



# Notice of Annual Meeting of Shareholders 2023

## Dear Shareholder

On behalf of the Board of Directors, I am pleased to invite you to the 2023 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 28 June 2023, 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/sko23](http://www.virtualmeeting.co.nz/sko23)

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](http://vote.linkmarketservices.com/SKO) or using the Proxy Form. Questions will need to be submitted by 2.00pm (New Zealand time) on Monday, 26 June 2023.

If you cannot attend the meeting 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, 26 June 2023.

## 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 2023 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 Ms Claudia Batten be re-elected as a non-executive director of Serko Limited.
2. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2024 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**  
25 May 2023

# Explanatory Notes

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## Resolution 1:

### Re-election of Claudia Batten as a Director

Claudia Batten was first appointed as a director of Serko in April 2014 and was last re-elected in August 2020. She is the Chair of the Serko Board and a member of the Audit, Risk and Sustainability Committee and People, Remuneration and Culture Committee.

In accordance with the applicable NZX Listing Rules, Claudia retires by rotation and offers herself for re-election as a director of Serko at the meeting. The Board unanimously supports Claudia's re-election and considers that she qualifies as an independent director under the applicable NZX Listing Rules.

#### Claudia Batten

##### Independent Non-Executive Director, Chair

Claudia holds an LLB (Hons) and BCA from Victoria University (Wellington). She is currently a director of Air New Zealand and Vista Group and was previously a digital adviser to the Board of Westpac New Zealand.

Claudia has been a founding member of two highly successful entrepreneurial ventures. The first venture was Massive Incorporated, a network for advertising in video games, where she helped pioneer 'digital' as a media buy. Massive was sold to Microsoft in 2006. In 2009, she co-founded Victors & Spoils ('V&S'), the first advertising agency built on the principles of crowdsourcing. V&S was majority acquired by French holding company Havas Worldwide in 2011. Claudia is a strong supporter of the New Zealand start-up scene as an active mentor and adviser.

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## Resolution 2:

### 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 2024 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/sko23](http://www.virtualmeeting.co.nz/sko23).

Shareholders attending and participating in the virtual meeting will be able to vote and ask questions during the meeting. If you will be attending online, you will require your Holder Number for verification purposes.

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](http://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, 26 June 2023.

## 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 enclosed with the form.

Alternatively, you can scan and email the completed Proxy Form to [meetings@linkmarketservices.com](mailto: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, 26 June 2023. 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](mailto:company.secretary@serko.com).

Shareholders can also pre-submit questions by sending them to either online at [vote.linkmarketservices.com/SKO](http://vote.linkmarketservices.com/SKO) or using the Proxy Form, prior to the meeting. Questions will need to be submitted by 2.00pm on Monday, 26 June 2023.

## Company Details

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