



Notice of Annual Meeting of Shareholders 2024

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2024 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

Tuesday, 2 July 2024 at 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/sko24

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 on Sunday, 30 June 2024, New Zealand Time (NZT).

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 on Sunday, 30 June 2024 (NZT).

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 2024 and the progress and priorities 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 Dr Sean Gourley be elected as a non-executive director of Serko Limited.
2. That Mr Robert Shaw be re-elected as a director of Serko Limited.
3. That:
 - (a) The maximum aggregate remuneration payable to non-executive directors of Serko Limited be increased by approximately NZ\$112,173 per annum from NZ\$600,000 per annum to A\$650,000¹ per annum, to be paid and allocated as the Board considers appropriate.
 - (b) Any remuneration payable to non-executive directors may, at the Board's discretion, in whole or in part, be through an issue of Equity Securities, as that term is defined in the NZX Listing Rules.
4. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2025 financial year.

See explanatory notes on each of these resolutions below.

All monetary amounts relating to non-executive directors' remuneration in this Notice are exclusive of GST, where applicable.

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

28 May 2024

¹ Equal to approximately NZ\$712,173.

Explanatory Notes

Resolution 1:

Election of Dr Sean Gourley as a Director

Dr Sean Gourley was appointed as Serko's fourth non-executive director (NED) by the Board, effective on 1 February 2024.

In accordance with the NZX Listing Rules, Sean is required to retire at the meeting, but being eligible, offers himself for election as a director of Serko to shareholders at the meeting. The Board unanimously supports Sean's election and considers he qualifies as an independent director under the applicable NZX Listing Rules.



Sean Gourley

Independent, Non-Executive Director

Sean has established and grown two ground-breaking Silicon Valley technology companies: Primer, an AI and machine learning company where he was CEO from 2015 to 2023 and Quid, an AI-powered visualisation company where he was Chief Technology Officer. In his early career, he was a research scientist at NASA and a research fellow at the University of Oxford where he published ground-breaking research into the mathematics of war in leading science journal Nature. He also served on the board of Anadarko Petroleum, a US-based Fortune 500 energy company, from 2015 until its acquisition in 2019. Dr Gourley has a Master of Science majoring in physics from the University of Canterbury (New Zealand) and a PhD in physics from the University of Oxford, which he attended as a Rhodes Scholar.

Resolution 2:

Re-election of Mr Robert Shaw as a Director

Mr Robert (Bob) Shaw is one of the Co-founders of Serko and is Serko's Chief Strategy Officer. He was appointed an executive director when Serko was incorporated on 5 April 2007 (and was re-elected by shareholders in August 2018 and August 2021). In accordance with the applicable NZX Listing Rules, Bob retires by rotation and offers himself for re-election as a director of Serko at the meeting. The Board unanimously supports Bob's re election and considers Bob to be a non-independent director as he is an executive officer and substantial shareholder of Serko.



Robert (Bob) Shaw

Non-Independent, Executive Director

Bob has been involved in transforming the travel industry since 1987, collaborating with the world's leading airlines, travel agencies and global distribution systems. He has held a number of directorships and senior management positions in various high-profile ventures, including Gulliver's Travel Group and Interactive Technologies. Bob has been a past finalist for the EY Entrepreneur of the Year Award. He is a member of the Institute of IT Professionals NZ and the Institute of Directors NZ/Australia.

Explanatory Notes

Resolution 3: Non-Executive Director Remuneration

This resolution is put to shareholders in accordance with NZX Listing Rule 2.11.1 and relates to the maximum aggregate fees payable to all NEDs. At present, the maximum fee pool for NEDs is NZ\$600,000 per annum, as approved by shareholders at Serko's Annual Meeting in August 2021.

The Company is seeking shareholder resolution to:

- **Approve** an increase to the NED fee pool of approximately NZ\$112,173 per annum from NZ\$600,000 per annum to A\$650,000² per annum, to be paid and allocated as the Board considers appropriate; and
- **Approve** that any remuneration payable to NEDs may, at the Board's discretion, in whole or in part, be through an issue of Equity Securities, as that term is defined in the NZX Listing Rules.

Current NED fee pool

Serko's current NED fee pool was set in August 2021, during FY22. Since then:

- Serko has appointed a fourth NED;
- Serko's business has increased in complexity and size, becoming larger and more international, with Serko's total income increasing from NZ\$18.9m in FY22, to approximately NZ\$71m (unaudited) in FY24; and
- CPI (Consumer Price Index) in New Zealand and Australia has increased 17.2% and 15.1% respectively over the FY22 to FY24 period.

Independent benchmarking

The Board remains committed to setting its NED fee pool and NED fees in a transparent manner. To inform its proposal, Ernst & Young (Australia) (EY) was appointed to prepare an independent report to benchmark director fees against comparator organisations in Australia and New Zealand. A **Summary Report** is available on our Investor Centre site: www.serko.com/investors.

The comparator groups used are in the table below. A full list of the comparator organisations is contained in the Summary Report.

Group Type	Definition
Australian Group	Australian companies with a market capitalisation within 50% to 300% of Serko's market capitalisation of A\$456 million (using a one-month average to 31 December 2023) and within the Global Industry Classification Standards (GICS) Consumer Discretionary and Information Technology sector.
New Zealand Group	New Zealand companies with a market capitalisation within 50% to 200% of Serko's market capitalisation of NZ\$491 million (using a one month average to 31 December 2023) and within the Global Industry Classification Standards (GICS) Consumer Discretionary and Information Technology sector.

EY's Guidance Range

EY has provided guidance on setting Serko's aggregate NED fee pool and individual NED fees. Such factors, include, but are not limited to, Serko's market positioning, Board workload, Serko's dual listing, international nature of the technology sector in which it operates and the limited fee pool headroom following the appointment of a new director in February 2024.

Considering the relevant factors, EY states that Serko's NED fees would be considered market aligned if positioned between the 50th and 75th percentiles of the relevant market data. They have separately provided market aligned NED fee ranges within the Summary Report.

² Based on the RBNZ NZD/AUD rate as at 9 May 2024 of 0.91270, A\$650,000 is equal to approximately NZ\$712,173.

Explanatory Notes

Board's review and proposed increase

The Board proposes, and recommends to shareholders, to increase the NED fee pool from NZ\$600,000 per annum to A\$650,000 per annum. This proposal sits below the market aligned range of A\$711,000 and A\$825,000 noted in the Summary Report.

Under the current fee pool there is insufficient headroom to appoint all NEDs to sub-Committees due to allowances for FX fluctuations and/or *ad hoc* special exertion fees to directors for services outside their usual duties for Serko in exceptional circumstances. If the fee pool is increased to A\$650,000, Serko will no longer need to manage FX fluctuations within the headroom as the fee pool currency and fee policy currency will be aligned. Serko will also be able to appoint new directors to Committees and/or form new Committees from time to time, if required.

Should the proposed increase be approved, the Board intends to appoint Dr Sean Gourley as a member of the Audit, Risk and Sustainability Committee. Following this appointment, and adoption of the proposed NED fee policy, Serko expects to have headroom of A\$100,000 or approximately 15% which it views as more aligned to market practice.

Serko's current NED fee policy was set in May 2021. If the NED fee pool is increased, the Board intends to update its fee policy effective 1 July 2024, as outlined in the table below:

Fee Type	Current Fee	Proposed Fee	Market Aligned Fee Range
Chair Fee ³	A\$158,000	A\$180,000	A\$185,000 – A\$224,000
NED Base Fee	A\$95,000	A\$100,000	A\$95,000 – A\$120,000
NED Committee Chair Fee	A\$20,000	A\$20,000	A\$15,000 – A\$22,000
NED Committee Member Fee	A\$9,000	A\$10,000	A\$10,000 – A\$10,000

In forming the proposed fee policy, the Board has considered:

- an appropriate reduction to the gap between the current Chair Fee and the market aligned fee range, to reflect the responsibilities and workload of this role;
- a shift towards the market approach of a 2:1 ratio of Chair Fees to NED Base Fees with no additional payments for the Chair's attendance at Committee meetings;
- simplification of the fee structure for Committees so that the NED Committee Chair Fee is a two-times multiple of the NED Committee Member Fee;
- Serko's relatively small number of NEDs and the workload of the Board, which is positioned at the median for the Australian comparator group and above the 75th percentile of the New Zealand comparator group (measured by number of meetings per annum); and
- the level of inflation since the current fee policy was set, noting that all increases are below CPI increases in New Zealand and Australia.

Voting restrictions

Pursuant to NZX Listing Rule 6.3.1, Serko will disregard each vote cast on resolution 3 by:

1. any NED of Serko; and
2. any Associated Person (as that term is defined in the NZX Listing Rules) of any non-executive director of Serko,

except where any such vote is cast by the non-executive director or associated person as proxy for another person who is qualified to vote and only in accordance with that person's express instructions.

Resolution 4:

Fixing the Fees and Expenses of the Auditor

Deloitte are currently Serko's auditors and will automatically be reappointed under the Companies Act 1993 to act as auditor for the 2025 financial year. Under the Act, 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.

³ Under Serko's current fee policy, the Chair is paid a base fee of A\$140,000 with additional A\$18,000 Committee fees. Under the proposed fee policy, the Chair fee is inclusive of all Committee membership fees.

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/sko24.

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 which can be found on your Proxy Form.

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 on their behalf by completing and returning the enclosed Proxy Form or lodging their Proxy Form 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 they see 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 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: (a) will be appointed your proxy and may only vote in accordance with your express direction; and (b) will not vote on resolution 3 if granted a discretion on how to vote on that resolution.

The Chair of the meeting or any director is willing to act as proxy for any shareholder who appoints them 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 resolutions 1, 2 and 4 (refer below in respect of resolution 3) 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 Sunday, 30 June 2024 (NZT).

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 (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 a resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Voting

Voting entitlements for the meeting will be determined at 5.00pm on Friday, 28 June 2024 (NZT). 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.

Serko will disregard each vote cast on resolution 3 by any non-executive director of Serko and any Associated Person (as that term is defined in the NZX Listing Rules) of any non-executive director of Serko, except where any such vote is cast by the non-executive director or associated person as proxy for another person who is qualified to vote and only in accordance with that person's express instructions. No voting restrictions apply to the other 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 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 Sunday, 30 June 2024 (NZT).

Company Details

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