

REMUNERATION POLICY

1. Policy Overview

Serko Limited's ("Serko") long-term success is dependent on the ability to attract and retain high calibre talent. Serko's remuneration policy supports Serko to attract, retain and motivate high calibre people to achieve Serko's business objectives and create shareholder value.

Serko is committed to applying fair and equitable remuneration and reward practices, taking into account internal and external relativity, the commercial environment, the ability to achieve the Company's business objectives, performance and the creation of shareholder value.

2. Purpose of this Policy

The purpose of this policy is to outline the remuneration principles which apply to all directors and employees to ensure that remuneration practices within Serko are fair and appropriate for the organisation and its employees, and there is a clear link between remuneration and performance.

3. Guiding Principles

Serko's Remuneration Policy is guided by the following principles for remuneration practice:

Remuneration Principles	The Principle Explained
 Organisational alignment	Clear alignment with Serko's Mission, Vision, Values, and Strategy
 Valued by employees	Supports the attraction, retention and engagement of employees
 Clear	Clearly understood by employees and other stakeholders
 Fair, competitive & equitable	Equitable and flexible. Appropriately competitive with the market and within an organisational context
 Rewards performance	Recognises individual performance, and differentiates reward for individuals achieving high performance
 Shareholder alignment	Recognises company performance and the creation of long-term shareholder value

4. Remuneration of Non-Executive Directors

Serko's shareholders have approved a total cap of NZD\$600,000 per annum for non-executive directors' fees, for the purposes of the NZX Listing Rules.



The Board has agreed that the following fixed annual fees will apply to all non-executive directors until further agreed:

	Position	Fees per annum (AUD)
Board of Directors	Chair	140,000
	Non-executive directors	95,000
Audit & Risk Committee	Committee Chair	20,000
	Committee Member	9,000
People, Remuneration & Culture Committee	Committee Chair	20,000
	Committee Member	9,000

Non-executive-directors do not receive any performance-based remuneration to ensure incentives do not conflict with non-executive directors' obligation to bring an independent judgement to matters before the Board.

Non-executive directors have no obligation to invest in shares of the Company, however, non-executive directors are encouraged to hold Serko shares. From time to time the Company may establish a fixed trading scheme to enable directors to reinvest a portion of their director fees to acquire Serko shares. Any acquisition of shares by a director, or fixed trading scheme put in place, must be compliant with all appropriate Insider Trading Restrictions and legislative requirements.

The non-executive directors are entitled to be reimbursed for all reasonable travel, accommodation and other expenses incurred by them in connection with their attendance at Board or shareholder meetings or otherwise in connection with Serko's business.

No retirement benefits will be paid to the non-executive directors on their retirement, unless where required under local legislation.

The People, Remuneration and Culture Committee reviews the level of directors' fees annually.

Procedures for the approval of remuneration levels for non-executive directors are set out in Serko's Constitution and are governed by the NZX Main Board Listing Rules ("Listing Rules") and the Companies Act 1993.

5. Remuneration of Employees

Under Serko's remuneration framework:

- (a) Individual performance, and market relativity are key considerations in all remuneration-based decisions, balanced by the organisational context. It is expected that appropriate analysis occurs when making any remuneration decision to ensure there are no biases in decision making.
- (b) Total Remuneration includes a mix of fixed and variable components. A summary of the current components that may be provided to employees is set out below:
 - (i) Fixed remuneration includes base salary and employer superannuation contributions (where relevant).
 - (ii) A discretionary Short-Term Incentive (STI) may be offered for permanent senior employees, at the discretion of the Chief Executive (or be offered to the Chief Executive and Chief Strategy Officer, at the discretion of the Board). Serko's STI is based on achievement against Company and individual performance objectives.

- (iii) A discretionary Sales Incentive Plan (SIP) may be offered to sales and partner development staff, at the discretion of the Chief Executive. The SIP is designed to incentivise sales and business development staff to meet or exceed sales and business development targets.
 - (iv) An Employee Incentive Share Scheme (EISS) may be offered to permanent employees, as approved by the Board. Grants under Serko's EISS are based on achievement against company and individual performance objectives. Serko currently operates the EISS in the form of restricted share units.
- (c) In addition, Serko may offer benefits to employees, which are not considered part of the employee's Total Remuneration.

The relative weighting of each remuneration component is detailed in the employee's employment agreement. The company component of the performance criteria is set annually by the Board.

Executives are defined as the Chief Executive Officer and their direct reports that have leadership responsibilities (the Executive Team).

6. Responsibilities

6.1 Serko Board

The Serko Board is required to approve:

- (a) The Company's remuneration policy.
- (b) Remuneration proposals and performance decisions concerning the Chief Executive and Executive Team, unless specifically delegated by the Board to the People, Remuneration and Culture Committee.
- (c) The budget for the organisation's annual remuneration review.
- (d) The structure of any incentive scheme(s) offered to Serko employees.
- (e) The outcome of any company performance measure used to determine payments under a Serko incentive scheme.

6.2 Serko People, Remuneration and Culture Committee

The Serko People, Remuneration and Culture Committee is required to review:

- (a) Proposed changes to the Remuneration Policy.
- (b) Proposed remuneration for the Executive Team.
- (c) Objectives and performance ratings of the Executive Team.
- (d) And manage any conflicts of interest present when determining remuneration outcomes at all levels of the organisation.

6.3 Serko Chief Executive

The Chief Executive is required to:

- (a) Make recommendations to the People, Remuneration and Culture Committee on Executive remuneration matters.



- (b) Make recommendations to the People, Remuneration and Culture Committee on incentive proposals and outcomes, and to propose changes to remuneration policy.
- (c) Approve the outcome of the organisation's remuneration review.

6.4 Managers

All remuneration decisions or proposals must be consistent with Serko's remuneration policy, principles and guidelines, and require "one up" approval. In addition, a manager may not change the remuneration terms of any person reporting to them, without the approval of their own manager, Executive and Chief People Officer (or delegated authority).

7. Who must comply with this policy?

This policy applies to Serko's operations and business activities worldwide. It applies to all persons working for us or our wholly-owned subsidiaries or on our behalf in any capacity, including employees at all levels, directors, officers, consultants, contractors, interns, secondees, external consultants, third-party representatives, agents and business partners.

8. Breaches of this policy

It is important to Serko to ensure we maintain high ethical standards, and therefore everyone working in our team plays a role in keeping Serko safe. If you think Serko could be in breach of this policy, we ask you to please speak up. It is better to be wrong, but safe, than ignore a potential breach. Remember, if you See Something, Say Something.

If you know about or suspect a breach of this policy, please reach out to someone in the PPC Team or email PPC@serko.com. For guidance on alternative reporting options, please refer to the ['See Something, Say Something'](#) page on the Employee Hub and Serko's Whistleblowing Policy.

Complying with Serko policies is a condition of employment.

9. Roles and Responsibilities

The Serko People, Remuneration and Culture Committee is the policy approver.

The People, Remuneration and Culture Committee is responsible for oversight and monitoring of this policy.

The Serko People, Remuneration and Culture Committee should be provided with the findings following an annual review to ensure that this policy is operating effectively with no breach instances.

The Chief People Officer is the owner of this policy. The PPC team are responsible for operationalising the policy through employee awareness and communications. The PPC team are responsible for providing assurance to the Audit, Risk and Sustainability Committee that the policy is being complied with.

If you have any questions or need help with this policy, you can contact the Serko PPC team.

10. More Information

For guidelines and additional detailed information about provisions within this policy, refer to the PPC Hub on the intranet, or speak to the Chief People Officer.

11. Governance

Document Owner	Chief People Officer
Document Contact	PPC
Document Approver	People, Remuneration and Culture Committee
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