



Notice of Annual Meeting of Shareholders 2022

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2022 Annual Meeting of Serko Limited (Serko or the Company). The meeting will be a hybrid meeting, whereby shareholders can choose to attend in person or online.

When

**Wednesday 31 August 2022, 2.00pm
(New Zealand Time)**

Where

In person:

Link Market Services Limited,
Level 30, PwC Tower,
15 Customs Street West,
Auckland, New Zealand

Online:

www.virtualmeeting.co.nz/sko22

Shareholders attending the meeting will be able to vote and ask questions at the meeting. Shareholders can also pre-submit questions either online at vote.linkmarketservices.com/SKO or using the Proxy Form. Questions will need to be submitted by 2.00pm (New Zealand time) on Monday, 29 August 2022.

If you cannot attend the meeting either in person or virtually online, I encourage you to complete and lodge the proxy form in accordance with the instructions on that form so that it reaches Link Market Services by 2.00pm (New Zealand time) on Monday, 29 August 2022.

Serko is monitoring the situation in New Zealand with regard to Covid-19. In the event of any significant developments, the Company may, at its discretion, elect to hold the Annual Shareholders' Meeting as an online-only meeting if there are potential risks to the health of meeting attendees, or if an in-person meeting is prohibited by law. In such circumstances, the Company will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on our website at www.serko.com.

Items of business

A. Chair's Address and Chief Executive Officer's Address

Chair, Claudia Batten, and Co-Founder and CEO, Darrin Grafton, will provide an overview of the Company's performance for the year ended 31 March 2022 and the trading performance and strategy for the current financial year. There will be an opportunity for shareholders to ask questions after the addresses.

B. Ordinary Resolutions

Shareholders will be asked to consider, and if thought fit, pass the following ordinary resolutions:

1. That Mr Darrin Grafton be re-elected as an executive director of Serko Limited.
2. That Mr Clyde McConaghy be re-elected as a non-executive director of Serko Limited.
3. That Ms Jan Dawson be elected as a non-executive director of Serko Limited.
4. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2023 financial year.

See explanatory notes on each of these resolutions below.

The Board recommends unanimously that you vote in favour of all resolutions.

C. General Business and Shareholder Discussion

To consider any other matter that may be brought properly before the meeting.

By Order of the Serko Board

Claudia Batten • Chair
2 August 2022

Explanatory Notes

Resolution 1:

Re-election of Darrin Grafton as an Executive Director

Darrin Grafton is one of the co-founders of Serko and is Serko's Chief Executive Officer. He was appointed an executive director at the time of incorporation of Serko on 5 April 2007 (and was re-elected by shareholders in August 2019). In accordance with the applicable NZX Listing Rules, Darrin retires by rotation and offers himself for re-election as a director of Serko at the meeting. The Board unanimously supports Darrin's re-election and considers Darrin to be a non-independent director as he is an executive officer and substantial shareholder of Serko.

Darrin Grafton

Co-Founder, Chief Executive Officer & Executive Director Non Independent

Darrin has more than 30 years' experience in travel technology and is a recognised industry innovator, previously named as one of the top 25 most influential executives in the travel industry by the BTN Group. Darrin has held directorships and senior management positions across a number of private and public companies, including the Gullivers Travel Group. In 2021 Darrin was awarded the INFINZ Leadership Award and has previously been awarded the NZX Hi-Tech Entrepreneur Award. He is a member of the Institute of IT Professionals NZ and the Institute of Directors NZ.

Resolution 2:

Re-election of Clyde McConaghy as a Director

Clyde McConaghy was appointed as a director by the shareholders of Serko on 30 April 2014 and was last re-elected by shareholders in August 2019. During his tenure, Clyde has held various roles leading different committees, first with Chairing the Audit & Risk Committee and now Chairing the People, Remuneration and Culture Committee. In accordance with the applicable NZX Listing Rules, Clyde retires by rotation and offers himself for re-election as a director of Serko at the meeting. The Board unanimously supports Clyde's re-election and considers that he qualifies as an independent director under the applicable NZX Listing Rules.

Clyde McConaghy

Independent Non-Executive Director

Clyde is based in Australia. He is the founder of Optima Boards, providing independent director and advisory services to public, private, family office and charitable entities around the world. Clyde has worked in publishing, media, online and technology sectors, living in the UK, Germany, China and Australia. He is a director of Neuroscience Research Australia and holds a BBus (University of South Australia), as well as an MBA from Cranfield University (UK). Clyde is a Fellow of the Australian Institute of Company Directors.

Resolution 3:

Election of Jan Dawson as a Director

Jan Dawson was appointed by the Board on 18 August 2021 to fill a casual vacancy and as a replacement for retiring director, Simon Botherway. In accordance with the NZX Listing Rules, Jan is required to retire at the meeting but, being eligible, offers herself for election as a director of Serko by shareholders at the meeting. The Board unanimously supports Jan's election and considers that she qualifies as an independent director under the applicable NZX Listing Rules.

Jan Dawson

Independent Non-executive Director

Jan is Chair of Ports of Auckland Limited and a director of Meridian Energy Limited. She is a member of the University of Auckland Council and the Capital Investment Committee of the Ministry of Health. Jan was previously Chair of Westpac New Zealand, Deputy Chair of Air New Zealand and a Director of Goodman Fielder, Beca and AIG NZ. She was a partner of KPMG for 30 years, and the Chair and Chief Executive of KPMG New Zealand from 2006 until 2011. She holds a Bachelor of Commerce from the University of Auckland and is a Fellow of Chartered Accountants Australia and New Zealand and a Fellow of the Institute of Directors in New Zealand.

Resolution 4:

Fixing the Fees and Expenses of the Auditor

Deloitte are currently Serko's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2023 financial year. Under the Companies Act 1993, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of Deloitte as auditor.

Important Information

Hybrid Annual Meeting

Shareholders will be able to attend and participate in this year's Annual Meeting either in person or virtually via an online platform provided by our share registrar, Link Market Services at www.virtualmeeting.co.nz/sko22.

Shareholders attending and participating in the virtual meeting will be able to vote and ask questions during the meeting.

More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the 'Virtual Meeting Online Portal Guide' available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

Proxies

Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy, who need not be a shareholder, to attend and vote instead of him/her by completing and returning the enclosed proxy form or lodging their proxy online as detailed below. If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/ she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, your proxy may vote as they choose.

Shareholders can elect to vote their proxies online by visiting vote.linkmarketservices.com/SKO or by scanning the QR code on the Proxy Form with your smartphone.

If you do not name a person as your proxy, but otherwise complete the proxy form in full, or your named proxy does not attend the meeting, the Chair will be appointed your proxy and may only vote in accordance with your express direction.

The Chair of the meeting or any director is willing to act as proxy for any shareholder who appoints him/her for that purpose. If you tick the 'Proxy Discretion' box, you acknowledge that they may exercise your proxy even if they have an interest in the outcome of that resolution (subject to any restrictions contained in the NZX Listing Rules). The Chair and directors intend to vote all discretionary proxies in favour of all resolutions even if they have an interest in any of the resolutions.

The completed proxy form must be received by the share registry no later than 2.00pm on Monday 29 August 2022.

NZX Register holders:

You will need to enter your CSN/Holder Number and Authorisation Code (FIN) to securely complete your proxy appointment online.

ASX Register holders:

You will need to enter your Holder Number and postcode to securely complete your proxy appointment online.

If you wish to mail the proxy form then please send it to our share registry, Link Market Services Limited, using the freepost envelope incorporated into the form.

Alternatively, you can scan and email the completed proxy form to meetings@linkmarketservices.com (please put the words Serko Proxy Form in the subject line for easy identification).

Ordinary Resolution

All the resolutions required to be considered by shareholders at the meeting are ordinary resolutions. An ordinary resolution is one passed by a simple majority of votes from shareholders entitled to vote and voting on the resolution.

Voting

Voting entitlements for the meeting will be determined at 5.00pm on Monday 29 August 2022. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in those shareholders' names at that time may be voted at the meeting.

The Chair will require voting at the meeting to be conducted by poll, as required by the NZX Listing Rules.

No voting restrictions apply to the resolutions being considered at the meeting.

More information and Asking Questions

If you have any questions, or for more information, please contact Serko's Company Secretary at company.secretary@serko.com.

Shareholders can also pre-submit questions by sending them to either online at vote.linkmarketservices.com/SKO or using the Proxy Form, prior to the meeting. Questions will need to be submitted by 2.00pm on Monday 29 August 2022.

Company Details

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