

LODGE YOUR PROXY**Online:**vote.cm.mpms.mufg.com/GTK**Scan & email:**meetings.nz@cm.mpms.mufg.com**Deliver:**

MUFG Pension & Market Services
Level 30, PwC Tower
15 Customs Street West, Auckland 1010
New Zealand

Mail:

Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142
New Zealand

Scan this QR code with your smartphone and vote online

CSN/Holder Number:

* *

General Enquiries

+64 9 375 5998

enquiries.nz@cm.mpms.mufg.com**PROXY FORM FOR GENTRACK GROUP LIMITED ANNUAL SHAREHOLDER MEETING**

Notice is hereby given that the annual shareholder meeting of Gentrack Group Limited ("Gentrack") will be held online via the MUFG Pension & Market Services Meetings Platform at <https://meetings.mpms.mufg.com/gtk26> at 10am (New Zealand time) on **Wednesday, 25 February 2026**. 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.cm.mpms.mufg.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 Pension & Market Services no later than **10am (New Zealand time) on Monday 23 February 2026**.

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 these additional matters as he or she thinks fit, unless the matter relates to Resolution 3 and the person is excluded from voting on Resolution 3 and they hold a discretionary proxy.

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. If you return this Proxy Form without appointing a proxy but have otherwise indicated on this form how you wish to vote and completed the rest of the form, the Chair of the meeting will vote in accordance with your express instructions. The Chair of the meeting will also vote in accordance with your instructions on this Proxy Form if your proxy does not attend the meeting.

Voting exclusions for Resolution 3

Given their interest in Resolution 3, Gary Miles and each of the other expected recipients of Accelerator Performance Rights, who are shareholders of Gentrack, and each of their respective 'Associated Persons' (as that term is defined in the NZX Listing Rules), will not vote on the resolution.

Attending the meeting

The meeting will be held online only and shareholders can attend at <https://meetings.mpms.mufg.com/gtk26>. You will require your Holder Number for verification purposes. Shareholders will not be able to attend the meeting in person. Shareholders who have appointed a proxy may still attend the meeting virtually (although they will not be able to vote if a proxy has been appointed).

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 Gentrack to be held at 10am (New Zealand time) on Wednesday, 25 February 2026 and at any adjournment of that meeting.

F.....

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 when computing the required majority, for that resolution. If no box is ticked for a resolution, your proxy will abstain from voting.

<i>To consider and, if thought fit, pass the following ordinary resolutions:</i>				
	<i>For</i>	<i>Against</i>	<i>Abstain</i>	<i>Discretion</i>
1. That Darc Rasmussen be re-elected as a director of Gentrack.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That John Scott (appointed by the Board on 1 January 2026), be elected as a director of Gentrack.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That, for the purposes of NZX Listing Rule 4.2.1, up to 1,775,361 performance rights be issued to Gary Miles (Gentrack's CEO) and other members of the Executive Leadership Team selected by the Board, on the terms and conditions set out in the Explanatory Notes to the Notice of Meeting and the rules of Gentrack's Senior Management LTI Scheme.	<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 for the current financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please read the explanatory notes and other information in the Notice of Meeting for further information in relation to the resolutions.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders attending the annual shareholder meeting virtually will have the opportunity to ask questions during the meeting. If you cannot attend the annual shareholder meeting but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/GTK and completing the online validation process or complete the question section below and return this Proxy Form to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by **10am** (New Zealand time) on **Monday, 23 February 2026**. 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.