



## Market Release

22 May 2025

## Notice of 2025 Annual Shareholders Meeting

Serko Limited (ASX & NZX: SKO) (Serko) has today provided a copy of its Notice of the 2025 Annual Shareholders Meeting.

Serko's Annual Meeting will be held at the offices of MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland, New Zealand and online via the MUFG Corporate Markets online portal at [www.virtualmeeting.co.nz/sko25](http://www.virtualmeeting.co.nz/sko25) on **Thursday 26 June 2025** commencing **10.00am** (New Zealand time).

The Notice of Meeting and Proxy/Voting Form will be emailed to shareholders who have provided the Company's share registrar with an email address and mailed in hard copy where the Company's share registrar does not have an email address. An electronic copy of these documents will also be available on the Company's website: [www.serko.com/investors](http://www.serko.com/investors).

**ENDS**

Released for and on behalf of Serko Limited by Shane Sampson, Chief Financial Officer.

### FURTHER INFORMATION

#### Investor relations

Shane Sampson  
Chief Financial Officer  
+64 9 884 5916  
[investor.relations@serko.com](mailto:investor.relations@serko.com)

#### Media relations

Coran Lill  
+61 (0)468 963 068  
[coran.lill@csladvisory.com](mailto:coran.lill@csladvisory.com)



## 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](http://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](http://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](http://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](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](http://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](mailto: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](mailto:company.secretary@serko.com).

Shareholders can also pre-submit questions by sending them either online at [vote.cm.mpms.mufig.com/SKO](http://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

Serko Limited  
Saatchi Building, Unit 14d  
125 The Strand, Parnell  
Auckland 1010  
New Zealand

Incorporated in New Zealand  
ARBN 611 613 980  
PO Box 37-865, Parnell  
+64 9 309 4754  
[company.secretary@serko.com](mailto:company.secretary@serko.com)



## LODGE YOUR PROXY

### Online:

[vote.cm.mpms.mufg.com/SKO](https://vote.cm.mpms.mufg.com/SKO)

### Scan & email:

[meetings.nz@cm.mpms.mufg.com](mailto:meetings.nz@cm.mpms.mufg.com)

«Reg\_Line\_1»

«Reg\_Line\_2»

«Reg\_Line\_3»

«Reg\_Line\_4»

«Reg\_Line\_5»

«Reg\_Line\_6»

### Deliver:

MUFG Corporate Markets  
A division of MUFG Pension &  
Market Services  
Level 30  
PWC Tower  
15 Customs Street West  
Auckland 1010

### Mail:

Use the enclosed reply paid  
envelope or address to:  
MUFG Corporate Markets  
A division of MUFG Pension &  
Market Services  
PO Box 91976  
Auckland 1142

Scan this QR code with your smartphone and vote online



### General Enquiries

+64 9 375 5998 | [enquiries.nz@cm.mpms.mufg.com](mailto:enquiries.nz@cm.mpms.mufg.com)

CSN/Holder Number: «Holding\_No»

\*«Barcode»\*

## PROXY FORM/ADMISSION CARD FOR SERKO LIMITED 2025 ANNUAL SHAREHOLDERS MEETING

The Annual Meeting of Shareholders of Serko Limited (the "Company") will be held at the offices of MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland and online via the MUFG Corporate Markets online portal at [www.virtualmeeting.co.nz/sko25](https://www.virtualmeeting.co.nz/sko25) on **Thursday 26 June 2025** commencing at **10.00am** (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 [vote.cm.mpms.mufg.com/SKO](https://vote.cm.mpms.mufg.com/SKO). Alternatively, please complete the reverse of this form and return the form intact to MUFG Corporate Markets. All Proxy Forms must be received by no later than **10.00am** (New Zealand time) **Tuesday 24 June 2025**, 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 that shareholder. 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 will be appointed your proxy and may only vote in accordance with your express direction.

### 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 3 even if they have an interest in any of the resolutions.

Your proxy may also vote at any adjournment of the meeting, and to vote as they think 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 your intention as set out below where possible.

### Voting Restrictions

No voting restrictions apply to the 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 MUFG Corporate Markets.

*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

CSN/Holder Number: «Holding\_No»

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

\*«Barcode»\*

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 MUFG Corporate Markets, Level 30, PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/sko25](http://www.virtualmeeting.co.nz/sko25) on **Thursday 26 June 2025** commencing at **10.00am** (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 will be appointed your proxy and may only vote in accordance with your express direction.

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 Mr Darrin Grafton be re-elected as an executive director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Ms Jan Dawson be re-elected as a non-executive director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2026 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 [vote.cm.mpms.mufg.com/SKO](http://vote.cm.mpms.mufg.com/SKO) and completing the online validation process or complete the question section below and return to MUFG Corporate Markets. Questions will need to be submitted by **10.00am** on **Tuesday 24 June 2025**. 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.