

Notice of Annual Meeting of Shareholders 2016



Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2016 Annual Meeting of Serko Limited (**Serko**), which is to be held in **The Maritime Room**, Princes Wharf, 149 Quay Street, Viaduct Harbour, Auckland CBD, New Zealand, on **Tuesday 23 August 2016 commencing at 2.30pm** (New Zealand time).

At the Annual Meeting, Darrin Grafton (Chief Executive and Co-Founder of Serko) and I will present on Serko's performance during the year ended 31 March 2016 and on our future plans. You will have the opportunity to ask any questions you may have about Serko and its performance.

As part of the formal business of the Annual Meeting, Bob Shaw and I are required under applicable NZX listing rules to retire by rotation as directors of Serko and will stand for re-election at the Annual Meeting. Bob and I will each address the Annual Meeting before shareholders are asked to vote on our re-election. Details of our respective backgrounds are set out in the Explanatory Notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports our re-election. Additionally, shareholders will be asked to authorise the directors to fix the auditor's fees and expenses.

The Board recommends that you vote in favour of all resolutions.

During the Meeting we will showcase some of the new products that we've been working on recently so you can see some of the innovation that has been happening at Serko over the past year.

If you cannot attend the Annual Meeting, I encourage you to complete and lodge the Proxy Form in accordance with the instructions on the back of the Proxy Form so that it reaches our share registrar, Link Market Services Limited, 48 hours in advance of the start of the Annual Meeting. Alternatively, you can appoint your proxy online by following the instructions on the Proxy Form.

For those shareholders who are attending the Annual Meeting in person, please bring the Proxy Form with you to assist with your registration. If you would like to vote using your mobile phone during the Annual Meeting, please download the LinkVote App from the Apple App Store or Google Play Store in advance of the meeting.

You are invited to join the Board and senior management for refreshments at the conclusion of the Annual Meeting. I look forward to seeing you then. Thank you for your ongoing support.

Yours sincerely

Simon Botherway
Chairman

28 July 2016

Notice of Annual Meeting of Shareholders 2016

Notice is hereby given that the Annual Meeting of shareholders of Serko Limited (**Serko**) will be held in **The Maritime Room**, Princes Wharf, 149 Quay Street, Viaduct Harbour, Auckland CBD, New Zealand, on **Tuesday 23 August 2016 commencing at 2.30pm** (New Zealand time).

Items of business

- A Chairman's Address
- B Formal Business and Resolutions
- C Presentation by Chief Executive Officer
- D Shareholder Discussion

Shareholders will be asked to consider, and if thought fit, to pass the following ordinary resolutions:

- 1 That the directors are authorised to fix the fees and expenses of the auditor of Serko Limited.
- 2 That Mr Simon Botherway be re-elected as a director of Serko Limited.
- 3 That Mr Robert (Bob) Shaw be re-elected as a director of Serko Limited.

By Order of the Serko Limited Board



Simon Botherway
Chairman

28 July 2016

Explanatory Notes

Resolution 1: Fixing the Fees and Expenses of the Auditor

Ernst & Young are currently Serko's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2017 financial year. Under the Companies 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 Ernst & Young as auditor.

Resolution 2: Re-election of Simon Botherway as a Director

Simon Botherway was appointed as a director by the shareholders of Serko on 30 April 2014 (and re-elected by shareholders on 20 August 2014). In accordance with the applicable NZX listing rules, Simon retires by rotation and offers himself for re-election as a director of Serko Limited at the meeting. The Board unanimously supports Simon's re-election and considers that he qualifies as an independent director under the applicable NZX listing rules.



Simon Botherway
Independent Non-Executive Chairman, New Zealand

Simon is based in New Zealand. He holds a BCom as well as the US based Chartered Financial Analyst (CFA) designation. Simon has extensive experience in corporate governance, banking and investment management. In 2002, Simon co-founded Brook Asset Management and was Chairman from 2004 to 2008. He is also a past President of the CFA Society of New Zealand and was a member of the CFA Asia-Pacific Advocacy Committee. Simon was appointed as a member of the Securities Commission in 2009 and was appointed by the New Zealand Government to chair the Financial Markets Authority Establishment Board in 2010. Simon is currently also a director of the Callaghan Innovation Board.

Resolution 3: Re-election of Robert (Bob) Shaw as a Director

Robert (Bob) Shaw is one of the co-founders of Serko and is Serko's Chief Strategy Officer. He was appointed an executive director at the time of incorporation of Serko Limited on 5 April 2007 (and re-elected by shareholders on 20 August 2014). 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.



Robert (Bob) Shaw
Co-founder, Chief Strategy Officer & Executive Director, New Zealand

Robert (Bob) has 26 years' experience creating and commercialising technology for the travel industry. Bob has held a number of directorships and senior management positions in various companies including Gullivers Travel Group (listed on the Australian and New Zealand Stock Exchanges between 2004 and 2006) and Interactive Technologies. Bob's strengths lie in his ability to translate opportunities into successful commercial ventures and build the relationships necessary to see them through to fruition.

In 2008, Bob was a finalist for EY Entrepreneur of the Year Award. He is a member of the Institute of IT Professionals NZ, the Institute of Directors NZ and NZCDP.

Important Information

Voting

Voting entitlements for the Annual Meeting will be determined as at **5.00pm (New Zealand time) on 21 August 2016**. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

Proxies and Corporate Representatives

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. 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. A proxy need not be a shareholder of Serko. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. The Chairman of the meeting and any other director appointed as your proxy intend to vote all discretionary proxies in favour of the relevant resolution. If you do not tick any box for a particular resolution, then your instruction will be to abstain.

The completed Proxy Form must be received by our share registrar, Link Market Services, no later than 48 hours before the start of the meeting (**2.30pm (New Zealand Time) on 21 August 2016**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Please refer to the instructions on the Proxy Form as to the ways in which the Proxy Form can be returned to Link Market Services, including instructions on how to appoint your proxy and, if desired, to provide voting instructions to your proxy.

LinkVote App

Shareholders attending the meeting in person can download the LinkVote App from the Apple App Store or Google Play Store if they would like to vote using their mobile phone during the Annual Meeting. The LinkVote App is available for downloading prior to the meeting. For more information and instructions on how to download the App please visit www.linkissuers.co.nz/LinkVote.

Ordinary Resolution

The business for the meeting is to pass the ordinary resolutions set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

More Information

If you have any questions, or for more information, please contact Serko's Company Secretary at company.secretary@serko.com.