



LODGE YOUR PROXY

Online:

<http://vote.linkmarketservices.com/SKO>

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services
Level 30
PWC Tower
15 Customs Street West
Auckland 1010

Mail:

Use the enclosed reply paid envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR SERKO LIMITED 2024 ANNUAL SHAREHOLDER MEETING

The Annual Meeting of Shareholders of Serko Limited (the "Company") will be held at the offices of Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland and online via the Link Market Services Limited online portal at www.virtualmeeting.co.nz/sko24 on **Tuesday, 18 June 2024** commencing at **2.00pm** (New Zealand time). If you will be attending online, you will require your Holder Number for verification purposes.

If you do not plan to attend the meeting in person or virtually but wish to appoint a proxy you can do so online at <http://vote.linkmarketservices.com/SKO>. Alternatively, please complete the reverse of this form and return the form intact to Link Market Services Limited. All Proxy Forms must be received by no later than **2.00pm** (New Zealand time) **Sunday, 16 June 2024**, being 48 hours before the commencement of the Annual Meeting.

Appointment of proxy

A shareholder of the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. If you appoint a proxy, you may still attend the meeting (but will not be able to vote if your proxy also attends the meeting). A proxy need not be a shareholder of the Company. Any corporation that is a shareholder may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. If you do not name a person as your proxy, 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.

Voting of your holding

If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the 'Proxy Discretion' box in respect of each resolution. If you do not tick a box your proxy may vote as they choose. If you mark more than one box on a resolution your vote will be invalid on that resolution. If you tick the 'Proxy Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

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 resolutions 1, 2 and 4 (refer below in respect of resolution 3) even if they have an interest in any of the resolutions.

Voting Restrictions

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.

Signing instructions for proxy forms

Individual

Where the holding is in one name, the shareholder must sign this Proxy Form.

Joint Holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

Corporate Shareholder

If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

PROXY FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of Serko Limited:

hereby appoint*: _____ of _____
(Full Name) (E-mail Address)

or: _____ of _____
(Full Name) (E-mail Address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Shareholders of the Company to be held at the offices of Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/sko24 on **Tuesday, 18 June 2024** commencing at **2.00pm** (New Zealand time), and at any adjournment of that meeting, and to vote as my/our proxy thinks fit (to the extent permitted by law and the NZX Listing Rules) on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible.

*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 Annual 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.

STEP 2: ITEMS OF BUSINESS - VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the abstain box for a resolution, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted in computing the required majority for that resolution.

Resolutions

To consider and, if thought fit pass, the following ordinary resolutions:

	Please indicate with a ✓			
	For	Against	Abstain	Proxy Discretion
1. That Dr Sean Gourley be elected as a non-executive director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Robert Shaw be re-elected as a director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(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\$650,000 ¹ 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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

1 Equal to approximately NZ\$712,173.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (either in person or online) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <http://vote.linkmarketservices.com/SKO> and completing the online validation process or complete the question section below and return to Link Market Services Limited. Questions will need to be submitted by **2.00pm** on **Sunday, 16 June 2024**. The Board will seek to address and answer questions at the Annual Meeting.

Question: _____

STEP 4: SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.
