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## SERKO 2016 ANNUAL MEETING ADMISSION CARD or PROXY FORM

### LODGE YOUR PROXY ONLINE:

**Online:** <https://investorcentre.linkmarketservices.co.nz/voting/SKO>

**Scan & Email:** [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)  
(Please use "Serko Proxy Form" as the subject for easy identification).

**By Fax:** + 64 9 375 5990

**Mail:** Use the enclosed reply paid envelope or address to:  
Link Market Services  
PO Box 91976, Auckland 1142,  
New Zealand.

**By hand:**  
Link Market Services  
Level 11, Deloitte Centre  
80 Queen Street, Auckland,  
New Zealand.

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### SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE



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### General Enquiries

+64 9 375 5998 or email: [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

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The Annual Meeting of Shareholders of Serko Limited 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)**.

### Admission Card

Please bring this form intact to the meeting as the barcode is required for registration purposes. Please download the LinkVote App prior to the meeting to vote using your Smartphone during the meeting.

If you do not plan to attend the meeting in person but wish to appoint a proxy please complete the reverse of this form and return the form intact to Link Market Services by no later than **2.30pm (New Zealand time) 21 August 2016** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment can also be completed online.

### Proxy Appointment

1. 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. A proxy need not be a shareholder of the Company. Any corporation that is a shareholder of the Company 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 Chairman will be appointed your proxy and may only vote in accordance with your express direction.
2. 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 an item your vote will be invalid on that item.
3. 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 Chairman 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 the NZX listing rules). The Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 3, even if they have an interest in any of the resolutions.

### Signing Instructions:

1. If you are joint holders of shares, each of you must sign this Proxy Form. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.
2. If this form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by the company or its registry) and a signed certificate of non-revocation of the POA must be produced to the company with this form.

If you have any questions about how to complete this Proxy Form or vote, please call the Link Market Services Limited Investor Helpline between 8.30am and 5.00pm (New Zealand time) on +64 9 375 5998 or email [serko@linkmarketservices.co.nz](mailto:serko@linkmarketservices.co.nz).

## PROXY FORM

You may appoint the Chairman of the Meeting, or any other director, as your proxy by entering "Chairman of the Meeting" or the name of the director you wish to appoint in the box below.

I/We being a shareholder(s) of Serko Limited (Company) and entitled to attend and vote

hereby appoint\*

or failing him/her

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 2.30pm on Tuesday 23 August 2016 (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 or your named proxy does not attend the meeting, the Chairman will be appointed your proxy and may only vote in accordance with your express direction.

## VOTING INSTRUCTIONS

RESOLUTIONS	TICK (✓) BOX TO RECORD YOUR VOTE			
	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That the Directors are authorised to fix the fees and expenses of the auditor of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr Simon Botherway be re-elected as a Director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Mr Robert (Bob) Shaw be re-elected as a Director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature(s)

Daytime phone number:

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Email address:

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If you have not provided your email address previously, and you would like to receive all your Serko Limited investor communications electronically – please provide your email address above. Thank you