

24 February 2021

Annual Meeting Results

At Gentrack Group Limited's (NZX/ASX: GTK) shareholder meeting held virtually today shareholders were asked to vote on 9 resolutions, which were supported by the Board.

As required by NZX Listing Rule 6.1, all voting was conducted by a poll.

The resolutions passed by shareholders were:

1. That Ernst & Young is appointed as auditor of Gentrack Group Limited and the board is authorised to fix the auditor's remuneration.
2. That, for the purposes of NZX Listing Rule 2.11, the aggregate maximum remuneration that may be paid to the directors of Gentrack Group Limited per annum is increased from NZD \$450,000 to \$800,000.
3. That, for the purposes of NZX Listing Rule 2.11, any remuneration payable to directors may, at the board's discretion, be paid either in whole or in part through an issue or transfer of equity securities in Gentrack Group Limited, as described in the notice of meeting.
4. That Gary Miles, appointed by the board as managing director on 1 October 2020, be elected as a director of Gentrack Group Limited.
5. That, for the purposes of NZX Listing Rule 4.2.1, performance rights be issued to Gary Miles, managing director on the terms and conditions set out in the notice of meeting (being 1,248,604 performance rights relating to 2020 as well as subsequent annual grants of performance rights in 2021 and 2022).
6. That, for the purposes of NZX Listing Rule 4.2.1, up to 1,500,000 equity securities (either performance rights or shares) may be issued by Gentrack Group Limited, as an extension on a one-off basis of the 3% limit of equity securities that may be issued by the company in a twelve month period without further shareholder approval. The extension is to satisfy long term incentive and short term incentive requirements in relation to FY21 (if directors chose not to pay out any short term incentive payments in cash) on the terms and conditions set out in the notice of meeting.
7. That Stewart Sherriff, appointed by the board on 5 October 2020, be elected as a director of Gentrack Group Limited.
8. That Andy Green, appointed by the board on 2 November 2020, be elected as a director of Gentrack Group Limited.
9. That Nick Luckock be re-elected as a director of Gentrack Group Limited.

Details of the total number of votes cast in person or by a proxy holder are:

Resolution	For	Against	Abstain
That Ernst & Young is appointed as auditor of Gentrack Group Limited and the board is authorised to fix the auditor's remuneration.	64,064,617	39,500	152,315
That, for the purposes of NZX Listing Rule 2.11, the aggregate maximum remuneration that may be paid to the directors of Gentrack Group Limited per annum is increased from NZD \$450,000 to \$800,000.	43,674,352	9,222,400	145,818
That, for the purposes of NZX Listing Rule 2.11, any remuneration payable to directors may, at the board's discretion, be paid either in whole or in part through an issue or transfer of equity securities in Gentrack Group Limited, as described in the notice of meeting.	52,686,749	215,496	139,010
That Gary Miles, appointed by the board as managing director on 1 October 2020, be elected as a director of Gentrack Group Limited.	63,958,155	162,982	135,295
That, for the purposes of NZX Listing Rule 4.2.1, performance rights be issued to Gary Miles, managing director on the terms and conditions set out in the notice of meeting (being 1,248,604 performance rights relating to 2020 as well as subsequent annual grants of performance rights in 2021 and 2022).	55,284,571	4,928,152	4,006,944
That, for the purposes of NZX Listing Rule 4.2.1, up to 1,500,000 equity securities (either performance rights or shares) may be issued by Gentrack Group Limited, as an extension on a one-off basis of the 3% limit of equity securities that may be issued by the company in a twelve month period without further shareholder approval. The extension is to satisfy long term incentive and short term incentive requirements in relation to FY21 (if directors chose not to pay out any short term incentive payments in cash) on the terms and conditions set out in the notice of meeting.	55,616,014	4,625,145	4,015,273
That Stewart Sheriff, appointed by the board on 5 October 2020, be elected as a director of Gentrack Group Limited.	64,047,866	72,060	136,506
That Andy Green, appointed by the board on 2 November 2020, be elected as a director of Gentrack Group Limited.	64,055,124	65,302	136,006
That Nick Luckock be re-elected as a director of Gentrack Group Limited.	64,029,285	88,241	138,906

The Board has determined that the following directors are (as specified below) independent or not independent:

- Andy Green – Independent
- Fiona Oliver – Independent
- Darc Rasmussen – Independent
- Stewart Sherriff – Independent
- Nick Luckock – Not Independent
- Gary Miles – Not Independent

The video recording from the annual meeting will be made available as soon as possible.

ENDS

Contact:

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About Gentrack

Gentrack designs, builds and delivers the high-performing, cloud-first revenue and customer experience solutions found at the heart of leading utilities and airports around the world. Our customers lead in some of the most deregulated and innovative markets in the world; pioneering innovation, driving effective transformation in the management and delivery of two of our planet's most precious resources; energy and water.

More information: www.gentrack.com