

COMMERCE  
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TECHNOLOGY

# GENTRACK GROUP LIMITED OFFER DOCUMENT



1 FOR 5.77 ENTITLEMENT  
OFFER OF ORDINARY  
SHARES

WEDNESDAY 4 JULY 2018

Deutsche  
CRAIGS



This Offer Document may not be distributed outside New Zealand or Australia except to certain institutional and professional investors in such other countries and to the extent contemplated in this Offer Document.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

*Gentrack*





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## IMPORTANT NOTICE

This Offer Document has been prepared by Gentrack Group Limited (**Gentrack**) in connection with a 1 for 5.77 accelerated pro-rata entitlement offer of New Shares. The Offer is made to Eligible Shareholders pursuant to the exclusion in clause 19 of schedule 1 of the New Zealand Financial Markets Conduct Act 2013 and pursuant to the provisions of the Australian Corporations Act 2001 (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Instrument 16-0278) which allow entitlement offers to be made by providing certain confirmations to the market. As a result, it is important for Eligible Retail Shareholders to read and understand the information on Gentrack and the Offer made publicly available, prior to accepting all or part of their Entitlement (see 'Additional information available under Gentrack's disclosure obligations' below).

This Offer Document is not a product disclosure statement or prospectus for the purposes of the New Zealand Financial Markets Conduct Act 2013 or the Australian Corporations Act 2001 (Cth) or any other law, and does not contain all of the information that an investor would find in a product disclosure statement or prospectus or which may be required to make an informed decision about the Offer or Gentrack.

### ADDITIONAL INFORMATION AVAILABLE UNDER GENTRACK'S DISCLOSURE OBLIGATIONS

Gentrack is subject to continuous disclosure obligations under the NZX Listing Rules which require it to notify certain material information to NZX. The ASX Listing Rules also require that Gentrack immediately provide to ASX all the information which it provides to NZX that is, or is to be, made public. Market releases by Gentrack, including an announcement and an investor presentation relating to the Offer, its most recent annual report (for the year ended 30 September 2017) and its interim report (for the six months ended 31 March 2018) are available at [www.nzx.com](http://www.nzx.com) and [www.asx.com.au](http://www.asx.com.au) under the stock code GTK.

Gentrack may, during the Offer, make additional releases to NZX and ASX. To the maximum extent permitted by law, no release by Gentrack to NZX or ASX will permit an Applicant to withdraw any previously submitted Application without Gentrack's prior consent.

The market price of Shares may increase or decrease between the date of this Offer Document and the date of allotment of New Shares. Any changes in the market price of Shares will not affect the Application Price and the market price of New Shares following allotment may be higher or lower than the Application Price.

### WITHDRAWAL

Subject to compliance with all applicable laws, Gentrack reserves the right to withdraw all or any part of the Offer (either generally or in particular cases) (for example, subject to compliance with all applicable laws, the Institutional Entitlement Offer could proceed but the Retail Entitlement Offer could be withdrawn).

### FORWARD LOOKING STATEMENTS

This Offer Document contains certain 'forward-looking statements' such as indications of, and guidance on, future earnings and financial position and performance. Forward-looking statements can generally be identified by the use of forward-looking words such as, 'expect', 'anticipate', 'likely', 'intend', 'could', 'may', 'predict', 'plan', 'propose', 'will', 'believe', 'forecast', 'estimate', 'target', 'outlook', 'guidance' and other similar expressions and include statements regarding the conduct and outcome of the Offer and the use of the proceeds thereof. Such forward-looking statements are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Gentrack, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not materially differ from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. The forward-looking statements are based on information available to Gentrack as at the date of this Offer Document. Except as required by law or regulation (including the NZX Listing Rules and ASX Listing Rules), Gentrack undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

### OFFERING RESTRICTIONS

This Offer Document is intended for use only in connection with:

- the Offer to Eligible Retail Shareholders; and
- the Offer to Eligible Institutional Shareholders with an address in New Zealand, Australia, Canada, Hong Kong, Singapore or the United Kingdom (in each case to Shareholders that are not in the United States or are not acting for the account or benefit of a person in the United States) as at 9.00pm (NZ time) on the Record Date.

This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Neither this Offer Document, any enclosed or accompanying NZX or ASX announcements, nor the Entitlement and Acceptance Form may be released or distributed in the United States. This Offer Document, any accompanying NZX or ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person is acting for the account or benefit of a person in the United States), or in any other jurisdiction in which such an offer would be illegal. Neither the Entitlements nor the New Shares has been, or will be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction.



of the United States. The Entitlements may not be issued to, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). Neither the Entitlements nor the New Shares may be offered, sold or resold, directly or indirectly, in the United States or to persons acting for the account or benefit of a person in the United States (to the extent such persons hold securities and are acting for the account or benefit of a person in the United States) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction of the United States. This Offer Document may not be sent or given to any person outside New Zealand or Australia in circumstances in which the Offer or distribution of this Offer Document would be unlawful. The distribution of this Offer Document (including an electronic copy) outside New Zealand and Australia may be restricted by law. In particular, this Offer Document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside New Zealand or Australia except to the extent permitted in this Offer Document or as Gentrack may otherwise determine in compliance with applicable laws. Further details on the offering restrictions that apply are set out in *Part 5: Details of the Offer*.

If you come into possession of this Offer Document, you should observe any such restrictions. Any failure to comply with such

restrictions may contravene applicable securities law. Gentrack disclaims all liability to such persons.

#### **YOUR DECISION TO PARTICIPATE IN THE OFFER**

The information in this Offer Document does not constitute a recommendation to invest in New Shares and is not financial product advice to you or any other person. This Offer Document has been prepared without taking into account your investment objectives, financial or taxation situation or particular needs or circumstances.

You should make your decision whether to invest in New Shares based on your personal circumstances. Please read this Offer Document carefully and in full before making that decision. You are encouraged to take your own professional advice before you invest.

#### **QUESTIONS ABOUT THE OFFER OR ENTITLEMENTS**

Any questions about the Offer can be directed to an NZX Firm, ASX Broker or your solicitor, stockbroker, accountant, financial adviser or other professional adviser. If you have any questions about the number of New Shares shown on your Entitlement and Acceptance Form, or how to complete the Entitlement and Acceptance Form, please contact the Registrar whose contact details are set out in *Part 8: Directory*.

#### **DEFINITIONS**

Capitalised terms used in this Offer Document have the meanings given in *Part 7: Glossary*.



# 1. KEY TERMS OF THE OFFER

ISSUER	GENTRACK GROUP LIMITED
Eligible Retail Shareholder	A Shareholder: (a) with a registered address in New Zealand or Australia as at 9:00pm (NZ time) / 7:00pm (Sydney time) on the Record Date; (b) who is a UK Employee or (c) that Gentrack considers, in its discretion, may be treated as an Eligible Retail Shareholder, in any case who is not in the United States or acting for the account or benefit of a person in the United States and is not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder.
Eligible Institutional Shareholder	A Shareholder, as at 9:00pm (NZ time) / 7:00pm (Sydney time) on the Record Date, with an address in New Zealand, Australia, Canada, Hong Kong, Singapore or the United Kingdom, in each case, who is an Institutional Investor (or a nominee of an Institutional Investor) and who is invited to participate in the Institutional Entitlement Offer, as further described in the Glossary.
Application Price	NZ\$6.19 (or the A\$ Price) per New Share.
Offer size	Approximate amount to be raised under the Offer NZ\$90 million.
New Shares	The same class as (and ranking equally with) Existing Shares.
Shares currently on issue	83,972,008
Number of New Shares being offered	14,553,208 (subject to rounding)
Offer	<p><i>Institutional Entitlement Offer and Retail Entitlement Offer</i></p> <p>A pro-rata entitlement offer of 1 New Share for every 5.77 Existing Shares held by Eligible Shareholders at 9:00pm (NZ time) / 7:00pm (Sydney time) on the Record Date (with fractional entitlements being rounded up to the nearest New Share). A shorter than usual offer period will apply to Eligible Institutional Shareholders under the Institutional Entitlement Offer, which will occur over the Business Day immediately following the announcement of the Offer.</p> <p><i>Institutional Bookbuild and Retail Bookbuild</i></p> <p>Entitlements cannot be traded on the NZX Main Board or ASX or privately transferred.</p> <p>However, Entitlements not taken up by Eligible Shareholders or which would have been issued to Ineligible Shareholders had they been entitled to participate will be offered for sale to Institutional Investors through Bookbuilds run by the Joint Lead Managers.</p> <p>Any Premium realised for those Entitlements in the Bookbuilds will be paid (net of any applicable withholding tax) on a pro-rata basis to those Shareholders who do not take up all of their Entitlements or who are ineligible to do so by virtue of being an Ineligible Shareholder.</p> <p>There will be a Bookbuild for the Institutional Entitlement Offer (with any Institutional Premium realised for the Entitlements in the Institutional Bookbuild shared by Eligible Institutional Shareholders who do not take up all of their Entitlements and Ineligible Institutional Shareholders) and a separate Bookbuild for the Retail Entitlement Offer (with any Retail Premium realised for the Entitlements in the Retail Bookbuild shared by Eligible Retail Shareholders who do not take up all of their Entitlements and Ineligible Retail Shareholders).</p> <p>There is no guarantee that there will be any Premium realised for the Entitlements offered for sale in the Bookbuilds, and the Premium realised (if any) in one Bookbuild may be different from the Premium realised (if any) in the other Bookbuild.</p>



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**How to apply***Eligible Retail Shareholders:*

An Application by an Eligible Retail Shareholder must be made (together with payment) either:

- on the enclosed personalised Entitlement and Acceptance Form; or
- using the online application form at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com)

*Eligible Institutional Shareholders:*

The Joint Lead Managers will contact Eligible Institutional Shareholders and advise them of the terms and conditions of participation in the Offer and to confirm their application process.

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**Underwriting**

The Offer is fully underwritten by the Joint Lead Managers to the value of approximately \$90 million.

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## 2. CHAIRMAN'S LETTER



4 July 2018

**Not for release or distribution in the United States.**

### DEAR SHAREHOLDER,

On Thursday 21 June 2018 we announced that Gentrack Group Limited (**Gentrack**) entered into an agreement to acquire all the shares of Evolve Parent Limited and Evolve Analytics Limited (**Evolve**), for £23.0 million. The transaction was debt-funded with settlement occurring on Friday 29 June 2018. Following the completion of the transaction, Gentrack's debt increased to approximately NZ\$90 million.

Gentrack is seeking to raise approximately NZ\$90 million of new equity from an underwritten accelerated pro-rata entitlement offer to Eligible Shareholders of Gentrack (**Offer**). Proceeds raised through the Offer will be used to pay down Gentrack's bank debt, leaving undrawn debt facilities of approximately NZ\$50 million, providing funding capacity to support future acquisition and growth opportunities.

Gentrack has completed four strategic acquisitions since March 2017 across both the Utilities and Airports divisions, which have broadened its compelling product offering.

Gentrack continues to investigate potential acquisition opportunities that it may seek to pursue, which would expand its product offering, strengthen its market position and allow growth into new geographies. These potential acquisitions are aligned with Gentrack's existing business and growth strategy. The Offer provides Gentrack with capacity to pursue these acquisition opportunities in addition to its existing organic growth opportunities, while maintaining a conservative debt position.

On behalf of the Board, I am pleased to offer Eligible Shareholders the opportunity to participate in the Offer.

### DETAILS OF THE ENTITLEMENT OFFER

The Offer provides an opportunity for Eligible Shareholders to increase the number of Shares they hold in Gentrack and to take advantage of the discount at which the New Shares will be issued under the Offer, relative to the trading price prior to the announcement of the Offer.

Under the Offer, Eligible Shareholders are entitled to acquire one New Share for every 5.77 Existing Shares held as at 9:00pm (New

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<sup>1</sup> Deutsche Craigs Limited is a wholly owned subsidiary of Craigs Investment Partners Limited (**CIP**). The role of the Underwriter may be performed by Deutsche Craigs Limited or CIP (as the NZX Participant firm) or any of their affiliates, successors and assigns, as appropriate, and those entities shall have the rights and benefits of the Joint Lead Managers or the Underwriters.





Zealand time) on the Record Date of Friday 6 July 2018, at an Application Price of NZ\$6.19 per New Share.

The Application Price reflects a 13.0% discount to NZ\$7.11, being the volume-weighted average price of Gentrack's shares as traded on NZX for the last five trading days prior to Wednesday 4 July 2018 and a 10.0% discount to the theoretical ex-entitlement price of NZ\$6.88.

Eligible Retail Shareholders will have until Thursday 26 July 2018 to subscribe for New Shares.

The institutional component of the Offer will be accelerated and close on Friday 6 July 2018.

Under the Offer, there will be no trading of Entitlements. Instead, New Shares not taken up, or attributable to Ineligible Shareholders, will be offered to Institutional Investors through two Bookbuilds run by the Joint Lead Managers, Deutsche Craigs Limited<sup>1</sup> (**Deutsche Craigs**) and UBS New Zealand Limited (**UBS**).

The first Bookbuild will take place on Thursday 5 July 2018 and Friday 6 July 2018 and will comprise New Shares not taken up by Eligible Institutional Shareholders under the Institutional Entitlement Offer and New Shares attributable to Ineligible Institutional Shareholders. The second Bookbuild will take place on Monday 30 July 2018 and will comprise New Shares not taken up by Eligible Retail Shareholders under the Retail Entitlement Offer and New Shares attributable to Ineligible Retail Shareholders.

Any Premium achieved above the Application Price for the New Shares in each of the Bookbuilds will be shared on a pro-rata basis (with no brokerage costs deducted) between:

- in the case of the first Bookbuild, each Eligible Institutional Shareholder who does not take up their Entitlement in full and each Ineligible Institutional Shareholder; and
- in the case of the second Bookbuild, each Eligible Retail Shareholder who does not take up their Entitlement in full and each Ineligible Retail Shareholder.

The Premium achieved is likely to be different between the two Bookbuilds.

Gentrack's largest shareholder, Hg, intends to subscribe for its full Entitlement. Additionally, I intend to subscribe for NZ\$2.5 million worth of New Shares under the Offer.

The Offer is fully underwritten by Deutsche Craigs and UBS.

Please read the accompanying Offer Document carefully and in full. The Board encourages you to take the time to consider the Offer and to seek financial, investment, or other professional advice from a qualified professional adviser. Additional information can be found in the investor presentation which we have released to the NZX. Eligible Retail Shareholders can apply to take up their Entitlements under the Offer by completing:

- the Entitlement and Acceptance Form accompanying this letter; or
- an online application at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com).

by 7.00pm on Thursday 26 July 2018. Instructions on how to make payment can be found in the Entitlement and Acceptance Form and Offer Document or at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com).

The Board and management remain excited about the future for Gentrack. On behalf of the Board, I welcome your participation in the Offer.

Yours sincerely

**John Clifford**  
Chairman, Gentrack Group Limited



### 3. IMPORTANT DATES

#### INSTITUTIONAL ENTITLEMENT OFFER AND INSTITUTIONAL BOOKBUILD

This timetable is relevant to participants in the Institutional Entitlement Offer and Institutional Bookbuild. Eligible Retail Shareholders should refer to the important dates for the Retail Entitlement Offer and Retail Bookbuild set out below

KEY EVENT	DATE <sup>1</sup>
Trading halt commences on NZX and ASX and Institutional Entitlement Offer opens at 10.00am (NZ time) / 8.00am (Sydney Time)	Wednesday 4 July 2018
Institutional Entitlement Offer closes at 4.00pm (NZ time) / 2.00pm (Sydney time)	Thursday 5 July 2018
Institutional Bookbuild opens at 6.30pm (NZ time) / 4.30pm (Sydney time)	Thursday 5 July 2018
Institutional Bookbuild closes at 11.00am (NZ time) / 9.00am (Sydney time)	Friday 6 July 2018
Record Date 9.00pm (NZ time) / 7.00pm (Sydney time)	Friday 6 July 2018
Announce Institutional Bookbuild pricing and results of Institutional Entitlement Offer Announce A\$ Price Trading halt lifted on open of trading on the NZX Main Board and ASX (pre-market open)	Monday 9 July 2018
Settlement of Institutional Entitlement Offer and Institutional Bookbuild on ASX	Thursday 12 July 2018
Settlement of Institutional Entitlement Offer and Institutional Bookbuild on the NZX Main Board and commencement of trading of allotted New Shares on the NZX Main Board and ASX	Friday 13 July 2018

<sup>1</sup> The dates above (and any references to them in this Offer Document) are subject to change and are indicative only. All times and dates refer to NZ time (unless otherwise specified). Gentrack reserves the right to amend the timetables (including by extending the closing dates for the Offer or accepting late Applications, either generally or in particular cases) subject to applicable laws and the NZX Listing Rules and ASX Listing Rules. Any extension of the closing dates for the Offer will have a consequential effect on the issue date of New Shares. Subject to compliance with all applicable laws, Gentrack reserves the right to withdraw the Offer (or any of the Institutional Entitlement Offer, Institutional Bookbuild, Retail Entitlement Offer or Retail Bookbuild, and irrespective of whether or not all of them are withdrawn) at any time at its absolute discretion. The commencement of quotation of New Shares on ASX is subject to confirmation from ASX.



## RETAIL ENTITLEMENT OFFER AND RETAIL BOOKBUILD

This timetable is relevant to participants in the Retail Entitlement Offer and Retail Bookbuild. Eligible Institutional Shareholders should refer to the important dates for the Institutional Entitlement Offer and Institutional Bookbuild set out above.

KEY EVENT	DATE <sup>2</sup>
Trading halt commences on NZX and ASX at 10.00am (NZ time) / 8.00am (Sydney Time)	Wednesday 4 July 2018
Record Date 9.00pm (NZ time) / 7.00pm (Sydney time)	Friday 6 July 2018
Trading halt lifted on open of trading on NZX and ASX	Monday 9 July 2018
Retail Entitlement Offer opens at 10.00am (NZ time) / 8.00am (Sydney time)	Tuesday 10 July 2018
Expected despatch of this Offer Document and Entitlement and Acceptance Forms	Tuesday 10 July 2018
Retail Entitlement Offer closes at 7.00pm (NZ time) / 5.00pm (Sydney time)	Thursday 26 July 2018
Announce results of Retail Entitlement Offer Retail Bookbuild	Monday 30 July 2018
Announce results of Retail Bookbuild	Tuesday 31 July 2018
Settlement of Retail Entitlement Offer and Retail Bookbuild on ASX	Wednesday 1 August 2018
Settlement of Retail Entitlement Offer and Retail Bookbuild on NZX Allotment of New Shares under the Retail Entitlement Offer and Retail Bookbuild on the NZX Main Board and ASX Trading of New Shares commences on NZX	Thursday 2 August 2018
Trading of New Shares commences on ASX Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Friday 3 August 2018

Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms or apply via the online application as soon as possible. No cooling-off rights apply to applications submitted under the Offer.

<sup>2</sup> The dates above (and any references to them in this Offer Document) are subject to change and are indicative only. All times and dates refer to NZ time (unless otherwise specified). Gentrack reserves the right to amend the timetables (including by extending the closing dates for the Offer or accepting late Applications, either generally or in particular cases) subject to applicable laws and the NZX Listing Rules and ASX Listing Rules. Any extension of the closing dates for the Offer will have a consequential effect on the issue date of New Shares. Subject to compliance with all applicable laws, Gentrack reserves the right to withdraw the Offer (or any of the Institutional Entitlement Offer, Institutional Bookbuild, Retail Entitlement Offer or Retail Bookbuild, and irrespective of whether or not all of them are withdrawn) at any time at its absolute discretion. The commencement of quotation of New Shares on ASX is subject to confirmation from ASX.



## 4. ACTIONS TO BE TAKEN BY ELIGIBLE SHAREHOLDERS

### A. IF YOU ARE AN ELIGIBLE RETAIL SHAREHOLDER, YOU MAY TAKE THE FOLLOWING ACTIONS:

- take up all of your Entitlement;
- take up part of your Entitlement; or
- do nothing.

If you only take up part of your Entitlement or do nothing, any Entitlement not taken up will be offered for sale in the Retail Bookbuild. Any Retail Premium realised for those Entitlements in the Retail Bookbuild will be paid (net of any applicable withholding tax) on a pro-rata basis to those Eligible Retail Shareholders who do not take up all of their Entitlements or who are ineligible to do so by virtue of being an Ineligible Retail Shareholder.

The Offer is a pro-rata offer to Eligible Shareholders. Eligible Shareholders who take up their Entitlement in full will not have their percentage shareholding in Gentrack reduced by the Offer. However, Eligible Shareholders who do not take up all of their Entitlement will have their percentage shareholding in Gentrack diluted by the Offer.

#### To take up all or part of your Entitlement

If you are an Eligible Retail Shareholder and wish to take up all or part of your Entitlement, you should:

- complete your personalised Entitlement and Acceptance Form accompanying this Offer Document in accordance with the instructions set out on that form;
- make payment by direct debit (for New Zealand Eligible Retail Shareholders), BPAY® (for Eligible Australian Retail Shareholders) or attach your cheque or bank draft in New Zealand Dollars (or if you are an Eligible Australian Retail Shareholder, in Australian Dollars) to your completed Entitlement and Acceptance Form for the amount required to be paid in accordance with the payment instructions set out below; and
- return your completed Entitlement and Acceptance Form with the Application Monies to the Registrar (or any NZX Firm or ASX Broker in sufficient time for the documents to be forwarded to and received by the Registrar), no later than 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018. Contact details for the Registrar are set out below and in *Part 8: Directory*.

Alternatively, you may apply online in accordance with the instructions for online Applications below.

#### Payment instructions

- Payment must be made in full by paying NZ\$6.19 (or the A\$ Price), per New Share on Application.
- Payments are to be made by direct debit (for New Zealand Eligible Retail Shareholders), BPAY® (for Eligible Australian Retail Shareholders) or cheque or bank draft in New Zealand Dollars (or if you are an Eligible Australian Retail Shareholder, in Australian Dollars) to the Registrar or by such other method of

payment agreed as acceptable to Gentrack. Please choose only one payment option.

- If there is a discrepancy between the amount of Application Monies and the number of New Shares indicated as your Entitlement on your Entitlement and Acceptance Form, Gentrack will treat the Application as being for the lower of your Entitlement and the number of New Shares the Application Monies will pay for.

#### Payment options

##### ***Direct debit (preferred method) – for New Zealand Eligible Retail Shareholders only***

If you wish to pay by direct debit you must complete the direct debit section in the Entitlement and Acceptance Form or in the online Application (if you are applying for New Shares using the online Application process set out below). By completing the direct debit section in the Entitlement and Acceptance Form, you authorise the Registrar to direct debit the nominated bank account for the amount applied on the day the Entitlement and Acceptance Form is received by the Registrar. The bank account must be with a New Zealand registered bank.

You cannot specify a direct debit date and you must ensure that:

- the bank account details supplied are correct;
- the Application Monies in the bank account for the direct debit are available on the day you submit your Application;
- the person(s) giving the direct debit instruction has/have authority to operate the account solely/jointly; and
- the bank account you nominated is a transactional account eligible for direct debit transactions.

If you are uncertain you should contact your bank.

Should your direct debit fail, your Application will be rejected. If requested, a direct debit form will be provided to you by the Registrar.

##### ***BPAY® – for Eligible Australian Retail Shareholders only***

For payment by BPAY®, please follow the instructions on the personalised Entitlement and Acceptance Form or online at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com). You can only make payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you are paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form or accessed online at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com). If you do not use the correct CRN specific to your holding your Application will not be recognised as valid.

Please note that should you choose to pay by BPAY®:

- you do not need to submit your Entitlement and Acceptance Form but are taken to agree to the terms of the Acceptance Form; and



- if you do not pay for your all of the New Shares represented by your Entitlements, you will be deemed to have taken up your Entitlements in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Registrar by no later than 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration in the timing of when you make payment.

#### **Cheques or Bank Drafts**

Applicants who elect to pay by cheque or bank draft must ensure that the cheque is drawn on a New Zealand bank or that the bank draft is in New Zealand Dollars (or, if you are an Eligible Australian Shareholder, that the cheque is drawn on an Australian bank or that the bank draft is in Australian dollars). Cheques or bank drafts drawn in a different currency will not be accepted.

Cheques or bank drafts are to be made payable to "Gentrack Entitlement Offer", crossed "Not Transferable" or "Not Negotiable" and must not be post-dated as cheques will be banked on the day of receipt.

If your cheque or bank draft is dishonoured for any reason Gentrack may reject your Application, cancel your allotment of New Shares and pursue any other remedies available to it at law.

#### **Online applications**

If you are an Eligible Retail Shareholder, you may also apply for all or part of your entitlement to New Shares online. To do so, you must complete an online Application at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com) **not later than 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018**. You will be required to enter your CSN/Holder number (or HIN or SRN if you are an Eligible Australian Retail Shareholder) which you hold your Shares under and your Entitlement Number (found on your personalised Entitlement and Acceptance Form).

Payments for Applications made online must be made by way of direct debit (for New Zealand Eligible Retail Shareholders) or BPAY® (for Eligible Australian Retail Shareholders). Please read the instructions regarding direct debit payments and BPAY® payments under the headings "Direct Debit (Preferred method)" and "BPAY®" above. Once your Application has been completed successfully, you will be emailed an application confirmation which you should keep for your records.

#### **Mailing Addresses for Entitlement and Acceptance Forms**

Applicants who elect to pay by direct debit should email their completed Entitlement and Acceptance Forms to [applications@linkmarketservices.com](mailto:applications@linkmarketservices.com). Alternatively, such Applicants may also mail their completed Forms to the Registrar at the address set out below.

Applicants who are not paying by direct debit should mail completed Entitlement and Acceptance Forms and cheques or bank drafts to the

Registrar at:

Gentrack Group Limited  
C/ Link Market Services Limited  
PO Box 91976  
Auckland 1142, New Zealand

or, for Eligible Australian Retail Shareholders, to:

Gentrack Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South, NSW 1235, Australia

**to arrive no later than 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018** or, if sent to any NZX Firm or ASX Broker, in sufficient time for the documents to be forwarded to, and **received by, the Registrar not later than 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018**. If you have any questions in relation to such timing requirements of any NZX Firm or ASX Broker, you should discuss these directly with that NZX Firm or ASX Broker.

#### **UK Employees**

If you are a UK Employee, Gentrack will be in contact with you separately about how you can participate in the Offer.

#### **B. IF YOU ARE AN ELIGIBLE INSTITUTIONAL SHAREHOLDER**

The Joint Lead Managers will contact Eligible Institutional Shareholders to inform them of the terms and conditions of participation in the Institutional Entitlement Offer and seek confirmation of their Entitlements under the Offer.

The Joint Lead Managers will determine the Shareholders who will be treated as Eligible Institutional Shareholders for the purpose of determining the Shareholders to whom an offer of New Shares will be made under the Institutional Entitlement Offer. In exercising their discretion, the Joint Lead Managers may have regard to a number of matters, including without limitation legal and regulatory requirements and logistical and registry constraints. The Joint Lead Managers and their affiliates and related bodies corporate and each of their directors, officers, partners, employees, advisers and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law. Gentrack and the Joint Lead Managers will agree on which Shareholders having registered addresses outside Australia and New Zealand will be treated as Ineligible Shareholders.

#### **C. INFORMATION FOR ALL ELIGIBLE SHAREHOLDERS**

##### **Decision to participate in the Offer**

The information in this Offer Document does not constitute a recommendation to acquire New Shares or financial product advice. This Offer Document has been prepared without taking into account the investment objectives, financial or taxation situation or particular needs or circumstances of any Applicant.



#### **Late Applications and withdrawal rights**

Gentrack may accept late Applications and Application Monies, either generally or in particular cases, but has no obligation to do so. Gentrack may accept or reject (at its discretion) any Entitlement and Acceptance Form or online Application which it considers to have been completed incorrectly or correct any errors or omissions on any Entitlement and Acceptance Form or online Application.

Once submitted, and subject to all applicable law, an Application may not be withdrawn without Gentrack's prior written consent.

#### **Further information**

Enquiries about the Offer can be directed to an Authorised Financial Adviser, a NZX Firm or ASX Broker or your solicitor, accountant or other professional adviser.

If you have any questions about the number of New Shares shown on your Entitlement and Acceptance Form that accompanies this Offer Document, or how to complete your Entitlement and Acceptance Form or an online Application, please contact the Registrar.

The Registrar can be contacted on +64 9 375 5998, or at Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010, New Zealand, or PO Box 91976, Auckland 1142, New Zealand.

If you are an Eligible Australian Retail Shareholder, you can contact the Registrar on +61 1300 554 474 (from Australia), or at Level 12, 680 George Street, Sydney, NSW 2000, Australia, or Locked Bag A14, Sydney South, NSW 1235, Australia.



## 5. DETAILS OF THE OFFER

### THE OFFER

The Offer is an offer of New Shares to Eligible Shareholders under an accelerated pro-rata entitlement issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 5.77 Existing Shares held at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date. The New Shares will be the same class as, and will rank equally with, Existing Shares which are quoted on the NZX Main Board and ASX. It is a term of the Offer that Gentrack will take any necessary steps to ensure that the New Shares are, immediately after issue, quoted on the NZX Main Board and ASX.

The maximum number of New Shares being offered under the Offer is 14,553,208 New Shares (subject to rounding).

Gentrack will raise a total of approximately NZ\$90 million through the Offer (before costs), which is fully underwritten by Deutsche Craigs Limited and UBS New Zealand Limited.

The number of New Shares to which an Eligible Shareholder is entitled under an Entitlement will, in the case of fractions, be rounded up to the nearest whole number.

The issue of New Shares pursuant to the Offer is not expected to have any effect or consequence on the control of Gentrack.

### APPLICATION PRICE

The Application Price is NZ\$6.19 (or the A\$ Price) per New Share and must be paid in full on application.

The A\$ Price will be the Australian dollar equivalent of NZ\$6.19 determined using the RBNZ AUD/NZD exchange rate on Friday 6 July 2018 at 3.00pm (NZ time). The A\$ Price will be announced by Gentrack on Monday 9 July 2018.

Payment of the Application Price for the Retail Entitlement Offer must be made in accordance with the instructions set out on the reverse of the Entitlement and Acceptance Form or in accordance with the online Application process (and as further described in *Part 4: Actions to be taken by Eligible Shareholders*).

If you elect to apply for New Shares using New Zealand Dollars, any New Shares issued to you will be issued on Gentrack's NZX branch register. If you elect to apply for New Shares using the A\$ Price, any New Shares issued to you will be issued on Gentrack's ASX branch register.

Eligible Retail Shareholders must also deliver a completed Entitlement and Acceptance Form (either by mail, delivery, fax or email) to the Registrar. Alternatively, Applications may be made by Eligible Retail Shareholders online at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com) without the requirement to complete the Entitlement and Acceptance Form.

Application Monies received will be held in a trust account with the Registrar until the corresponding New Shares are allotted or the Application Monies are refunded (whichever is applicable). Interest earned on the Application Monies will be for the benefit, and remain the property, of Gentrack and will be retained by Gentrack whether or not the issue of New Shares takes place.

Any refund of Application Monies will be made without interest and within 10 Business Days of allotment or the date that the decision not to accept an Application is made (as the case may be).

### WITHDRAWAL

Subject to compliance with all applicable laws, Gentrack reserves the right to withdraw the Offer (or any of the Institutional Entitlement Offer, Institutional Bookbuild, Retail Entitlement Offer or Retail Bookbuild, and irrespective of whether or not all of them are withdrawn) (either generally or in particular cases) at any time at its absolute discretion.

If any Application is not accepted, all applicable Application Monies will be refunded without interest to the relevant Shareholder.

### OVERVIEW OF THE OFFER

The Offer comprises:

- the Institutional Entitlement Offer;
- the Institutional Bookbuild;
- the Retail Entitlement Offer; and
- the Retail Bookbuild,

each as described in further detail below.

### PURPOSE OF THE OFFER

On Thursday 21 June 2018, Gentrack announced that it had entered into an agreement to acquire Evolve for £23.0 million (NZ\$44.2 million). The acquisition of Evolve was completed on Friday 29 June 2018 and has increased Gentrack's debt to approximately NZ\$90 million.

Proceeds raised through the Offer will be used to pay down Gentrack's bank debt, leaving undrawn debt facilities of approximately NZ\$50 million, providing funding capacity to support future acquisition and growth opportunities.

Gentrack continues to investigate potential acquisition opportunities that it may seek to pursue, which would expand its product offering, strengthen its market position and grow into new geographies. These potential acquisitions are aligned with Gentrack's existing business and growth strategy. The Offer provides Gentrack with capacity to pursue these acquisition opportunities, in addition to its existing organic growth opportunities, while maintaining a conservative debt position.

The Investor Presentation is available on NZX's website ([www.nzx.com/markets/NZSX/securities/GTK](http://www.nzx.com/markets/NZSX/securities/GTK)) and on Gentrack's website [www.gentrack.com](http://www.gentrack.com).

### THE RETAIL ENTITLEMENT OFFER

#### *Overview of the Retail Entitlement Offer*

Gentrack is offering Eligible Retail Shareholders the opportunity to subscribe for 1 New Share for every 5.77 Existing Shares held as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, at an Application Price of NZ\$6.19 (or the A\$ Price) per New Share. This



ratio and the Application Price are the same as for the Institutional Entitlement Offer.

The Retail Entitlement Offer opens at 10.00am (NZ time) / 8.00am (Sydney time) on Tuesday 10 July 2018 and closes at 7.00pm (NZ time) / 5.00pm (Sydney time) on Thursday 26 July 2018 (subject to Gentrack's right to modify these dates).

Entitlements will not be listed and cannot be traded on the NZX Main Board or ASX or privately transferred. However, Ineligible Retail Shareholders, and Eligible Retail Shareholders who have not taken up their full Entitlements, may receive some value in respect of those Entitlements not taken up if a Retail Premium is realised under the Retail Bookbuild. However, there is no guarantee that any Premium will be realised, and any Retail Premium may be different from any Institutional Premium.

#### ***Eligibility under the Retail Entitlement Offer***

The Retail Entitlement Offer is only open to Eligible Retail Shareholders. Eligible Retail Shareholders are those persons who:

- are registered as Shareholders at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date and have a registered address in New Zealand or Australia;
- are UK Employees; or
- Gentrack considers, in its discretion, may be treated as an Eligible Retail Shareholder

and in any case:

- are not in the United States and are not acting for the account or benefit of a person in the United States; and
- are not Eligible Institutional Shareholders or Ineligible Institutional Shareholders.

If you sell any Shares (and that sale settles) prior to 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, then the Entitlements attributable to those Shares will accrue to the holder of those Shares as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date. If you have acquired Shares (and that acquisition settles) after 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, you will not be issued any Entitlements in relation to those Shares.

The Retail Entitlement Offer does not constitute an offer to any person who is not an Eligible Retail Shareholder, including any Eligible Institutional Shareholder or Ineligible Institutional Shareholder, or any Ineligible Retail Shareholder. Any person allocated New Shares under the Institutional Entitlement Offer or Institutional Bookbuild does not have any entitlement to participate in the Retail Entitlement Offer in respect of those New Shares.

Gentrack reserves the right to reject any Application for New Shares under the Retail Entitlement Offer that it considers comes from a person who is not an Eligible Retail Shareholder.

#### ***Acceptance of Entitlement under the Retail Entitlement Offer***

The Entitlement and Acceptance Form distributed to Eligible Retail Shareholders with this Offer Document sets out an Eligible Retail Shareholder's Entitlement to participate in the Retail Entitlement Offer. Applications for New Shares by Eligible Retail Shareholders can only be made on the personalised Entitlement and Acceptance Form sent with this Offer Document or via an online Application at [www.gentrackshareoffer.com](http://www.gentrackshareoffer.com). Applications in excess of an Eligible Retail Shareholder's Entitlement will not be accepted.

Entitlements are not rounded up to a minimum holding. The number of New Shares to which an Eligible Retail Shareholder is entitled under an Entitlement will, in the case of fractions of New Shares, be rounded up to the nearest whole number of New Shares.

Eligible Retail Shareholders are not obliged to subscribe for any or all of the New Shares to which they are entitled under the Offer. They may choose to take up some or all of their Entitlements or allow some or all of their Entitlements to lapse.

Any person outside New Zealand or Australia who takes up an Entitlement in the Retail Entitlement Offer (and therefore applies for New Shares) through a New Zealand or Australian resident nominee, and their nominee, will be deemed to have represented and warranted to Gentrack that the Offer can be lawfully made to their nominee pursuant to this Offer Document. None of Gentrack, the Joint Lead Managers, the Underwriters, the Registrar or any of their respective directors, officers, employees, agents or advisers accepts any liability or responsibility to determine whether a person is eligible to participate in this Offer. Any person in the United States or that is acting for the account or benefit of a person in the United States is not permitted to participate in the Retail Entitlement Offer.

#### ***The Retail Bookbuild***

Entitlements that are not taken up by Eligible Retail Shareholders under the Retail Entitlement Offer (together with those Entitlements which would have been issued to Ineligible Retail Shareholders if they had been entitled to participate) will be offered for sale under the Retail Bookbuild to Institutional Investors (which may include Eligible Institutional Shareholders whether or not they take up their full Entitlements under the Offer).

The Retail Bookbuild is expected to take place on Monday 30 July 2018.

For further details of how the Retail Bookbuild will work, see Bookbuilds on page 17.

## **THE INSTITUTIONAL ENTITLEMENT OFFER**

### ***Overview of the Institutional Entitlement Offer***

Gentrack is offering Eligible Institutional Shareholders the opportunity to subscribe for 1 New Share for every 5.77 Existing Shares held as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, at an Application Price of NZ\$6.19 (or the A\$ Price) per New Share. This





ratio and the Application Price are the same as for the Retail Entitlement Offer.

The Institutional Entitlement Offer opens on Wednesday 4 July 2018 and closes on Thursday 5 July 2018 (subject to Gentrack's right to modify these dates).

Entitlements will not be listed and cannot be traded on the NZX Main Board or ASX or privately transferred. However, Ineligible Institutional Shareholders, and Eligible Institutional Shareholders who have not taken up their full Entitlements, may receive some value in respect of those Entitlements not taken up if an Institutional Premium is realised under the Institutional Bookbuild. However, there is no guarantee that any Premium will be realised, and any Institutional Premium may be different from any Retail Premium.

#### ***Eligibility under the Institutional Entitlement Offer***

The Institutional Entitlement Offer is only open to Eligible Institutional Shareholders, being those Shareholders at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date with an address in New Zealand, Australia, Canada, Hong Kong, Singapore or the United Kingdom and, in each case, who are Institutional Investors (or nominees of Institutional Investors).

The Joint Lead Managers will determine the Shareholders who will be treated as Eligible Institutional Shareholders for the purpose of determining the Shareholders to whom an offer of New Shares will be made under the Institutional Entitlement Offer. In exercising its discretion, the Joint Lead Managers may have regard to a number of matters, including legal and regulatory requirements and logistical and registry constraints. Gentrack and the Joint Lead Managers will agree on which Shareholders with a registered address outside of Australia or New Zealand will be treated as Ineligible Institutional Shareholders.

If you sell any Shares (and that sale settles) prior to 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, then the Entitlements attributable to those Shares will accrue to the holder of those Shares as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date. If you have acquired Shares (and that acquisition settles) after the Record Date, you will not receive any Entitlements in relation to those Shares.

Gentrack reserves the right to reject any Application for New Shares under the Institutional Entitlement Offer that it considers comes from a person who is not an Eligible Institutional Shareholder.

#### ***Acceptance of Entitlement under the Institutional Entitlement Offer***

The Joint Lead Managers will contact Eligible Institutional Shareholders to inform them of the terms and conditions of participation in the Institutional Entitlement Offer and seek confirmation of their Entitlements under the Offer. Applications for New Shares by Eligible Institutional Shareholders can only be made in accordance with that process. Applications in excess of an Eligible Institutional Shareholder's Entitlement will not be accepted.

Entitlements are not rounded up to a minimum holding. The number of New Shares to which an Eligible Institutional Shareholder is entitled

under an Entitlement will, in the case of fractions of New Shares, be rounded up to the nearest whole number.

#### ***The Institutional Bookbuild***

Entitlements that are not taken up by Eligible Institutional Shareholders under the Institutional Entitlement Offer (together with those Entitlements of Ineligible Institutional Shareholders) will be offered under the Institutional Bookbuild to Institutional Investors (which may include Eligible Institutional Shareholders whether or not they take up their full Entitlements under the Offer).

The Institutional Bookbuild is expected to take place on Thursday 5 July 2018 and Friday 6 July 2018.

For further details of how the Institutional Bookbuild will work, see Bookbuilds below.

#### **SETTLEMENT OF THE INSTITUTIONAL ENTITLEMENT OFFER AND INSTITUTIONAL BOOKBUILD**

Settlement of the Institutional Entitlement Offer and Institutional Bookbuild will occur on the Institutional Settlement Date in accordance with arrangements advised by the Joint Lead Managers to Eligible Institutional Shareholders.

#### **BOOKBUILDS**

Each Bookbuild will be conducted by the Joint Lead Managers.

Any Premium realised for the Entitlements sold in the relevant Bookbuild will be paid by the Joint Lead Managers to the Registrar who will remit that amount pro-rata net of any amounts required to be withheld to the relevant Shareholders in either Australian dollars or New Zealand Dollars based on the relevant Shareholders' nominated bank account. Amounts paid in Australian dollars to such Shareholders will be converted from New Zealand Dollars by the Registrar at the prevailing exchange rate for buying Australian dollars using New Zealand Dollars at the time of payment. That exchange rate may be different from the exchange rate used to set the A\$ Price. Such Shareholders will be paid by direct credit to the nominated bank account as noted on Gentrack's share register or, if there is no nominated bank account, by New Zealand Dollar cheque to the registered address on Gentrack's share register.

For the avoidance of doubt, the Premium does not include the Application Price payable to Gentrack by Institutional Investors who acquire Entitlements under the Bookbuilds.

No fees or costs will be payable by any Shareholder, and no interest will be collected or paid to any Shareholder on any Premium. There is no guarantee that any value will be received from either of the Bookbuilds by Eligible Shareholders who do not take up their full Entitlements or by Ineligible Shareholders. The Premium may be zero, in which case no payment will be made to the holders of the Entitlements sold in the relevant Bookbuild. Any Premium realised for the Entitlements sold in the Retail Bookbuild may be different from the Premium realised for the sale of Entitlements in the Institutional Bookbuild. The outcome of the Institutional Bookbuild is not an



indication as to whether there will be a Retail Premium or what any Retail Premium may be.

The ability to sell Entitlements in a Bookbuild and the ability to obtain any Premium will be dependent upon various factors, including market conditions. Further, the Premium (if any) may not be the highest bid for the Entitlements, but will be determined having regard to a number of factors, including having binding and bona fide offers which, in the reasonable opinion of the Joint Lead Managers, will, if accepted, result in otherwise acceptable allocations to clear the entire book. The Joint Lead Managers and Gentrack have the right to close a Bookbuild early or to extend the bookbuild closing time in their absolute discretion (but have no obligation to do so), without recourse or notice to you.

The Joint Lead Managers are not acting for or on behalf of and are not responsible as a fiduciary to any Gentrack security holder, and do not have any obligation to any Gentrack security holder in relation to the conduct of a Bookbuild or in respect of the price obtained in either bookbuild. To the maximum extent permitted by law, Gentrack, the Joint Lead Managers and each of their respective related bodies corporate and affiliates, and each of their respective directors, officers, partners, employees, representatives and agents, disclaim all liability, including for negligence, for any failure to realise a Premium in the Bookbuilds, for any difference between the Retail Premium and the Institutional Premium and for any failure to obtain any particular exchange rate, or any movements in exchange rates, if exchanging the Premium into Australian dollar funds. The Joint Lead Managers and Gentrack reserve the right to allocate Entitlements under the Bookbuilds at their discretion.

If all or part of your Entitlement is sold into a Bookbuild, then you will forgo any exposure to increases or decreases in the value of New Shares relating to those Entitlements and your percentage shareholding in Gentrack will be diluted by your non-participation in the Offer.

Any Premium realised under the Bookbuilds will be announced by Gentrack on the NZX Main Board and ASX following the close of the relevant Bookbuild.

## **NEW ZEALAND TAXATION TREATMENT**

The following is a summary of New Zealand tax implications for New Zealand tax residents in relation to the Entitlements granted under the Offer, the exercise of any such Entitlements, and the Institutional Premium and Retail Premium which may be payable under the Offer. This summary is general in nature, does not take account of any individual circumstances of any particular New Zealand tax resident and is limited to those aspects of the Offer and not the taxation implications of holding Existing Shares or New Shares, or any tax implications for Shareholders outside New Zealand.

As Shareholders' individual circumstances will differ, Shareholders should seek advice from their tax adviser or other professional adviser before participating in the Offer. This summary is not intended to be, nor should it be construed as being, investment, legal or tax advice to any particular Shareholder.

## ***Taxation on the grant and exercise of an Entitlement under the Offer***

The grant and/or exercise of an Entitlement under the Offer will not constitute a taxable dividend derived by Eligible Shareholders for New Zealand tax purposes.

The grant and/or exercise of any Entitlement under the Offer by Shareholders who hold their Existing Shares on capital account should not otherwise be treated as income for New Zealand tax purposes, as the acquisition of Entitlements should be characterised as flowing from the capital rights of the Existing Shares and should therefore be on capital account for New Zealand income tax purposes.

However, although not a dividend, the grant and/or exercise of an Entitlement under the Offer may give rise to taxable income if a Shareholder holds their Existing Shares on revenue account. A Shareholder will hold Existing Shares on revenue account if they acquired those Shares for the purposes of sale or other disposal, or they are in the business of dealing in shares.

## ***Taxation on the Institutional Premium and Retail Premium***

Any Institutional Premium or Retail Premium payable to any Eligible Shareholders who do not take up their Entitlements under the Offer in full, or to any Ineligible Shareholders, will not be a dividend for New Zealand tax purposes.

Any Institutional Premium or Retail Premium payable to Shareholders who hold their Existing Shares on capital account should not otherwise be taxable to those Shareholders (although this position is not entirely free from doubt).

However, the Institutional Premium or Retail Premium may be taxable (although not a dividend) if a Shareholder holds their Existing Shares on revenue account. A Shareholder will hold Existing Shares on revenue account if they acquired those Shares for the purposes of sale or other disposal, or they are in the business of dealing in shares.

## **AUSTRALIAN TAXATION TREATMENT**

### ***Introduction***

The following is a summary of the Australian tax implications in relation to the Entitlements granted under the Offer, the exercise of any such Entitlements and the Retail Premium which may be payable under the Offer. This summary is limited to those aspects of the Offer and not the tax implications of holding Existing Shares or New Shares.

This summary is for Eligible Retail Shareholders who are residents of Australia for income tax purposes and hold their Existing Shares (and will hold their Entitlements and any New Shares) on capital account. This summary does not apply to Eligible Retail Shareholders that:

- hold Existing Shares, Entitlements or New Shares in their business of share trading, dealing in securities or otherwise hold their Existing Shares, Entitlements or New Shares on revenue account or as trading stock;
- are subject to the 'taxation of financial arrangements' rules in Division 230 of the Australian Tax Act in relation to their holding of Existing Shares, Entitlements or New Shares;



- hold their Existing Shares, Entitlements or New Shares through a permanent establishment in New Zealand; and/or
- acquired their Existing Shares pursuant to an employee share scheme.

The summary below is general in nature and does not take account of any individual circumstances of any particular Eligible Retail Shareholder. Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own tax advisers before reaching any conclusions as to the taxation consequences of the Offer.

These comments do not address the taxation implications of the Offer under the laws of any jurisdiction other than the laws of Australia. These comments are based on Australian law and administrative practice as at the time of issue of the Offer Document.

#### ***Taxation on the grant and exercise of an Entitlement under the Offer***

The grant of the Entitlement to subscribe for New Shares should not, of itself, result in any amount being included in the assessable income of an Eligible Retail Shareholder.

For capital gains tax (CGT) purposes (see below), Shareholders will be treated as having acquired their Entitlements on the same date that they acquired the Existing Shares which gave rise to the Entitlements. The first element of the cost base in the Entitlements should be nil.

The exercise of Entitlements and subscription for New Shares by an Eligible Retail Shareholder should not, of itself, result in any amount being included in that Shareholder's assessable income. The Application Price paid to subscribe for the New Shares will be included in the Eligible Retail Shareholder's cost base of the New Shares for CGT purposes. New Shares will be treated for the purposes of the CGT discount as having been acquired when the Eligible Retail Shareholder exercised the Entitlement to subscribe for them.

#### ***Taxation on the Retail Premium***

Eligible Retail Shareholders who do not take up their Entitlements will have their Entitlements sold on their behalf in the Retail Bookbuild and any Retail Premium from the sale remitted to them.

The Commissioner of Taxation (**Commissioner**) recently released Taxation Ruling TR 2017/4 in which the Commissioner ruled that retail premiums received under certain renounceable entitlements will be treated as capital proceeds from the realisation of a CGT asset and not as ordinary income or a dividend for income tax purposes.

Taxation Ruling TR 2017/4 applies to entitlements that, amongst other things, can be sold either on-market or off-market prior to the Retail Bookbuild commencing. As the present Entitlements cannot be sold either on-market or off-market before the Retail Bookbuild commencing, Taxation Ruling TR 2017/4 does not apply to the Entitlements.

Although Taxation Ruling TR 2017/4 does not apply to the Entitlements, as the Retail Premium is received as proceeds from a sale of the Entitlements through the Retail Bookbuild process on behalf of Eligible Retail Shareholders, the same reasoning that applied in

Taxation Ruling TR 2017/4 should apply here. Therefore, such sale should constitute a CGT event to the Eligible Retail Shareholder and be taxable under the CGT provisions, and the Retail Premium received by the Eligible Retail Shareholder should constitute the capital proceeds in respect of the sale.

Accordingly:

- Eligible Retail Shareholders whose Entitlements are sold into the Retail Bookbuild should derive a capital gain broadly equal to the amount of the Retail Premium received; and
- Eligible Retail Shareholders who are individuals, complying superannuation entities or trustees that have held their Existing Shares for at least 12 months prior to the date of the sale should be entitled to the CGT discount in respect of the capital gain resulting from the sale of the Entitlements into the Retail Bookbuild (after offsetting any applicable capital losses). The amount of this discount is 50% for individuals and trustees and 33 1/3% for complying superannuation entities.

The CGT discount is not available for companies. Trustees should seek specific tax advice regarding the tax consequences arising from making distributions attributable to discount capital gains.

Eligible Retail Shareholders should seek their own independent taxation advice of participating in the Retail Bookbuild particularly having regard to the fact that the Entitlements are not covered by Taxation Ruling TR 2017/4.

#### ***Conversion to AUD***

If you pay or receive any amounts that are expressed in a foreign currency (i.e., NZD), they must be converted into AUD at the applicable exchange rate. The Australian Taxation Office website ([www.ato.gov.au](http://www.ato.gov.au)) provides daily exchange rates which may be used to assist you with this calculation.

#### **THE NEW SHARES**

Each Share confers the right to vote at meetings, subject to any voting restrictions imposed on Shareholders under Gentrack's constitution or the NZX Listing Rules. On a show of hands or by voice, every Shareholder present in person or by proxy or representative has one vote. On a poll, every Shareholder present in person or by proxy or representative has one vote for each Share they hold. Each Share confers a right to a pro-rata share of any dividend authorised by the Board on Shares, and to any distribution of surplus assets of Gentrack on any liquidation.

Applicants for New Shares will be bound by Gentrack's constitution and the terms of the Offer set out in this Offer Document. A copy of Gentrack's constitution can be found free of charge on Gentrack's file at the New Zealand Companies Office website at <https://companies-register.companiesoffice.govt.nz/>.

New Shares issued under the Institutional Entitlement Offer, Institutional Bookbuild, Retail Entitlement Offer and Retail Bookbuild will rank equally with each other and Existing Shares.



## LISTING

Entitlements will not be listed and cannot be traded on the NZX Main Board or ASX or privately transferred. It is a term of the Offer that Gentrack will take any necessary steps to ensure that the New Shares are, immediately after issue, quoted on the NZX Main Board and ASX.

If you elect to apply for New Shares using New Zealand Dollars, any New Shares issued to you will be issued on Gentrack's NZX branch register. If you elect to apply for New Shares using the A\$ Price, any New Shares issued to you will be issued on Gentrack's ASX branch register.

## NZX

The New Shares have been accepted for quotation by NZX and will be quoted on the NZX Main Board upon completion of allotment procedures. The NZX Main Board is a licensed market under the FMCA. However, NZX accepts no responsibility for any statement in this Offer Document. It is expected that trading on the NZX Main Board of the New Shares issued under:

- the Institutional Entitlement Offer and Institutional Bookbuild will commence on Friday 13 July 2018; and
- the Retail Entitlement Offer and Retail Bookbuild will commence on Thursday 2 August 2018.

## ASX

An application has or will be made to ASX for quotation of the New Shares issued under the Offer and Gentrack expects that the New Shares will be quoted upon completion of allotment procedures. It is expected that trading on ASX of the New Shares issued under the Retail Entitlement Offer and Retail Bookbuild will commence on Friday 3 August 2018.

ASX accepts no responsibility for any statement in this Offer Document. The fact that ASX may approve the New Shares for quotation is not to be taken in any way as an indication of the merits of Gentrack.

Holding statements for New Shares allotted under the Offer will be issued and mailed as soon as practicable after allotment. Applicants under the Offer should ascertain their allocation before trading in the New Shares. Applicants can do so by contacting the Registrar, whose contact details are set out in *Part 8: Directory*.

Applicants selling New Shares prior to receiving a holding statement do so at their own risk. None of Gentrack, the Joint Lead Managers, the Registrar nor any of their respective directors, officers, employees, agents or advisers accepts any liability or responsibility should any person attempt to sell or otherwise deal with New Shares before the holding statement showing the number of New Shares allotted to the Applicant is received by the Applicant for those New Shares.

## NOMINEES

If you hold Existing Shares as nominee or custodian for more than one person, then you may (depending on the nature of each such person)

be an Eligible Institutional Shareholder, Ineligible Institutional Shareholder, Eligible Retail Shareholder or Ineligible Retail Shareholder with regard to the Entitlement of each such person. Nominees and custodians should note that the Retail Entitlement Offer is not available to Eligible Institutional Shareholders who were invited to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not) and Ineligible Institutional Shareholders.

Nominees and custodians may not distribute any part of this Offer Document, and may not permit any beneficial shareholder to participate in the Offer who is located in the United States or any other country outside New Zealand and Australia, except to institutional and professional investors listed in, and to the extent permitted under, the section captioned "International Offer Restrictions" below or elsewhere as Gentrack may determine it is lawful and practical to make the Offer.

In particular, persons acting as nominees or custodians for other persons may not take up New Shares on behalf of, or send any documents relating to the Offer to, any person in the United States. If a nominee or custodian takes up Entitlements for the account or benefit of a person in the United States, such person may receive no value for any such Entitlements.

Gentrack is not required to determine whether or not any registered holder is acting as a nominee or custodian, or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Eligible Retail Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed.

## OVERSEAS SHAREHOLDERS

The Retail Entitlement Offer is open only to Shareholders with a registered address in New Zealand or Australia at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, who are not in the United States or acting for the account or benefit of a person in the United States, and who are not Eligible Institutional Shareholders or Ineligible Institutional Shareholders.

The Institutional Entitlement Offer is open only to Shareholders as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date with an address in New Zealand, Australia, Canada, Hong Kong, Singapore, or the United Kingdom and, in each case, who are Institutional Investors (or nominees of an Institutional Investor).

The Offer is not open to Shareholders in other jurisdictions as Gentrack considers that it is unreasonable for Gentrack to make the Offer into those jurisdictions having regard to the number of securities held by Ineligible Retail Shareholders and Ineligible Institutional Shareholders, the number and value of New Shares that they would be offered and the costs of complying with the legal and regulatory requirements which would apply to an offer of securities to Ineligible



Retail Shareholders and Ineligible Institutional Shareholders in those places. The Joint Lead Managers and their affiliates and related bodies corporate and each of their directors, officers, partners, employees, advisers and agents disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

Shareholders with an address in those jurisdictions will not be issued Entitlements.

This Offer Document is intended for use only in connection with the Offer to Eligible Retail Shareholders with a registered address in New Zealand and Australia and Eligible Institutional Shareholders with an address in New Zealand, Australia, Canada, Hong Kong, Singapore or the United Kingdom and does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

This Offer Document is not to be sent or given to any person outside New Zealand or Australia in circumstances in which the Offer or distribution of this Offer Document would be unlawful. The distribution of this Offer Document (including an electronic copy) outside New Zealand or Australia may be restricted by law. If you come into possession of this Offer Document, you should observe any such restrictions. Any failure to comply with such restrictions may contravene applicable securities law, including as set out below.

No person may purchase, offer, sell, distribute or deliver New Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the New Shares, in any jurisdiction other than in compliance with all applicable laws and regulations.

#### **INTERNATIONAL OFFER RESTRICTIONS**

This Offer Document does not constitute an offer of Entitlements or New Shares in any jurisdiction in which it would be unlawful. In particular, this Offer Document may not be distributed to any person, and the Entitlements and New Shares may not be offered or sold, in any country outside New Zealand or Australia except to the extent permitted below.

##### ***Australia***

This Offer is being made to Australian resident Shareholders without a prospectus in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 and ASIC Instrument 16-0278). This Offer Document is not a prospectus, product disclosure statement or any other form of disclosure document regulated by the Corporations Act and has not been and will not be lodged with ASIC. Accordingly, this Offer Document may not contain all information which a prospective investor may require to make a decision whether to subscribe for New Shares and it does not contain all of the information which would otherwise be required by Australian law to be disclosed in a prospectus. Neither ASIC or ASX takes any responsibility for the contents of this Offer Document.

##### ***Canada (British Columbia, Alberta, Ontario and Quebec provinces)***

This Offer Document constitutes an offering of Entitlements and New Shares only in the Provinces of British Columbia, Alberta, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This Offer Document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This Offer Document may only be distributed in the Provinces to persons that are Eligible Institutional Shareholders and are both "accredited investors" within the meaning of NI 45-106 – Prospectus and Registration Exemptions and a "permitted client" as defined in National Instrument 31-103 – *Registration Requirements, Exemptions and Ongoing Registrant Obligations*.

Any resale of the Entitlements or the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements.

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defences contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

Upon receipt of this Offer Document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

##### ***Hong Kong***

WARNING: This Offer Document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this Offer Document or to permit the distribution of this Offer Document or any documents issued in connection with it. Accordingly, the Entitlements and the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made



under the SFO).

No advertisement, invitation or document relating to the Entitlements and the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Entitlements and the New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” (as defined in the SFO and any rules made under the SFO). No person allotted Entitlements or New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

The Offer is being made from outside of Hong Kong.

#### **Malta**

This Offer Document is not, and under no circumstances is to be construed as, an investment advertisement or an offer of securities to the public (as defined in the Companies Act, Chapter 386 of the laws of Malta) in Malta. Accordingly, neither this Offer Document nor any other document relating to the offer has been delivered for approval to the competent authority in Malta and no prospectus (within the meaning of Directive 2003/71/EC of the European Parliament and of the Council dated 4 November 2003, as amended) has been published or is intended to be published in respect of the Entitlements or the New Shares.

#### **Singapore**

This Offer Document and any other materials relating to the Entitlements and the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements and New Shares, may not be issued, circulated or distributed in any manner whatsoever, nor may the Entitlements and New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the “**SFA**”), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Offer Document has been given to you on the basis that you are both (i) an existing holder of Gentrack’s shares, as well as (ii) an “institutional investor” (as defined in the SFA). You agreed to the bound by the disclaimers, limitations and restrictions described herein. In the event that you are not an investor falling within any of the categories set out above, please return this Offer Document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of the Entitlements and the New Shares immediately. This Offer Document and any other document or materials in connection with

the offer or sale, or invitation for subscription or purchase, of the Entitlements and the New Shares may not be relied upon by any other person other than persons to whom the Entitlements and the New Shares are offered or sold, or for any other purpose. You may not reissue, distribute, forward or circulate this Offer Document or any part thereof in any manner whatsoever to any other person in Singapore.

Any offer is not made to you with a view to the Entitlements or the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Entitlements or New Shares. As such, investors are advised to consider carefully whether the investment is suitable for them and seek independent professional advice to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Accordingly, Gentrack has not offered or sold the Entitlements or the New Shares or caused the Entitlements or the New Shares to be made the subject of an invitation for subscription or purchase, nor shall it offer or sell the Entitlements or the New Shares or cause the Entitlements or the New Shares to be made the subject of an invitation for subscription or purchase, nor has it circulated or distributed nor shall it circulate or distribute this Offer Document or any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Entitlements or New Shares, whether directly or indirectly, to persons in Singapore other than pursuant to, and in accordance with the conditions of, applicable provisions of the SFA.

#### **United Kingdom**

Neither this Offer Document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Entitlements or the New Shares.

This Offer Document is strictly private and confidential and is exempt from the general restriction in section 21 of the FSMA on the communication of invitations or inducements to engage in investment activity pursuant to the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the **FPO**) on the grounds that it is being distributed in the United Kingdom to a restricted number of persons who are: (a) (i) persons having professional experience in matters relating to investments, i.e. investment professionals within the meaning of Article 19(5) of the FPO; or (ii) high net worth companies, unincorporated associations and other bodies within the meaning of Article 49(2)(a) to (d) of the FPO; and (b) “qualified investors” as defined in Article 2(1)(e) of the European Prospectus Directive 2003/71/EC; or (c) persons to whom it is otherwise lawful to distribute it (all such persons together being referred to as **Relevant Persons**).

It is not directed at and may not be acted or relied on by anyone other than a Relevant Person. Persons who do not fall within the definition of “Relevant Persons” above should not rely on this document, nor take any action upon it. These securities may not be offered or sold in the United Kingdom by means of this Offer Document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA.



## NO GUARANTEE

No person named in this Offer Document (nor any other person) guarantees the New Shares to be issued pursuant to the Offer or warrants the future performance of Gentrack or any return on any investment made pursuant to this Offer Document.

## UNDERWRITING AGREEMENT

Gentrack has requested that the Underwriters underwrite the Offer and the Underwriters have agreed to do so. This means that the Underwriters will subscribe at the Application Price for any New Shares that are not subscribed for by Shareholders or Institutional Investors under the Offer in accordance with the terms of the Underwriting Agreement.

A summary of the principal terms of the Underwriting Agreement are set out as follows:

- Gentrack may terminate the Underwriting Agreement at any time with or without cause by written notice to the Underwriters with immediate effect.
- The Underwriters have the power to appoint sub-underwriters.
- The Underwriters will be paid an underwriting fee of 2.25% (plus GST if any) of the total gross proceeds to be raised under the Offer.
- The Underwriters may terminate its obligations under the Underwriting Agreement on the occurrence of a number of events, including the following (where the event arises prior to or by 5.00pm on 1 August 2018):
  - Gentrack ceases to be admitted to the official list of NZX or its Shares are suspended from official quotation on the NZX Main Board\*;
  - Approval for quotation for the New Shares on the NZX Main Board is refused or conditional approval is granted where such conditions would, in the opinion of an Underwriter, affect the success of the Offer\*;
  - an insolvency event in respect of Gentrack or a Gentrack Group member arises;
  - NZX, the Registrar of Companies, the FMA or any other regulatory body or authority takes any action in relation to the Offer or Offer Document\*;
  - a director, the Chief Executive Officer or the Chief Financial Officer of Gentrack is charged with a crime involving dishonesty (as defined in section 2(1) of the Crimes Act 1961), is found to be in breach of Part 2 or subpart 2 or subpart 3 of Part 5 of the FMCA, or is disqualified from managing a corporation under any applicable law;
  - any government agency commences any public proceedings against Gentrack or any director in their capacity as a director of Gentrack, or announces that it intends to take such action;
  - a breach of any warranty found in the Underwriting Agreement, or if any such warranty is found to be incorrect or untrue or misleading (by omission or otherwise), and is not remedied in accordance with the Underwriting Agreement;
  - there being announced, made, promulgated, or threatened any statute, regulation, order or enactment, or any direction or policy of any government agency, statutory or regulatory authority (including, without limitation, the Registrar of Companies, or the FMA) or similar body, in any jurisdiction, or of any Court\*;
  - a change in the Chief Executive Officer or Chief Financial Officer occurs or is announced;
  - any due diligence investigation of Gentrack or conducted by, in conjunction with or on behalf of the Underwriters revealing a matter which a Underwriter was not previously aware\*;
  - the Underwriters not receiving certificates required under the Underwriting Agreement at the times required by the Underwriting Agreement;
  - a material adverse event occurs (as defined in the Underwriting Agreement)\*;
  - any information or statement contained in the various offer materials being false, deceptive or misleading or likely to mislead or deceive or unsubstantiated (being a statement for which Gentrack does not have reasonable grounds, other than a statement that a reasonable person would not expect to be substantiated) in any material adverse respect;
  - the due diligence report or any other information supplied by or on behalf of Gentrack to the Underwriters in relation to Gentrack or the Offer being inaccurate, incomplete, misleading or deceptive (including by omission) in any material respect;
  - the Offer Document, the Investor Presentation or any aspect of the Offer does not comply in any material respect with the FMCA, the FMCR, the NZX Listing Rules or any other applicable law or regulation, subject in each case to any waivers, ruling or modifications granted in respect of the Offer;
  - there being a change to the form of the final Offer Document required by NZX, the FMA, the Registrar of Companies, any other competent authority, or Gentrack\*;
  - Gentrack becomes required to give or gives a correcting notice under clause 21 of Schedule 8 of the FMCR\*;
  - there being a failure by Gentrack or any other member of the Gentrack Group or any of their respective directors to comply, and continue to comply, with any provision of its constitution, the Companies Act, the NZX Listing Rules, the FMCA, the FMCR or any other statute, regulation or order



required to be complied with by that person (including the requirements of any relevant foreign jurisdiction)\*;

- an outbreak of hostilities not presently existing, or an escalation of existing hostilities (in all cases whether war has been declared or not), involving one or more of New Zealand, Australia, the United Kingdom, North Korea, South Korea, Japan, China, any member of the European Union or the United States of America, or the declaration by any of these countries of a national emergency or war, or a major act of terrorism is perpetrated on any one of those countries, or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world\*;
- there having been a decline in the S&P/ASX200 or the NZX50 Index whereby the index is at a level equivalent to 10% or more below its level as at 5.00pm on the Business Day prior to the date the Offer is announced, and which decline is maintained for a period of at least two consecutive Business Days;
- any adoption by the Reserve Bank of New Zealand of a policy (not being a change in the Official Cash Rate) in respect of which there has not been a detailed announcement prior to the date the Offer is announced\*;
- a general moratorium on commercial banking activities in any of the jurisdictions into which it is intended that the Offer be offered is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries which continues for more than two Business Days\*;
- there occurs any material or fundamental change in national or international, financial, economic or political conditions affecting capital markets or financial markets in New Zealand, Australia, the United States or the United Kingdom\*;
- there is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency after the date of the Underwriting Agreement which makes it illegal for the Underwriters to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer;
- Gentrack or any of its directors, Chief Executive Officer or Chief Financial Officer engage in any fraudulent conduct or activity whether or not in connection with the Offer;
- an order is issued suspending or cancelling the issue or use of this Offer Document, or preventing Gentrack from issuing this Offer Document, or the New Shares, by any regulatory body having jurisdiction in respect of the Offer

(including, without limitation, a stop order received from the FMA under Part 8 of the FMCA), or any such regulatory body otherwise commencing an investigation into conduct or affairs relating to the Offer;

- a breach by Gentrack in the performance of any of its obligations under the Underwriting Agreement occurs\*;
  - an event specified in the timetable contained in the Underwriting Agreement is delayed by two Business Days or more without the prior written consent of the Underwriters (such consent not to be unreasonably withheld or delayed), except where such delay arises as a result of an act or omission by either or both Underwriters which constitutes negligence or a breach of the Underwriting Agreement;
  - any certificate given by Gentrack as required by the Underwriting Agreement is false, misleading, deceptive or inaccurate;
  - distress being levied or a judgment, order or encumbrance being enforced or becoming enforceable by the giving of notice, lapse of time or fulfilment of any condition, against any property of Gentrack or any other member of the Gentrack Group, for a sum exceeding \$5 million;
  - Gentrack is or will be prevented from conducting or completing the Offer by or in accordance with the NZX Listing Rules, the FMA, any applicable laws or an order of a court of competent jurisdiction, or otherwise are or will become unable or unwilling to do any of these things; or
  - Gentrack does not deliver, or cause to deliver, the relevant New Shares to the settlement agents advised by the Underwriters as required by the Underwriting Agreement.
- Where certain termination events, including those marked above with an asterisk, occur the Underwriters cannot terminate the Underwriting Agreement unless, in the reasonable opinion of the Underwriters that event:
    - has or is likely to cause the Underwriters to contravene any law or regulation applicable in relation to the Offer;
    - would, or would be likely to give rise to a material liability to an Underwriter in connection with the Offer in any capacity under any law or regulation;
    - that event has or is likely to have, or once disclosed will or is likely to have a material adverse effect on:
      - > Gentrack Group or its business, operations, management, assets, liabilities, financial position, profits, losses, earnings position, shareholder's equity or prospects;
      - > the Offer or the Offer Document;
      - > the price at which the Gentrack Shares are currently





- traded, or New Shares will trade, on the NZX Main Board;
- > the marketing, settlement, success or outcome of the Offer or any material aspects of it;
  - > the allotment of and payment for the New Shares to be issued;
  - > the ability of Gentrack to issue the New Shares at the Price;
  - > acceptance by the Company of valid applications for the New Shares under the Offer;
  - > the quotation of the New Shares on the NZX Main Board;
  - > the transfer or disposition of the New Shares through the NZX Main Board, or otherwise; or
  - > Gentrack's existing debt facility or its acquisition of Evolve.

Gentrack provides certain undertakings to the Underwriters, including:

- For a period until 120 days after the settlement of the Retail Entitlement Offer in New Zealand, Gentrack may not issue or allot, or agree to issue or allot, any equity securities or other securities, or grant any options in respect of such securities, other than pursuant to certain limited exceptions or with the Underwriters' consent.
- For a period until 120 days after the settlement of the Retail Entitlement Offer in New Zealand, Gentrack may not dispose of or charge, or agree to dispose of or charge, the whole or any substantial part of its business or enter into any material acquisition, or material agreement in relation to a new business not conducted by Gentrack, other than pursuant to certain limited exceptions or with the Underwriters' consent.

Gentrack has agreed to indemnify the Underwriters and their affiliates against certain losses related to the Offer.

Warranties given by Gentrack in the Underwriting Agreement include warranties relating to the content and accuracy of the Offer Document, compliance by Gentrack with relevant laws, the existence of no litigation which may be material in the context of the Offer and the valid issue and allotment of New Shares.

#### KEY SHAREHOLDER COMMITMENT

Gentrack's largest shareholder, Hg, has advised Gentrack that it intends to take up its Entitlements under the Offer in full. Additionally, Gentrack Chair, John Clifford, intends to subscribe for NZ\$2.5 million worth of new shares under the Offer.

#### BROKER STAMPING FEES

No investor will pay brokerage on taking up their Entitlement or as a subscriber for New Shares under the Offer. However, a controlling participant in Australia may charge a fee to action acceptance of your Entitlement.

A stamping fee of 0.5% of Application Monies on New Shares allotted will be paid to NZX Firms who submit a valid claim for a broker stamping fee on successful Applications, subject to a fee limit of NZ\$300.00 per Shareholder. The aggregate fee payable on all successful Applications will be limited to NZ\$50,000.00. If total stamping fees payable exceeds NZ\$50,000.00, the stamping fee payable per successful Application will be scaled back on a pro-rata basis. This fee will be met by Gentrack. Details of the claims process are to be separately communicated to NZX Firms by the Joint Lead Managers. No stamping fees will be paid on any Retail Premium or Institutional Premium achieved or to ASX brokers on successful applications on ASX.

Following allotment, the sale of the New Shares may be subject to normal brokerage fees.

#### PRIVACY

Any personal information provided by Eligible Shareholders on the Entitlement and Acceptance Forms or via the online application process will be held by Gentrack and/or the Registrar at the addresses set out in the Directory. Gentrack and/or the Registrar may store your personal information in electronic format, including in online storage on a server or servers which may be located in New Zealand or overseas. The information will be used for the purposes of administering your investment in Gentrack. This information will only be disclosed to third parties with your consent or if otherwise required or permitted by law. Under the New Zealand Privacy Act 1993 and the Australian Privacy Act 1988 (Cth), you have the right to access and correct any personal information held about you.

#### GOVERNING LAW

This Offer Document, the Offer and any contract resulting from it are governed by the laws of New Zealand, and each Applicant submits to the exclusive jurisdiction of the courts of New Zealand.

#### TIMES, CURRENCY AND LAWS

Unless otherwise stated, all references in this Offer Document to times and dates are to times and dates in New Zealand, all references to currency are to New Zealand Dollars, and all references to applicable statutes and regulations are references to New Zealand statutes and regulations.



## 6. OTHER INFORMATION

### NZX WAIVERS

NZX has granted Gentrack a waiver from NZX Listing Rule 7.11.1 in respect of the Offer, subject to certain terms and conditions, to enable Gentrack to allot the New Shares under the Institutional Entitlement Offer six Business Days after the close of the Institutional Entitlement Offer. The waiver was granted on the condition that allotment of the New Shares to be issued under the Institutional Entitlement Offer occurs six Business Days after the closing date of the Institutional Entitlement Offer.

Gentrack will also rely on the NZX class waiver for accelerated entitlement offers, dated 13 June 2017, in respect of the Offer.

The following is a summary of each aspect of the class waiver relied on, and its corresponding conditions and effect:

- a. Waiver from NZX Listing Rule 7.3.1(a), permitting Gentrack to not obtain Shareholder approval for the issue of New Shares in connection with the Offer. This waiver is subject to the condition that the issue be conducted in accordance with NZX Listing Rule 7.3.4(a) (read in conjunction with NZX Listing Rules 7.3.4(d) to 7.3.4(h)), except for the requirement in NZX Listing Rule 7.3.4(a) that the Offer is renounceable (provided that New Shares not taken up by Eligible Shareholders are offered under the Bookbuilds and that such Bookbuilds are undertaken in accordance with the Offer Document).
- b. Waiver from NZX Listing Rule 7.10.1, enabling Eligible Institutional Shareholders to be notified of their Entitlement prior to the Record Date and enabling notification to occur by means other than physical letters of entitlement.
- c. Waiver from NZX Listing Rule 7.10.2, to the extent it would otherwise require the Institutional Entitlement Offer to remain open for 12 Business Days, subject to the condition that Gentrack's announcement of the Offer, and this Offer Document, clearly state that a shorter than usual offer period will apply to Eligible Institutional Shareholders under the Institutional Entitlement Offer.
- d. Waiver from NZX Listing Rule 7.10.8, to the extent it would otherwise require Gentrack to notify NZX of the Offer five Business Days prior to the ex-date for the Offer, subject to the condition that the Offer is notified to NZX in accordance with NZX Listing Rule 7.10.8 no later than the ex-date for the Offer.
- e. Waiver from NZX Listing Rule 9.2.1, to the extent it would otherwise require Gentrack to obtain Shareholder approval for the participation of Related Parties of Gentrack in the Offer. This waiver is conditional upon the Independent Directors certifying specified matters in relation to the terms of the Offer and the entry into and allocation of shares under the Offer.

### ASIC RELIEF

Gentrack has applied for, and ASIC has granted, a modification of the cleansing notice requirements of sections 708A and 708AA of the Corporations Act. The relief allows Gentrack to satisfy the cleansing notice requirements of sections 708A and 708AA by complying with the cleansing notice requirements under New Zealand law.



## 7. GLOSSARY

**Applicant** means an investor whose application for New Shares has been received by the Registrar.

**Application** means an application to subscribe for New Shares under this Offer Document.

**Application Monies** means monies received from Applicants in respect of their Applications.

**Application Price** means NZ\$6.19 per New Share (or the A\$ Price) per New Share.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the market it operates (as the context requires).

**ASX Broker** means any ASX participating organisation.

**ASX Listing Rules** means the listing rules of the ASX as they apply to Gentrack as a foreign exempt listed issuer, as amended or waived from time to time and for so long as Gentrack is admitted to the official list of such exchange.

**Australian Tax Act** means the Income Tax Assessment Act 1936 (Cth) and Income Tax Assessment Act 1997 (Cth) as applicable.

**Authorised Financial Advisor** means a financial advisor who is registered on the New Zealand Financial Service Providers Register.

**A\$ Price** means the Australian dollar equivalent of the Application Price (as expressed in New Zealand Dollars), calculated in accordance with the terms of this Offer Document.

**Board** means the board of directors of Gentrack.

**Bookbuilds** means the Institutional Bookbuild and Retail Bookbuild.

**Business Day** means a time between 8.30am and 5.30pm (NZ time) on a day on which registered banks are open for business in Auckland and Wellington and NZX is open for trading.

**Canada** for the purposes of the definition of Institutional Investor and for the Institutional Entitlement Offer and Institutional Bookbuild means the provinces of British Columbia, Alberta, Ontario and Quebec only.

**Companies Act** means the Companies Act 1993.

**Corporations Act** means the Australian Corporations Act 2001 (Cth).

**Eligible Australian Retail Shareholder** means an Eligible Retail Shareholder with a registered address in Australia as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date.

**Eligible Institutional Shareholder** means a Shareholder who, as at 9.00pm (NZ time) on the Record Date:

- a. has an address in New Zealand, Australia, Canada, Hong Kong, Singapore or the United Kingdom and is not in the United States and not acting for the account of or benefit of a person in the United States;

- b. is an Institutional Investor (or the nominee of an Institutional Investor); and

- c. is invited to participate in the Institutional Entitlement Offer, provided that it does not include any Shareholder who Gentrack and the Joint Lead Managers agree will be an Ineligible Institutional Shareholder for the purposes of the Offer.

**Eligible Retail Shareholder** means a Shareholder: (a) with a registered address in New Zealand or Australia as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date; (b) who is a UK Employee; or (c) that Gentrack considers, in its discretion, may be treated as an Eligible Retail Shareholder, in any case who is not in the United States or not acting for the account or benefit of a person in the United States and is not an Eligible Institutional Shareholder or Ineligible Institutional Shareholder.

**Eligible Shareholder** means an Eligible Retail Shareholder or Eligible Institutional Shareholder.

**Entitlement** means the right to subscribe for 1 New Share for every 5.77 Existing Shares at the Application Price under the Offer.

**Entitlement and Acceptance Form** means the personalised entitlement and acceptance form provided to Eligible Retail Shareholders.

**Evolve** means Evolve Parent Limited and Evolve Analytics Limited.

**Existing Share** means a fully paid ordinary share in Gentrack on issue at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date.

**FMA** means the Financial Markets Authority.

**FMCA** means the Financial Markets Conduct Act 2013.

**FMCR** means the Financial Markets Conduct Regulations 2014.

**Gentrack Group or Group** means Gentrack and each of its Related Companies, and a reference to a Gentrack Group Member or a member of the Gentrack Group is to Gentrack or any of its Related Companies.

**Hg** means Devaron (NZ) Limited, a holding entity for the limited partnerships comprising Hg 7.

**Ineligible Institutional Shareholder** means a Shareholder (or a beneficial holder of shares) that is an Institutional Investor (or who, if in New Zealand, would in the opinion of the Joint Lead Managers, be likely to be an Institutional Investor) who:

- a. is outside the jurisdictions noted in the definition of 'Institutional Investor';
- b. is in the United States; or
- c. the Joint Lead Managers and Gentrack agree will be an Ineligible Institutional Shareholder for the purposes of the Offer, provided such a Shareholder has an address outside of Australia or New Zealand.



In exercising its discretion, the Underwriters and Gentrack (as the case may be) may have regard to a number of matters, including legal and regulatory requirements and logistical and registry constraints.

**Ineligible Retail Shareholder** means a Shareholder who is not an Eligible Retail Shareholder, Eligible Institutional Shareholder or Ineligible Institutional Shareholder.

**Ineligible Shareholders** means Shareholders other than Eligible Shareholders.

**Institutional Bookbuild** means the bookbuild process conducted by the Joint Lead Managers under which Entitlements that are not taken up by Eligible Institutional Shareholders, together with Entitlements which would have been issued to Ineligible Institutional Shareholders had they been entitled to participate, are offered for sale to Institutional Investors (which may include Eligible Institutional Shareholders, whether or not they take up their full Entitlement under the Offer).

**Institutional Entitlement Offer** means the offer of New Shares to Eligible Institutional Shareholders.

**Institutional Investor** means a person to whom the Underwriters, in its opinion, believes that offers, and issues of New Shares, may lawfully be made without the need for disclosure to investors:

- a. in New Zealand, who Gentrack considers is an institutional, habitual, or sophisticated investor (including a “wholesale investor” under the FMCA);
- b. in Australia, who Gentrack considers is a person to whom an offer of shares for issue may be lawfully made without disclosure under Part 6D.2 of the Corporations Act because of subsections 708(8) to 708(12) of the Corporations Act (as modified by any applicable regulatory instrument);
- c. in Canada, who Gentrack considers is an “accredited investor” as defined in National Instrument 45-106 – Prospectus and Registration Exemptions of the Canadian Securities Administrators and a “permitted client” as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Requirement Obligations;
- d. in Hong Kong, who Gentrack considers is a “professional investor” as defined in the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong and any rules made under that ordinance;
- e. in Singapore, who Gentrack considers is an “institutional investor” as such terms are defined in the Securities and Futures Act, Chapter 289 of Singapore;
- f. in the United Kingdom, who Gentrack considers is (a) a “qualified investor” within the meaning of section 86(7) of the United Kingdom Financial Services and Markets Act 2000, as amended; and (b)(i) person having professional experience in matters relating to investments, i.e. investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or (ii) high net

worth company, unincorporated association and other body within the meaning of Article 49(2)(a) to (d) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; or

- g. any other person to whom the Joint Lead Managers, in their opinion, believe that offers, and issues of Offer Shares, may lawfully be made without the need for disclosure to investors, or lodgement, registration, approval or filing with a Government Agency (other than one with which Gentrack is willing to comply),

and, in each case, that is not acting for the account or benefit of a person in the United States.

**Institutional Premium** means the amount realised in New Zealand Dollars (if any) to purchase Entitlements offered for sale in the Institutional Bookbuild.

**Institutional Settlement Date** means the date of settlement of New Shares under the Institutional Entitlement Offer and Institutional Bookbuild, being 12 July 2018 on the ASX and 13 July 2018 on the NZX Main Board.

**Investor Presentation** means the investor presentation released to NZX on Wednesday 4 July 2018, a copy of which is available on NZX’s website ([www.nzx.com/markets/NZSX/securities/GTK](http://www.nzx.com/markets/NZSX/securities/GTK)) and on Gentrack’s website [www.gentrack.com](http://www.gentrack.com).

**Joint Lead Managers** means Deutsche Craigs Limited, Craigs Investment Partners Limited and UBS New Zealand Limited.

**New Share** means a fully paid ordinary share in Gentrack offered under the Offer of the same class as (and ranking equally in all respects with) Existing Shares at the time of allotment of the New Shares.

**New Zealand Eligible Retail Shareholders** means a Shareholder with a registered address in New Zealand as at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date.

**NZ\$ or \$ or New Zealand Dollars** means the lawful currency of New Zealand.

**NZX** means NZX Limited.

**NZX Firm** means an entity designated as an NZX Firm under the Participant Rules of NZX.

**NZX Listing Rules** means the listing rules of the NZX Main Board, as amended or waived from time to time and for so long as Gentrack is admitted to the official list of such exchange.

**NZX Main Board** means the main board equity securities market operated by NZX.

**Offer** means the offer of New Shares pursuant to the Institutional Entitlement Offer, Institutional Bookbuild, Retail Entitlement Offer and Retail Bookbuild.

**Offer Document** means this document.



**Premium** means the Institutional Premium and/or the Retail Premium. For the avoidance of doubt, the Premium does not include the Application Price payable to Gentrack by Institutional Investors who acquire Entitlements under the Bookbuilds.

**Record Date** means 9.00pm (NZ time) / 7.00pm (Sydney time) on Friday 6 July 2018.

**Registrar** means Link Market Services Limited.

**Related Company** has the meaning given to that expression in section 2(3) of the Companies Act read as if reference to a “company” was a reference to any body corporate wherever incorporated.

**Retail Allotment Date** means 2 August 2018.

**Retail Bookbuild** means the bookbuild process conducted by the Joint Lead Managers under which Entitlements that are not taken up by Eligible Retail Shareholders, together with Entitlements which would have been issued to Ineligible Retail Shareholders had they been entitled to participate, are offered for sale to Institutional Investors (which may include Eligible Institutional Shareholders whether or not they take up their full Entitlement under the Offer).

**Retail Entitlement Offer** means the offer of New Shares to Eligible Retail Shareholders.

**Retail Premium** means the amount realised in New Zealand Dollars (if any) for Entitlements sold in the Retail Bookbuild.

**Share** means one fully paid ordinary share in Gentrack.

**Shareholder** means a registered holder of Shares on issue.

**UK Employees** means a Shareholder who, at 9.00pm (NZ time) / 7.00pm (Sydney time) on the Record Date, has a registered address in the United Kingdom and is an employee of a member of the Gentrack Group.

**Underwriters** means Deutsche Craigs Limited<sup>2</sup>, Craigs Investment Partners and UBS New Zealand Limited.

**Underwriting Agreement** means the agreement entered into between Gentrack and the Underwriters, a summary of the principal terms of which are set out in *Part 5: Details of the Offer* under the heading ‘Underwriting Agreement’.

**United States** or **U.S.** means the United States of America.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

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<sup>2</sup> Deutsche Craigs Limited is a wholly owned subsidiary of Craigs Investment Partners Limited (**CIP**). The role of the Underwriter may be performed by Deutsche Craigs Limited or CIP (as the NZX Participant firm) or any of their affiliates, successors and assigns, as appropriate, and those entities shall have the rights and benefits of the Joint Lead Managers or the Underwriters.



## 8. DIRECTORY

### ISSUER

#### **Gentrack Group Limited**

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### DIRECTORS OF GENTRACK GROUP LIMITED

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Andy Coupe, Director  
James Docking, Director  
Nick Luckock, Director  
Graham Shaw, Director  
Leigh Warren, Director

### REGISTRAR

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