in Law and Arts from the University of Auckland and is a qualified Solicitor in New Zealand, New South Wales and England. Prior to her management career, Fiona practiced as a corporate and commercial lawyer at a senior level in Auckland, Sydney and London, specialising in mergers and acquisitions.

Virtual Annual Meeting

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 at:

www.virtualmeeting.co.nz/gtk22

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/gtk22

- 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 Annual Meeting,

See <https://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.

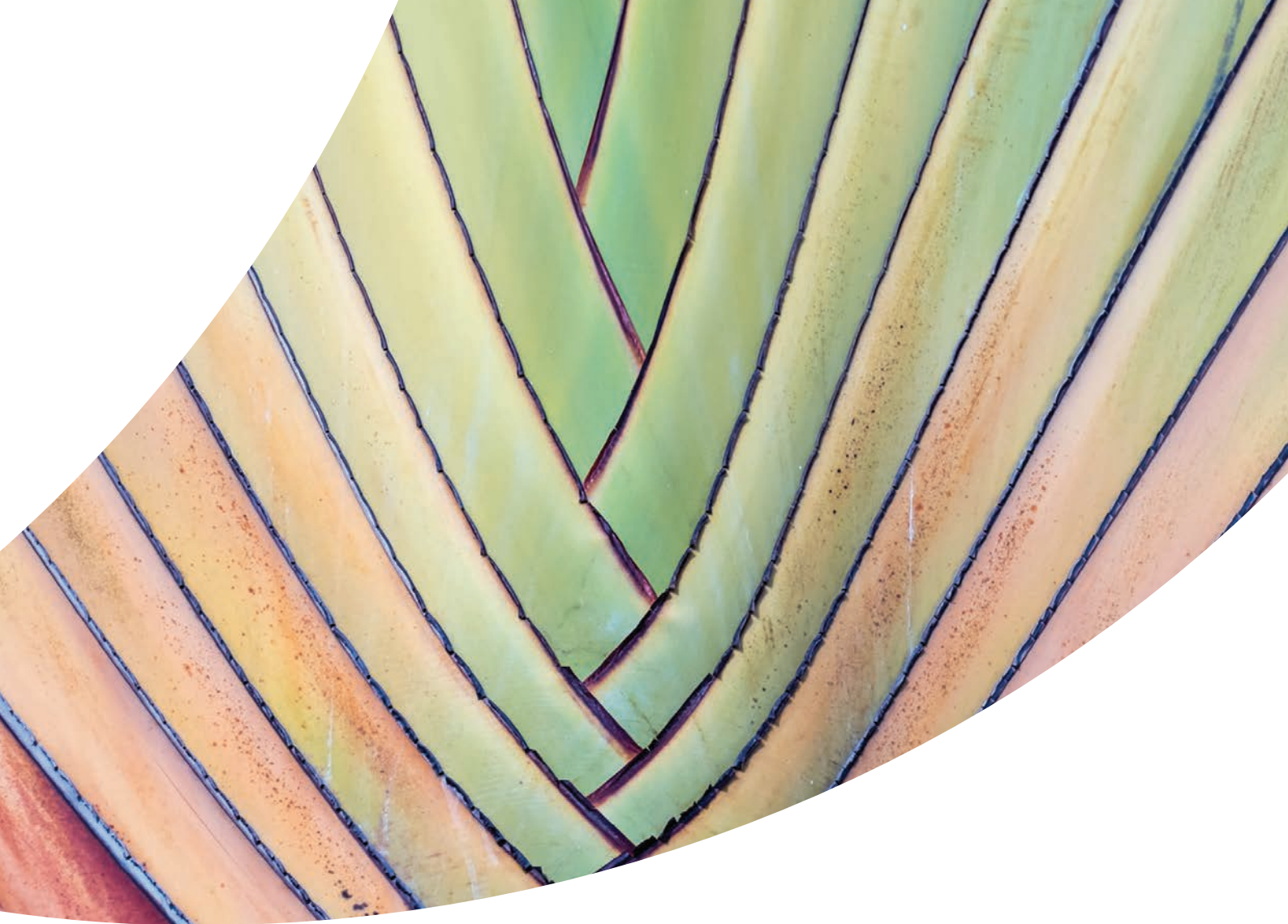
Proxies

Any shareholder entitled to attend and vote at the virtual annual meeting can appoint a “proxy” to attend and vote virtually on their behalf. 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 direct your proxy how to vote (i.e., for, against or discretionary) for a particular resolution, then your proxy will abstain from voting on that resolution.

The chair of the annual 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. The chair will vote in favour of resolutions if appointed as a discretionary proxy.

You may complete your proxy appointment either online or by completing and returning the enclosed proxy form.



Online proxy appointment

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

Online proxy appointment must be completed **by no later than 9:30 am (NZT) on Tuesday, 22 February 2022.**

Completion and return of physical proxy forms

A shareholder entitled to attend the annual meeting and vote may appoint a proxy by completing and returning the 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 by no later than 9:30 am (NZT) on Tuesday, 22 February 2022. Forms received after this will not be valid.

Shareholders who have appointed a proxy may still attend the annual meeting virtually (although they will not be able to vote if a proxy has been appointed).



Ordinary resolution

Resolutions 1 and 2 are to be considered as separate resolutions. An ordinary resolution is one passed by a simple majority of votes cast by shareholders entitled to vote and voting on the resolutions in person or by proxy.

Further queries

If you have any questions please contact Gentrack's Company Secretary on +64 9 966 6090.

Voting

Voting entitlements for the meeting will be determined as at 5pm (NZT) on Tuesday, 22 February 2022. Registered shareholders will be the only people entitled to vote, and only the shares registered in those shareholders' names may be voted at the virtual meeting.





About Gentrack

The global pace of change is accelerating, and utilities need to rebuild for a more sustainable future. Gentrack provides leading utilities across the world with innovative cleantech solutions.

Working with some of the world's biggest energy and water companies, as well as innovative challenger brands, we are helping companies reshape what it means to be a utilities business.

We are driven by our passion to create positive impact. That is why utilities rely on us to drive innovation, deliver great customer experiences and secure profits.

Together, we are renewing utilities.

LODGE YOUR PROXY

Online:
vote.linkmarketservices.com/GTK

Scan & email:
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

Scan this QR code with your smartphone and vote online



General Enquiries
+64 9 375 5998 | enquiries@linkmarketservices.com

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 online via the Link Market Services Meetings Platform at www.virtualmeeting.co.nz/gtk22 at **9.30 am** (New Zealand time) on **Thursday, 24 February 2022**.

Gentrack has taken the decision to conduct a virtual only meeting this year given the range of countries that the board and shareholders are likely to be in and the on-going risk of COVID-19 related disruption and the associated health and safety risks of an in-person meeting. 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. 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 **9.30 am, Tuesday 22 February 2022**.

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 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. If you return this 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 2022 Annual Meeting will be held online only and shareholders can attend at www.virtualmeeting.co.nz/gtk22. If you will be attending online, you will require your Holder Number for verification purposes.

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 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 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:

hereby appoint _____ e-mail address _____

or failing him/her _____ e-mail address _____

As my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held at 9.30 am on Thursday, 24 February 2022 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.

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

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 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 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 Tuesday 22 February 2022. The Board will address and answer questions at the Annual Shareholders Meeting.

Question:

SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

Shareholder 2

Shareholder 3

or duly authorised officer or attorney

or duly authorised officer or attorney

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.