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**LODGE YOUR PROXY****Online:**[vote.linkmarketservices.com/GTK](https://vote.linkmarketservices.com/GTK)**Scan & email:**[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)**Deliver:**

MUFG Corporate Markets  
Level 30, PwC Tower  
15 Customs Street West, Auckland 1010  
New Zealand

**Mail:**

Use the enclosed reply paid envelope or address to:  
MUFG Corporate Markets  
PO Box 91976  
Auckland 1142  
New Zealand

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**Scan this QR code with your smartphone and vote online**

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**General Enquiries**

+64 9 375 5998 |

[enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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**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 MUFG Corporate Market (formerly Link Market Services) Meetings Platform at [www.virtualmeeting.co.nz/gtk25](https://www.virtualmeeting.co.nz/gtk25) at **10am** (New Zealand time) on **Wednesday, 26 February 2025**. 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](https://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 MUFG Corporate Markets (formerly Link Market Services Limited) no later than **10am, Monday 24 February 2025**.

*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 if appointed as a discretionary proxy, however will not vote any discretionary votes on resolution 4. 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.

**Voting Restrictions**

The directors and their ‘Associated Persons’ (as that term is defined in the NZX Listing Rules) are subject to voting restrictions in relation to resolution 4. Gentrack will disregard any votes cast on resolution 4 by any director or any ‘Associated Person’ of that director. However, Gentrack will not disregard a vote if it is cast by such person as a proxy for a person who is not disqualified from voting on resolution 4, in accordance with express instructions to vote for or against the resolution.

**Attending the meeting**

The meeting will be held online only and shareholders can attend at [www.virtualmeeting.co.nz/gtk25](https://www.virtualmeeting.co.nz/gtk25). 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 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, 26 February 2025 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 Fiona Oliver be re-elected as a director of Gentrack.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Gillian Watson, appointed by the Board on 1 June 2024, be elected as a director of Gentrack.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the directors are authorised to fix the remuneration of Ernst & Young as auditor of Gentrack for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the aggregate maximum annual remuneration for directors be increased from \$800,000 to \$850,000.	<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](https://vote.linkmarketservices.com/GTK) and completing the online validation process or complete the question section below and return to MUFG Corporate Markets (formerly Link Market Services) in the envelope enclosed. Questions will need to be submitted by 10am on Monday, 24 February 2025. 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.