

Notice of Annual Meeting of Shareholders 2015



Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2015 Annual Meeting of Serko Limited (**Serko**), which is to be held in the **Maritime Room**, 149 Quay Street, Viaduct Harbour, Auckland CBD, New Zealand, on **Wednesday 19 August 2015 commencing at 3.00pm** (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 2015 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, Claudia Batten and Clyde McConaghy are required under applicable NZX listing rules to retire by rotation as directors of Serko and stand for re-election at the Annual Meeting. Claudia and Clyde will each address the Annual Meeting before shareholders are asked to vote on their re-election. Details of their respective backgrounds are set out in the Explanatory notes to the Notice of Meeting enclosed with this letter. The Board unanimously supports their re-election.

Additionally, shareholders will be asked to authorise the Directors to fix the auditors' remuneration.

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

Following the formal business of 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.

If you cannot attend the Annual Meeting, I encourage you to complete and lodge the enclosed 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 enclosed Proxy Form.

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed Proxy Form with you to assist with your registration.

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 support.

Yours sincerely

Simon Botherway
Chairman
29 July 2015

Notice of Annual Meeting of Shareholders 2015

Notice is hereby given that the Annual Meeting of shareholders of Serko Limited (**Serko**) will be held in the **Maritime Room**, 149 Quay Street, Viaduct Harbour, Auckland CBD, New Zealand, on **Wednesday 19 August 2015 commencing at 3.00pm** (New Zealand time).

Items of business

- A Chairman's Introduction
- B Shareholder Addresses
- C Shareholder Discussion
- D Formal Business and Resolutions

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 auditors' remuneration
- 2 That Ms Claudia Batten is re-elected as a director of Serko
- 3 That Mr Clyde McConaghy is re-elected as a director of Serko.

By Order of the Serko Limited Board



Simon Botherway
Chairman
29 July 2015

Explanatory Notes

Resolution 1: Fixing the Remuneration of the Auditor

Pursuant to section 207T of the Companies Act 1993, Ernst & Young are automatically reappointed at the Annual Meeting as auditors of Serko. The proposed resolution is to authorise the Directors to fix the remuneration of the auditors, Ernst & Young.

Resolution 2: Re-election of Claudia Batten as a Director

Claudia Batten was appointed as a director by the shareholders of Serko on 30 April 2014. In accordance with the applicable NZX listing rules, Claudia retires by rotation and offers herself for re-election as a director of Serko Limited at the meeting. The Board unanimously supports Claudia's re-election and considers that she qualifies as an independent director under the applicable NZX listing rules.



Claudia Batten
Non-executive Director, Independent

Claudia is based in the United States. She holds an LLB (Hons) and BCA. Claudia has been a founding member of two highly successful entrepreneurial ventures. Starting with Massive Incorporated, a network for advertising in video games, she helped pioneer "digital" as a media buy. Massive was sold to Microsoft in 2006. In 2009 she co-founded Victors & Spoils ("V&S"), the first advertising agency built on the principles of crowdsourcing. V&S was majority acquired by French holding company Havas Worldwide in 2011. Claudia has achieved great success in the United States market, but remains a strong supporter of the New Zealand start-up scene. Earlier in the year, Claudia was appointed Regional Director (North America) of New Zealand Trade and Enterprise.

Resolution 3: Re-election of Clyde McConaghy as a Director

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



Clyde McConaghy
Non-executive Director, Independent

Clyde is based in Australia. He holds a BBus, and MBA from Cranfield University (UK). Clyde is a Fellow of the Australian Institute of Company Directors and a Fellow of the Institute of Directors UK. He is the founder of Optima Boards, providing independent director and advisory services to public, private, family office and charitable entities around the world. Clyde has an international career in publishing, media, online and technology firms, living in the United Kingdom, Germany, China and Australia. He is currently a director of ASX listed international technology company, Infomedia Limited, and former director of ASX listed Integrated Research Limited, having served as Chairman of Audit & Risk on both.

Important Information

Voting

Voting entitlements for the Annual Meeting will be determined as at 5.00pm (New Zealand time) on Monday 17 August 2015. 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. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Please refer to the instructions on the enclosed 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.

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, Sarah Miller at company.secretary@serko.com.