

Minutes of the Annual Meeting of Shareholders Serko Limited

Meeting date: 21 August 2019

Meeting Time: 2.00pm (New Zealand time)

Venue: Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand

Present:	Mr Botherway	Chairman
	Ms Batten	Director
	Mr McConaghy	Director
	Mr Grafton	Director
	Mr Shaw	Director

Approximately 33 shareholders and appointed proxies and 10 observers. Further participants joined via the webcast.

Preliminary Matters

The Chairman, Mr Botherway, called the meeting to order, declaring that the necessary quorum was present and the meeting was now open. The Chairman introduced the directors, management and auditors to shareholders.

Mr Botherway confirmed that the Notice of Meeting had been sent to shareholders and other persons entitled to receive it. He advised that voting on all resolutions would be conducted by poll at the end of the meeting.

Formal Addresses

Chairman's Address

The Chairman formally addressed the meeting, outlining Serko's recent delivery against its strategy and reviewing Serko's progress toward achieving its goals. He then gave an overview of Serko's financial performance for the 12 months ending 31 March 2019 (**2019 financial year**).

Mr Botherway reaffirmed the updated guidance disclosed to the market in May 2019.

The Chairman then provided an overview of the key governance areas of focus for the Board during the year, highlighting in particular the publication of Serko's second ESG (environmental, social & governance) Report and efforts taken to continue to improve its communications with Serko's stakeholders.

Mr Botherway thanked the Serko Team for their hard work and dedication over the past year.

CEO's Address

Mr Grafton provided a more detailed overview of Serko's operational performance for the 2019 financial year and Q1 of the 2019 financial year, outlining the steps taken to roll-out Serko's latest product offering, Zeno, into international markets.

Mr Grafton then outlined Serko's medium-term strategic goal of reaching \$100m in revenue, and how Serko intends to achieve that growth through international expansion and continuing to growth average revenue per booking in local markets.

Mr Grafton provided an outlook statement and market update on year-to-date performance, noting that the current guidance range is affirmed but cannot be narrowed at this time due to the uncertainty of timing of new North American customers onboarding in the second half of FY20.

Shareholder Questions and Discussion

Shareholders were invited to raise questions on the Chairman's and CEO's formal addresses, and any other matter they would like to raise. The Chairman noted that there would be an opportunity to ask questions on each resolution later in the meeting.

A number of questions were raised by shareholders in respect of range of matters, including:

- Cash-burn and capital adequacy
- R&D government grants
- Transfer pricing
- Expansion strategy and guard-rails in place to safeguard against expanding too quickly
- Management of 'tech-debt'
- Serko Online to Zeno conversion rates
- ARPB breakdown
- Market dynamics and competitive forces
- Management of intellectual property rights

Each question was responded to by the Chairman or CEO.¹

Formal Resolutions

The Chairman noted that one resolution, relating to amendment of the constitution, was a special resolution requiring a 75% majority to pass. He confirmed all other items of business set out in the Notice of Meeting were ordinary resolutions and, accordingly, were required to be passed by a simple majority of votes.

He explained that voting on each resolution would be via a poll and explained how this process would be run. He noted that the Board unanimously supported all five resolutions set out in the

¹ A transcript and recording of the Annual Meeting is posted on Serko's website:
<https://www.serko.com/investors>

Notice of Meeting and each director intends to vote all shares and undirected proxies held by them in favour of these resolutions, except where voting restrictions applied (as detailed in the Notice of Meeting).

Mr Botherway reported that proxies had been appointed in respect of 41.5 million shares, representing approximately 51.3% of the total number of shares on issue.

Resolution 1: Amendment of Constitution

Mr Botherway advised that, due to recent NZX Listing Rules changes, Serko needed to amend its constitution. He confirmed that the amendments were limited to those required to be made to comply with the amended NZX listing rules.

He confirmed that, under the Companies Act 1993, the proposed amendments must be approved by a special resolution of shareholders. As the amendments to the constitution do not impose or remove a restriction on the activities of the Company or affect the rights attaching to shares, the shareholder minority buy-out rights under the Companies Act 1993 do not apply.

After calling for questions, Mr Botherway moved the motion that the existing constitution of the Company be revoked, and the constitution tabled at the meeting, and referred to in the explanatory notes to the Notice of Meeting, be adopted as the constitution of the Company.

There were no matters raised for discussion by shareholders concerning the motion.

Resolution 2: Re-election of Clyde McConaghy as a Director

Mr Botherway confirmed that Mr McConaghy's re-election had the unanimous support of the Board.

Mr McConaghy addressed the meeting in respect of his re-election.

Mr Botherway moved the motion that Mr McConaghy be re-elected a Director of the Company.

There were no matters raised for discussion by shareholders concerning the motion.

Resolution 3: Re-election of Darrin Grafton as a Director

The Chairman explained that Mr Shaw was also retiring by rotation in accordance with the newly amended NZX Listing Rules and offered himself for re-election. He confirmed that his re-election had the unanimous support of the Board.

Mr Grafton then addressed the meeting in respect of his re-election.

The Chairman called for questions on the resolution. A shareholder enquired as to whether Mr Grafton had any intention to sell-down some or all of his majority stake in the Company in the foreseeable future. Mr Grafton responded to the question.

The Chairman moved the motion that Mr Grafton be re-elected a Director of the Company.

There were no further matters raised for discussion by shareholders concerning the motion.

Resolution 4: Director Fee Pool Increase

The Chairman explained that Resolution 4 proposes an increase of NZD\$100,000 (plus GST where applicable) in the non-executive director annual fee pool to provide the Board with flexibility to accommodate an additional non-executive director if required, outlining the rationale for the increase.

The Chairman called for questions on the resolution. A shareholder raised questions on the rationale for paying director fees in a different denomination (AUD) to the fee pool approval sought (NZD). Mr Botherway explained that was due to the fact that Serko's functional currency was in NZD but the majority of non-executive directors resided overseas (in Australia and the United States), and Serko currently derived the majority of its revenue from Australia.

As there were no further questions raised, the Chairman moved the motion that the maximum aggregate amount of remuneration payable by Serko Limited to its non-executive directors (in their capacity as directors) be increased by NZD\$100,000 per annum (plus GST, where applicable) from a total pool of NZD\$350,000 per annum to NZD\$450,000 per annum.

Resolution 5: Fixing the Fees & Expenses of the Auditor

The Chairman explained that the motion concerns the fixing of the auditor's remuneration and seeks shareholder approval that directors are authorised to fix the fees and expenses of the auditor for the 2020 financial year.

The Chairman called for questions on the resolution. A shareholder enquired about the procedural management of offshore audits. Mr Henderson, Lead Audit Partner at Deloitte, responded to his question.

As there were no further questions raised, the Chairman moved the motion that the directors are authorised to fix the fees and expenses of the auditor for the 2020 financial year.

Polls and Closure

The Chairman advised that, as all other formal business had been concluded, polls would be conducted in respect of the resolutions put to shareholders at the meeting.

The conduct of the polls was administered by the share registrar, Link Market Services.

The Chairman advised that the results of the polls would be released to NZX and the ASX immediately following the closing of the meeting.

General Business

Mr Botherway invited shareholders to ask any further questions they had of the Board and

management or raise any matters of general business.

Shareholders raised questions on whether there was any intention to delist from NZX, following its recent foreign exempt listing on ASX. Mr Botherway confirmed there was no current intention to delist from NZX. Another shareholder enquired whether Serko would implement quarterly reporting. Mr Botherway confirmed that quarterly reporting was not required from a regulatory perspective and would not be implemented, particularly as the Board encouraged shareholders to take a longer-term view of value creation.

There being no further items of business raised, Mr Botherway thanked shareholders for their attendance and interest in company affairs and closed the meeting.

The meeting was declared closed at 3.45pm.

Shareholders were invited to join the directors and management for refreshments and product demonstrations at the end of the meeting.

The Minutes of the Annual Meeting of Shareholders of Serko Limited were confirmed by:


Simon Botherway (Sep 17, 2019)

Simon Botherway
Chairman

Date: 17 September 2019

Poll Results

The following results of the polls were subsequently announced to the market:

Resolution	For	Against	Abstain
1. That the existing constitution of Serko Limited be revoked and the constitution tabled at the annual meeting of shareholders and signed by the Chairman for the purposes of identification be adopted with effect from the close of that meeting.	57,330,748 99.27%	424,224 0.73%	16,371
2. That Mr Clyde McConaghy be re-elected as a non-executive director of Serko Limited.	54,923,961 97.80%	1,234,728 2.20%	1,591,817
3. That Darrin Grafton be re-elected as an executive director of Serko Limited.	57,761,631 99.98%	12,182 0.02%	821
4. That the maximum aggregate amount of remuneration payable by Serko Limited to its non-executive directors (in their capacity as directors) be increased by NZD\$100,000 per annum (plus GST, where applicable) from a total pool of NZD\$350,000 per annum to NZD\$450,000 per annum (plus GST, where applicable), to be paid and allocated to the non-executive directors as the Board considers appropriate and that any remuneration payable to non-executive directors may, at the Board's discretion, be paid either in part or in whole by way of an issue of Equity Securities (as that term is defined in the NZX Listing Rules) in the Company.	53,163,000 96.77%	1,777,070 3.23%	9,150
5. That the directors are authorised to fix the fees and expenses of the auditor of Serko Limited.	57,751,295 99.98%	12,371 0.02%	550

All resolutions were accordingly passed.