

CODE OF ETHICS

Message from the CEO

At Serko we live by our Guiding Principles; they are more than just words, they are used to guide our behaviours, decisions, and actions. They define how we operate. Our Code of Ethics works with our Guiding Principles setting our ethical standards for honesty, integrity, and professionalism. Think of the Guiding Principles as our compass and the Code of Ethics as our roadmap.

Our company's global reach and achievements is a testament to the high standards and dedication of all Serkadians through challenging the norm, pushing through challenges, and making the right key decisions. The Code guides us to make the right decisions and hold ourselves to account ensuring we do what is right and to a high standard. It sets requirements for business conduct and serves as a foundation for our Company policies, procedures, and guidelines, all of which provide additional guidance on expected behaviours.

I am proud of Serko, I am proud of us all and the high ethical standards that are truly embedded across our business. We must ensure this continues, always act with integrity, do the right things and if you see something say something.

Thank you for giving the Code of Ethics your attention and committing to work by these standards.



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1. Overview and Purpose

The Serko Code of Ethics ("the Code") outlines the standards by which the directors, employees, contractors and advisers of Serko Limited and its related companies ("Serko" and "Serko people") are expected to conduct themselves in their professional lives.

The Code is not intended to prescribe an exhaustive list of acceptable and non-acceptable behaviour, rather it is intended to outline Serko's values and expectations for ethical behaviour, facilitate decisions that are consistent with Serko's Guiding Principles, business goals and legal and policy obligations, thereby enhancing performance outcomes. Serko people must familiarise themselves with Serko Guiding Principles, this Code and Serko policies as they govern their behaviour while they are employed by Serko.

Serko directors and managers are expected to lead according to these standards of ethical and professional conduct and to ensure that they are communicated to the people who report to them.

If you have any questions or concerns about an ethical question or become aware of a breach of a legal obligation or a Serko Policy, let your manager know as soon as possible. If this is not appropriate, you may choose to raise your question or concern in accordance with Article 12, "Reporting Concerns". See Serko's Whistleblowing Policy for more information.

2. Our Guiding Principles

Our Guiding Principles are more than just words. They are the compass to guide our behaviours, decisions and actions. They define how we operate together as a team and how we interact with our customers and partners.



The Serko Board, Executive Team and employees have endorsed the following set of guiding principles to guide their behaviours:



Be a good human

We show up as our true selves. We embrace the diversity of people, thought and culture. We work intentionally to create a positive impact.



Dare to simplify

We challenge ourselves to create simplicity where complexity exists.



Win together

We celebrate success as a collaborative journey. We work together as one team to transform individual ideas and strengths into innovative solutions for Serko and our customers.



Boldly go beyond

We challenge the status quo to make the impossible possible – for ourselves, our customers and our partners.

3. Our Behaviours

The actions and statements of Serko people, whether to customers, suppliers, competitors, shareholders or employees, can impact on the way people see Serko and whether they choose to do business with us. Our behaviours are intended to be used as a guide and not an exhaustive list.

Serko people will at all times:

- undertake their duties in accordance with Serko Guiding Principles and in the best interests of Serko and taking into account the interests of its shareholders and other stakeholders;
- act ethically, responsibly, honestly and with high standards of personal integrity at all times;
- comply with all laws and regulations that apply to Serko;
- treat one another with respect and not engage in bullying, harassment or discrimination;
- not take advantage of Serko's (or its customers') property or information for personal gain or to cause detriment to Serko or its customers;
- not take advantage of their position or the opportunities arising therefrom for personal gain and will disclose and deal with appropriately any conflicts between personal interest and workplace duties;
- adhere to any procedures around giving and receiving gifts (for example, where gifts are given that are of value in order to influence employees and directors, such gifts should not be accepted); and
- adhere to the whistleblowing procedures and appropriately manage breaches of this Code, deal honestly with Serko's business partners, including, but not limited to, customers, suppliers, shareholders, professional advisors and stakeholders.



4. Key Governance Matters

The following topics are key governance requirements that Serko people must abide by from a governance perspective. All Serko people are expected to have read and understood all related policies and comply with at all times. Such policies are available on our [Serko Employee Hub](#), as well as on the Corporate Governance section of our website (www.serko.com/investors).

4.1 Securities Trading

Serko's [Securities Trading Policy](#) provides transparency about expectations and requirements for securities trading (financial product dealing) by employees and directors and to protect them from the risk of breaching insider trading laws.

4.2 Market Disclosure

Serko is committed to providing timely and accurate disclosure of information likely to affect the price of its shares and other securities, in accordance with its legal and regulatory requirements. Serko's [Market Disclosure Policy](#) covers Serko's continuous disclosure requirements and related matters including obligations to correct any rumours or misinformation in the marketplace.

Serko's Disclosure Officers are the Chief Financial Officer and General Counsel. The Disclosure Officers are responsible for all communication with the NZX and ASX, with the Board Chair and the Chief Executive, or their respective nominees as Serko's authorised market disclosure spokespersons.

If material information is inadvertently revealed or a director, senior manager or employee becomes aware of information which should be disclosed, the Disclosure Officer must be informed immediately.

4.3 Corporate Resources

Serko expects its people to advance its legitimate interests and act in Serko's best interests when the opportunity arises. Serko People will:

- not take for themselves any opportunity discovered through the use of Serko property, information or position;
- not use Serko property (including Serko's name), information or position for personal gain;
- not engage in personal activities during work hours that interfere with individuals fulfilling job responsibilities;
- take all reasonable and necessary steps to protect company resources and assets, including from theft; and
- follow Serko's confidentiality and privacy guidelines when using business resources.

4.4 Conflicts Management

A conflict of interest occurs when an individual's interests interfere, or appear to interfere, with Serko's interests. Serko expects Serko People to act in Serko's best interests at all times. Serko People are expected to be able to understand actual and potential conflicts, disclose them to be managed appropriately.

Serko people will not, without the prior consent of Serko:

- engage in any other business or commercial activities which would conflict with their ability to perform their duties to Serko;
- support a political party or organisation other than in a personal capacity; or
- engage in any other activity that could conflict with Serko's interests.



5. Gifts, Anti-Bribery & Corruption

Bribery and corruption of any form is not acceptable with Serko taking a zero-tolerance approach. All Serko People must maintain high professional standards and operate with integrity, honesty and fairness.

Serko's [Anti-Bribery Corruption Policy](#) defines what bribery and corruption is, provides key principles that must be followed, details prohibitions for dealing with government officials and providing political and charitable contributions, as well as approval requirements for the giving and receiving gifts and entertainment.

5.1 Proper use of Serko Assets and Information

Serko people have a duty to protect Serko assets from loss, damage, misuse, waste and theft. Serko assets include systems, information, intellectual property and networks.

Serko expects its people to advance its legitimate interests when the opportunity to do so arises. Serko people will not:

- take for themselves any opportunity discovered through the use of Serko property, information or position;
- use Serko property (including Serko's name), information or position for personal gain;
- compete with Serko; and
- trade in shares, or any other kind of property, based on information that comes from their roles for Serko if that information has not been reported publicly (refer to Serko's Security Trading Policy).

Serko and Serko stakeholders entrust us daily with their confidential communications and information. Confidential information includes all information not in the public domain that has come to a Serko employee's knowledge by virtue of working for Serko.

Serko people will maintain and protect the confidentiality of information entrusted to Serko about work colleagues, stakeholders and Serko's business and financial affairs, except where disclosure is allowed by Serko or is required by law.

Serko People will:

- only use Serko assets for lawful business purposes authorised by Serko; and
- only create, and only retain, information and communications required for business needs or to meet legal obligations.

6. Privacy

The privacy of Serko and its people is important. Accordingly, the directors, employees and representatives of Serko will ensure that any applicable privacy and data protection laws are complied with insofar as those acts are applicable to any personal information obtained or held in respect of its people.

Serko and its people are also committed to ensuring that any confidential data or personal information is protected and dealt with in accordance all applicable laws, specifically those relating to collection and storage of personal information and disclosure and requests for personal information made by third parties.

7. Compliance with Laws and Policies

Serko's policies set out the principles, standards, and requirements which all Serko people should adhere to, ensuring compliance with laws, regulations and/or to ensure Serko operates within Board approved risk appetite.



Serko people will:

- familiarise themselves with and comply with Serko policies, frameworks and processes at all times (including those relating to equal employment opportunities and health and safety), which are all available on Serko's intranet;
- abide by the laws, rules and regulations of New Zealand and other jurisdictions in which Serko operates;
- undertake training on legal obligations and policies as required by management from time to time; and
- comply with all statutory and internal disclosure requirements on a timely basis.

8. Delegated Authority

The Serko Board of Directors delegates the responsibility of managing the business and affairs of Serko to the Chief Executive (Chief Executive). The Chief Executive in turn delegates to other levels of management certain rights to make operational and financial decisions within defined limits. A director should not simultaneously hold the positions of Chief Executive and Chairperson of the Board.

Serko people will:

- only act within the delegated authority framework and any authority that may be specifically given to them as a delegated authority holder; and
- ask their manager if they are uncertain as to their level of delegated authority.

9. Additional Director Responsibilities

Directors are required to:

- disclose all relationships they have with Serko, and any relevant private or other business interests to the Board, in order that the Board may assess the director's independence;
- undertake appropriate training to remain current on how to best perform their duties as directors of Serko;
- give proper attention to all matters put before them;
- have an understanding of the regulatory, legal, fiduciary and ethical requirements affecting directors;
- be familiar with up-to-date business management techniques and related ethics; and
- have an awareness of special strategic, industry, cultural and other issues that may impact on Serko's business.

10. Reporting Concerns

If you become aware of a potential or actual breach of this Code or any breach of a legal obligation or Serko policy, you are responsible for reporting it – see something say something.

Serko requires all Serko People who receive a report of an actual or suspected violation of this Code to take all reasonable steps within their control to ensure that:

- the behaviour alleged in the report is thoroughly investigated;
- the rules of natural justice are observed in that investigation; and
- appropriate disciplinary action is taken if the allegation is substantiated.



For guidance on who you can talk to and how you can report a concern and make a disclosure employees can refer to the 'See something say something page' on the intranet or the [Whistleblower Policy](#).

Anyone who are proven to have breached this Code may face disciplinary action which, depending on the seriousness and severity of the breach, could include dismissal or legal action or both.

Serko management shall provide the Board with information of sufficient content, quality and timeliness as the Board considers necessary to enable the Board to effectively discharge its duties. This will include providing the Board with timely information relating to any material breaches of this Code.

11. Governance

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