



Notice of Annual Meeting of Shareholders 2025

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2025 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

**Thursday 26 June at 10.00am
(New Zealand Time)**

Where

In person:

MUFG Corporate Markets
Level 30, PwC Tower
15 Customs Street West
Auckland
New Zealand

Online:

www.virtualmeeting.co.nz/sko25

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.cm.mpms.mufg.com/SKO or using the Proxy Form. Questions will need to be submitted by 10.00am on Tuesday 24 June 2025, 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 MUFG Corporate Markets by 10.00am on Tuesday 24 June 2025 (NZT).

Items of Business

A. Chair's Address and Chief Executive Officer's Address

Chair, Claudia Batten, and Co-Founder and Chief Executive Officer, Darrin Grafton, will provide an overview of the Company's performance for the year ended 31 March 2025, 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 Mr Darrin Grafton be re-elected as an executive director of Serko Limited.
2. That Ms Jan Dawson be re-elected as a non-executive director of Serko Limited.
3. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2026 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

22 May 2025

Explanatory Notes

Board Succession

As previously disclosed in the Company's 2025 Annual Report, Clyde McConaghy will retire at the conclusion of the 2025 Annual Meeting. Consequently, he is not seeking re-election at this Annual Meeting. The Board thanks Clyde for his leadership and commitment to the Company over the past 11 years.

Resolution 1:

Re-election of Mr Darrin Grafton as an Executive Director

Darrin is one of the co-founders of Serko and is Serko's Chief Executive Officer. He was appointed as an executive director when Serko was incorporated on 5 April 2007 (and was re-elected by shareholders in August 2019 and August 2022). In accordance with the NZX Listing Rules, Darrin retires by rotation and offers himself for re-election as a director of Serko at the meeting. The Board unanimously supports Darrin's re-election and considers Darrin to be a non-independent director as he is an executive officer and substantial shareholder of Serko.



Darrin Grafton

Non-Independent Executive Director

Darrin has more than 30 years' experience in travel technology and is a recognised industry innovator, named twice as one of the top 25 most influential executives in the travel industry by the BTN Group. Darrin has held directorships and senior management positions across a number of private and public companies, including the Gullivers Travel Group. In 2021 Darrin was awarded the INFENZ Leadership Award and has previously been awarded the NZX Hi-Tech Entrepreneur Award. He is a member of the Institute of IT Professionals NZ and the Institute of Directors NZ.

Resolution 2:

Re-election of Ms Jan Dawson as a Non-Executive Director

Jan Dawson was appointed as a director by the Board on 18 August 2021 and elected by shareholders on 31 August 2022. During her tenure, Jan has been the Chair of the Audit, Risk and Sustainability Committee at Serko. In accordance with the NZX Listing Rules, Jan retires by rotation and offers herself for re-election as a director of Serko at the meeting. The Board unanimously supports Jan's re-election and considers Jan to be an independent director.



Jan Dawson

Independent, Non-Executive Director

Jan is Chair of Port of Auckland and a director of ACC. She was previously Chair of Westpac New Zealand, Deputy Chair for Air New Zealand, and a director of Beca, AIG NZ and Meridian Energy, and a member of the University of Auckland Council. She was a partner of KPMG for 30 years and the Chair and Chief Executive of KPMG New Zealand from 2006 until 2011. She holds a Bachelor of Commerce from the University of Auckland and is a fellow of the New Zealand Institute of Chartered Accountants and a fellow of the Institute of Directors in New Zealand. In 2024 she was named Chairperson of the Year at the Deloitte Top 200 Awards.

Resolution 3:

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 2026 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.

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, MUFG Corporate Markets at www.virtualmeeting.co.nz/sko25.

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 Guide' available at https://mail.cm.mpms.mufig.com/MUFG/MUFG_VirtualMeetingGuide.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 appoint their proxies online by visiting vote.cm.mpms.mufig.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 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 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 10.00am on Tuesday 24 June 2025 (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 (HIN/SRN) 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, MUFG Corporate Markets, using the freepost envelope enclosed with the form.

Alternatively, you can scan and email the completed Proxy Form to meetings.nz@cm.mpms.mufig.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 Tuesday 24 June 2025 (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.

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.cm.mpms.mufig.com/SKO or using the Proxy Form, prior to the meeting. Questions will need to be submitted by 10.00am on Tuesday 24 June 2025 (NZT).

Company details

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