
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 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 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 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. 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 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.