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Market Release
27 July 2026

Notice of Special Shareholders Meeting

Serko Limited (ASX & NZX: SKO) (Serko) has today provided a copy of its Notice of Special Meeting of Shareholders 2026.

Serko's Special Meeting of Shareholders will be a virtual meeting, whereby shareholders can attend via the MUFG Pension & Market Services online portal at www.virtualmeeting.co.nz/skosm26 on **Monday 24 August 2026** commencing **10.00am** (New Zealand time).

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

ENDS

Released on behalf of Serko Limited by Jason Hawthorne, General Counsel & Company Secretary

FURTHER INFORMATION

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Notice of Special Meeting of Shareholders 2026

Dear Shareholder

On behalf of the Board of Directors I invite you to a Special Shareholders Meeting of Serko Limited (**Serko** or **Company**). The meeting will be a virtual meeting, whereby shareholders can attend online.

When

Monday 24 August at 10.00am (New Zealand Time)

Where

Online:
www.virtualmeeting.co.nz/skosm26

Shareholders attending the meeting online will be able to vote and ask questions. Shareholders can also pre-submit questions either online at vote.cm.mpms.mufg.com/SKO or by using the Proxy Form. Questions will need to be submitted by 10.00am on Saturday 22 August 2026 New Zealand Time (NZT).

If you cannot attend the meeting, I encourage you to complete and lodge the Proxy Form in accordance with the instructions on that form so that it reaches MUFG Pension & Market Services by 10.00am on Saturday 22 August 2026 (NZT).

Items of Business

A. Introduction by the Chair

The Chair, Claudia Batten, will provide an overview of the topic of this meeting. There will then be an opportunity for shareholders to ask questions.

B. Ordinary Resolutions

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

Resolution 1 – FY26 Executive Incentives

That in accordance with Listing Rule 4.2.1, the Company be authorised to issue up to 2,146,013 Restricted Share Units for executive incentive awards under the Executive Deferred Short-Term Incentive and Executive Long-Term Incentive schemes.

Resolution 2 – Strategic Capability Grants

That in accordance with Listing Rule 4.2.1, the Company be authorised to issue up to 2,000,000 Restricted Share Units as Strategic Capability Grants.

See the explanatory notes on these resolutions below. Serko considers the information in this Notice of Special Meeting is sufficient for shareholders to scrutinise the merits of the proposed issuances.

The non-interested Directors of the Board (being all Non-Executive Directors) unanimously recommend that you vote in favour of Resolution 1.

The Board unanimously recommends that you vote in favour of Resolution 2.

C. Shareholder Discussion

For shareholders to consider and discuss the resolutions.

By Order of the Serko Board

Claudia Batten - Chair
27 July 2026

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Explanatory Notes

Background

Serko grants Restricted Share Units (**RSUs**) as part of its remuneration strategy and framework to incentivise employees, including executives, and to attract targeted strategic new hires. Each RSU represents a right to receive one ordinary share in Serko on exercise at a nil exercise price, subject to the applicable vesting conditions and the Serko Long-Term Incentive Scheme Rules (**Scheme Rules**).

Like many software businesses, Serko's share price was significantly affected by a broad market re-rating of the technology sector in the first half of 2026, which also impacted a number of other prominent listed software companies in Australia, New Zealand and the United States. This re-rating of the technology sector and Serko's share price decline has impacted Serko's ability to grant RSUs within the thresholds prescribed in the NZX Listing Rules, as a greater number of RSUs are now required to achieve the target value of the grants. Put simply, the issuance capacity required by Serko is larger than prescribed under the NZX Listing Rules.

As a high-growth technology company competing to attract and retain high-calibre people, it is imperative for Serko to honour its remuneration commitments to executives and be able to offer competitive remuneration packages to new hires with capabilities that are critical to Serko's strategy.

Serko has sufficient cash balance to award these incentives in cash. However, RSUs are preferred by Serko to align the interests of employees with the interests of shareholders by incentivising employees to create shareholder value and to preserve cash reserves. For these reasons the Board of Serko is seeking approval from shareholders under NZX Listing Rule 4.2.1 to allow for the issuance of RSUs above the threshold in NZX Listing Rule 4.6.1.

Serko Incentive Schemes

The equity incentive schemes under which Serko grants RSUs to select employees, including executives, are the Employee Incentive Share Scheme (**EISS**), the Executive Deferred Short-Term Incentive (**EDSTI**) and the Executive Long-Term Incentive (**ELTI**). The key terms of these schemes are summarised on pages 99 – 100 of the FY26 Annual Report.

Sign-on stock awards used to attract targeted, strategic new hires, are individually approved by the Serko Board and are granted on the terms outlined in Serko's Remuneration Policy. These stock awards are standard market practice for attracting new hires in some employment markets, particularly in the United States. All RSU grants are subject to the Scheme Rules, a summary of which is included later in this Notice of Special Meeting.

Issue of RSUs under Listing Rule 4.6.1

Listing Rule 4.6.1 allows Serko to issue RSUs (and other securities) to employees under its incentive schemes without shareholder approval, provided that the aggregate number of securities issued does not exceed 3% of Serko's securities on issue over the previous 12-month period (**3% Threshold**).

Serko has already granted a certain number of RSUs under Listing Rule 4.6.1 to honour commitments to non-executive employees and to attract targeted strategic new hires for the FY26 period. On 9 July 2026, Serko issued a total of 3,111,951 RSUs (representing 2.47% of Serko ordinary shares currently on issue) comprised of:

- 2,141,103 RSUs to honour FY26 employee incentive commitments under the EISS, granted at 55% of target value in line with the Company Scorecard for FY26[1].
- 970,848 RSUs to honour sign-on stock commitments to targeted strategic hires in the United States during FY26 for the development of Serko.ai, Serko's new multi-agent AI product solution.

As at 27 July 2026 Serko is permitted to issue an additional 484,301 RSUs within the 3% Threshold.

[1] Refer page 101 of Serko's FY26 Annual Report for a detailed summary of FY26 performance outcomes.

Issue of RSUs under Listing Rule 4.2.1

Listing Rule 4.2.1 allows Serko to issue RSUs outside of the 3% Threshold for issue of securities to employees under Listing Rule 4.6.1, subject to shareholder approval. A breakdown of how Serko intends to utilise the additional RSU capacity for which approval is sought is shown in the tables below.

Resolution 1	Issuance capacity
Executive Deferred Short-Term Incentive (EDSTI) Rewards the achievement of Company performance based on a Company Scorecard of metrics (measuring 'what' outcomes are achieved). The proposed RSU grants have been reduced to 55% target value in line with the Company Scorecard for FY26 and will vest in two equal tranches over a 2-year period. The RSU grants will not vest on the applicable vesting dates unless the recipient continues to be employed by Serko.	575,759 RSUs
Executive Long-Term Incentive (ELTI) Rewards the achievement against Absolute Total Shareholder Return (**aTSR**), a performance metric used to evaluate stock performance for investors that factors in both capital gains and dividends to measure the overall returns an investor earns on their investment over a 3-year period. The proposed RSU grants will not vest and convert into ordinary shares unless the recipient continues to be employed by Serko at the end of the 3-year period and the required target for aTSR is met, as measured by an increase in Serko's share price.	1,570,254 RSUs
Total issuance capacity sought under Resolution 1	**2,146,013 RSUs (1.70% of Serko's shares on issue)**

Resolution 2	Issuance capacity
Strategic Capability Grants Sign-on stock awards to targeted strategic hires, particularly in the United States, where awards of this nature are standard market practice for the relevant roles. Proposed RSU grants are to support recruitment of new hires that provide capability for the delivery of Serko's long-term strategic objectives including development of Serko.ai, Serko's new multi-agent AI product solution and to retain those new hires over a 3-year vesting period. The RSU grants would vest in equal tranches over the 3-year period subject to the recipient continuing to be employed by Serko and meeting minimum performance requirements for their role. The issuance capacity sought is a maximum amount for discretionary use. Each Strategic Capability Grant is required to be individually approved by the Serko Board.	2,000,000
Total issuance capacity sought under Resolution 2	**2,000,000 (1.58% of Serko's shares on issue)**

If both Resolutions are approved, the combined issuance capacity approved under Listing Rule 4.2.1 would be 4,146,013 RSUs (3.28% of Serko's shares on issue).

Resolution 1 – FY26 Executive Incentives

Serko recently redesigned its incentives for the CEO and other members of the Executive Team to better align remuneration with strategic delivery and shareholder value creation. A summary of this redesign and the executive incentive components are included at pages 97 – 98 of the FY26 Annual Report.

Executive employees receive part of their remuneration in the form of RSU grants under the EDSTI and ELTI schemes, with the annual grants calculated based on a target proportion of their salary with adjustment for performance in the prior financial year for EDSTI. The number of RSUs granted pursuant to this Resolution (if approved) has been calculated by reference to the volume weighted average price (**VWAP**) of the Company's shares over the 20 trading days preceding the designated 'grant date' of 4 June 2026 (NZ$1.5720) in accordance with the terms of the EDSTI and ELTI.

The RSUs to be issued pursuant to Resolution 1 (if approved) will be issued within 30 days of the date of this meeting.

EDSTI and Company Scorecard

The EDSTI rewards the achievement of Company performance based on a Company Scorecard of metrics (measuring 'what' outcomes are achieved). RSUs awarded under EDSTI vest over a 2-year vesting schedule to provide a retention incentive. If the executive employees cease to be employed by Serko before the applicable vesting dates, the RSU grants will lapse and will not convert into ordinary shares.

For the EDSTI for FY26, the RSU grants are proposed at 55% target value in line with the Company Scorecard for the FY26 period.

ELTI and aTSR performance hurdles

The ELTI rewards the achievement of targets for aTSR, a performance metric used to evaluate stock performance for investors that factors in both capital gains and dividends to measure the overall returns an investor earns on their investment over a 3-year period. If after the 3-year period, the executive employees cease to be employed by Serko and/or if the required threshold performance target is not met, the RSU grants will lapse and will not convert into ordinary shares.

The following table outlines the applicable aTSR performance hurdles for the FY26 ELTI grants. These hurdles are calculated with reference to the Weighted Average Cost of Capital (**WACC**) and the baseline share price of $1.57 (the VWAP used for the RSU grants). Further detail on the performance criteria for ELTI grants is included at page 100 of the FY26 Annual Report.

Performance Measurement	2026 Indicative aTSR	Year 3 share price	% of RSUs vesting
Threshold Performance not met	<34.2%	n/a	0%
Threshold Performance	34.2% - 39.4%	$2.11 - $2.18	40%
Target Performance	39.5% - 59.2%	$2.19 - $2.49	67%
Stretch Performance	59.3%	$2.50	100%

Alternative grants if Resolution not approved

The Board considers that it is in the best interests of Serko and its shareholders to honour its commitments to executive employees for the FY26 period, whether by granting RSUs or awarding cash-settled incentives. RSU grants are preferred to align the interests of executives with the interests of shareholders and to preserve cash reserves. If the Resolution is not approved, cash-settled incentive awards on equivalent terms would be required to meet those commitments.

Voting restrictions

In accordance with the applicable NZX Listing Rules voting restrictions for this type of equity issuance, any person, and their Associated Persons[2], to whom it is proposed the RSUs will be issued will be ineligible to vote on the Resolution. This includes Serko's executive employees who are shareholders and will receive the EDSTI and ELTI. In particular, if Resolution 1 is passed, Darrin Grafton and Robert (Bob) Shaw will be granted RSUs under the EDSTI and ELTI and therefore will be unable to vote on Resolution 1.

Board recommendation

The non-interested Directors of the Board (being all Non-Executive Directors) consider that Resolution 1 is in the best interests of Serko and its shareholders and unanimously recommend that shareholders vote in favour of the Resolution.

Resolution 2 – Strategic Capability Grants

Sign-on stock awards are standard market practice for attracting new hires in some employment markets, particularly in the United States. In order to compete for the high-calibre people Serko needs to execute on its strategic objectives, Serko requires the ability to grant RSUs as sign-on stock awards to targeted strategic new hires (**Strategic Capability Grants**). The ability to offer these stock awards is viewed as critical to hire and retain the right people to deliver against Serko's strategic objectives for Serko.ai. The RSUs grants would vest in equal tranches over a 3-year period. The RSU grants will not vest on the applicable vesting dates unless the relevant employee continues to be employed by Serko and has met minimum performance requirements for their role.

The number of RSUs to be granted for any Strategic Capability Grant will be determined by reference to the VWAP of the Company's shares over the 20 trading days preceding the date that the Serko Board approves the issue of RSUs.

The RSUs to be issued pursuant to Resolution 2 (if approved) will be issued within 18 months of the date of this meeting.

Alternative grants if Resolutions not approved

If shareholder approval is not obtained, the Board will need to consider alternative mechanisms to attract and retain targeted strategic new hires, which are unlikely to be as effective at aligning compensation and the creation of shareholder value and which may carry a cash cost for Serko.

Voting restrictions

There are no voting restrictions applicable to Resolution 2.

Board recommendation

The Directors of the Board consider that Resolution 2 is in the best interests of Serko and its shareholders and unanimously recommend that shareholders vote in favour of Resolution 2.

Scheme Rules

RSU grants are made under, and remain subject to, the Scheme Rules. In summary:

- The Board may from time to time operate the incentive schemes at its discretion and can determine the number of RSUs to be granted, applicable performance and/or service conditions, vesting dates, performance measurement periods and the circumstances in which RSUs will lapse.

- RSUs will only vest if applicable performance and/or service conditions are satisfied and, unless the Board determines otherwise, lapse if conditions are not met by the end of the performance measurement period (e.g. because the recipient has ceased employment with Serko).

[2] 'Associated Person' is defined in the NZX Listing Rules and includes persons or legal entities who are able to directly or indirectly exert a substantial degree of influence over the activities of another person or legal entity (or vice versa).

- Recipients have no shareholder rights in respect of unvested RSUs. On vesting, each RSU entitles the holder to one ordinary share. The RSUs proposed to be issued under each Resolution will, on exercise, convert into ordinary shares ranking equally (*pari passu*) in all respects with existing ordinary shares in Serko.

- The Board has broad discretion over treatment of RSUs on cessation of employment, capital reorganisations, divestment of a material business or subsidiary and change of control (including whether RSUs will vest, lapse or be varied).

- To the extent any RSUs awarded as a Strategic Capability Grant lapse or would lapse due a participant's cessation of employment, the Board may reallocate such RSUs to other existing or new participants.

- The Scheme includes malus and clawback provisions. Where vesting outcomes are affected by fraud, dishonesty or breach of obligations, the Board may cancel RSU grants, forfeit shares or require repayment of the net proceeds of shares sold to ensure no unfair benefit is obtained by participants.

- The Board may amend, supplement or revoke the Scheme Rules at any time (including with retrospective effect) provided that any amendment does not materially reduce the rights of existing participants except to comply with applicable law, correct a manifest error or with the consent of affected participants, and subject to any requirements of the NZX Listing Rules and other relevant regulations.

Dilution effect

Resolution 1

If the number of RSUs granted to executive employees under the EDSTI and ELTI for FY26 pursuant to Resolution 1 (if approved) were to vest and convert into ordinary shares, Serko would issue 2,146,013 new ordinary shares (representing 1.70% of Serko's shares on issue at the date of this Notice of Special Meeting). This would dilute the holdings of existing shareholders on a pro rata basis.

Assuming the maximum number of RSUs able to be issued under Resolution 1 were to vest and convert into ordinary shares, a holder of 5% of Serko's shares prior to the grant of RSUs would hold 4.92% of Serko's shares after conversion of the RSUs.

The actual dilutive effect will depend on the number of RSUs issued and the extent to which vesting conditions are met. As noted above, RSUs will not convert into ordinary shares if the recipients cease to be employed by Serko prior to the applicable vesting dates and for RSU grants under ELTI, the vesting of all RSUs would only occur if the ELTI stretch performance hurdle of at least 59.3% aTSR is achieved.

Resolution 2

If the maximum number of RSUs granted as Strategic Capability Grants pursuant to Resolution 2 (if approved) were to vest and convert into ordinary shares, Serko would issue 2,000,000 new ordinary shares (representing 1.58% of Serko's shares on issue at the date of this Notice of Special Meeting). This would dilute the holdings of existing shareholders on a pro rata basis.

Assuming the maximum number of RSUs able to be issued under Resolution 2 were to vest and convert into ordinary shares, a holder of 5% of Serko's shares prior to the grant of RSUs would hold 4.92% of Serko's shares after conversion of the RSUs.

The actual dilutive effect will depend on the number of RSUs issued and the extent to which vesting conditions are met. As noted above, RSUs will not convert into ordinary shares if the recipients cease to be employed by Serko prior to the applicable vesting dates.

Combined

If the maximum number of RSUs under both Resolutions (if approved) were to vest and convert into ordinary shares, Serko would issue 4,146,013 RSUs (representing 3.28% of Serko's shares on issue at the date of this Notice of Special Meeting). This would dilute the holdings of existing shareholders on a pro rata basis.

Assuming the maximum number of RSUs able to be issued under both Resolutions were to vest and convert into ordinary shares, a holder of 5% of Serko's shares prior to the grant of RSUs would hold 4.84%of Serko's shares after conversion of the RSUs.

The actual dilutive effect will depend on the number of RSUs issued under the Resolutions and the extent to which vesting conditions are met. As noted above, RSUs will not convert into ordinary shares if the recipients cease to be employed by Serko prior to the applicable vesting dates and for RSU grants under ELTI, the vesting of all RSUs would only occur if the ELTI stretch performance hurdle of at least 59.3% aTSR is achieved.

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Important Information

Virtual Meeting

Shareholders will be able to attend and participate at this meeting virtually via an online platform provided by our share registrar, MUFG Pension & Market Services at www.virtualmeeting.co.nz/skosm26.

Shareholders attending and participating in the meeting will be able to vote and ask questions during the meeting. You will require your Holder Number for verification purposes which can be found on your Proxy Form.

More information regarding attendance at the virtual 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.mufg.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 Resolution, your proxy may vote as they choose.

Shareholders can appoint their proxies online by visiting vote.cm.mpms.mufg.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 a Resolution (subject to any restrictions contained in the NZX Listing Rules). The Chair and directors intend to vote all discretionary proxies in favour of each Resolution even if they have an interest in the Resolution (subject to any restrictions contained in the NZX Listing Rules).

If additional matters are raised during the meeting which require a shareholder vote, your proxy will be entitled to vote on these additional matters as he or she thinks fit, unless the matter relates to a Resolution and the person is excluded from voting on that Resolution and they hold a discretionary proxy.

The completed Proxy Form must be received by the share registry no later than 10.00am on Saturday 22 August 2026 (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 Pension & Market Services, using the freepost envelope enclosed with the form.

Alternatively, you can scan and email the completed Proxy Form to meetings.nz@cm.mpms.mufg.com (please put the words "Serko Proxy Form" in the subject line for easy identification).

Ordinary Resolutions

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 Friday 21 August 2026 (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.

Voting Restrictions

Pursuant to NZX Listing Rule 6.3.1, each recipient of the EDSTI and ELTI grants, Strategic Capability Grants and their Associated Persons will be prohibited from voting any shares they hold on Resolution 1. This includes Darrin Grafton, Robert (Bob) Shaw and their respective Associated Persons.

Serko will disregard any discretionary proxies on Resolution 1 given to those individuals or any of their Associated Persons and also any votes they cast on Resolution 1. However, Serko will not disregard a vote if it is cast by such person as a proxy for a person not disqualified from voting on Resolution 1 in accordance with that person's express instructions to vote for or against the Resolution.

NZX Non-objection

NZX Regulation Limited does not object to this Notice of Special Meeting and does not take any responsibility for any statement contained within this Notice of Special Meeting.

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.

Shareholders can also pre-submit questions by submitting them either online at vote.cm.mpms.mufg.com/SKO or by using the Proxy Form, prior to the meeting. Questions will need to be submitted by 10.00am on Saturday 22 August 2026 (NZT).

Company Details

Serko Limited Level 2, Unit 20 125 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

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Space and position for name and address

LODGE YOUR PROXY

Online
vote.cm.mpms.mufg.com/SKO

Scan & email
meetings.nz@cm.mpms.mufg.com

Mail
Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Proxy Form for Serko Limited 2026 Special Shareholders Meeting

The Special Shareholders Meeting of Serko Limited (**Serko** or **Company**) will be held online via the MUFG Pension & Market Services virtual meeting platform at www.virtualmeeting.co.nz/skosm26 at 10.00am (New Zealand time) on Monday 24 August 2026. If you will be attending online, you will require your Holder Number for verification purposes.

If you do not plan to attend the meeting virtually but wish to appoint a proxy you can do so online at vote.cm.mpms.mufg.com/sko. Alternatively, please complete the reverse of this form and return the form intact to MUFG Pension & Market Services. All Proxy Forms must be received by no later than **10.00am** (New Zealand time) **Saturday 22 August 2026**, being 48 hours before the commencement of the Special Shareholders Meeting.

CSN/Holder Number: <CSN/Holder Number>

Monday 24 August 2026 at 10:00am (New Zealand time)

www.virtualmeeting.co.nz/skosm26

Barcode

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. 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). The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" or any director as your proxy or as alternative to your named proxy. The Chair and directors intend to vote all discretionary proxies in favour of Resolutions 1 and 2 even if they have an interest in any of the Resolutions (subject to any restrictions contained in the NZX Listing Rules).

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each Resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a Resolution your vote will be invalid on that Resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, or your named proxy does not attend the meeting, the Chair of the Meeting is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Voting Restrictions

Pursuant to NZX Listing Rule 6.3.1, each recipient of the EDSTI and ELTI grants, Strategic Capability Grants and their Associated Persons will be prohibited from voting any shares they hold on Resolution 1. This includes Darrin Grafton, Robert (Bob) Shaw and their respective Associated Persons.

Serko will disregard any discretionary proxies on Resolution 1 given to those individuals or any of their Associated Persons and also any votes they cast on Resolution 1. However, Serko will not disregard a vote if it is cast by such person as a proxy for a person not disqualified from voting on Resolution 1 in accordance with that person's express instructions to vote for or against the Resolution.

Attending the meeting

If you plan to attend the meeting virtually, you will be able to join the meeting via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/skosm26. You will require your Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

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

Joint Holding
Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney
If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder
In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/SKO to appoint your proxy

CSN/Holder Number: 123456789

Barcode

Step 1 Appoint a Proxy / Corporate Representative

I/We being a shareholder/s of Serko Limited hereby appoint*:

Name	Email Address

or failing him/her:

Name	Email Address

as my/our proxy to vote for me/us on my/our behalf at the Special Shareholders Meeting of the Company to be held online via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/skosm26 on **Monday 24 August 2026** 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 Special Shareholders 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 Special Shareholders Meeting, the Chair of the Meeting will be appointed your proxy and may only vote in accordance with your express direction.

Step 2 Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on each resolution, tick the box "Proxy Discretion". Please note for each Resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. **Resolution 1 – FY26 Executive Incentives**: That in accordance with Listing Rule 4.2.1, the Company be authorised to issue up to 2,146,013 Restricted Share Units for executive incentive awards under the Executive Deferred Short-Term Incentive and Executive Long-Term Incentive schemes.				
2. **Resolution 2 – Strategic Capability Grants**: That in accordance with Listing Rule 4.2.1, the Company be authorised to issue up to 2,000,000 Restricted Share Units as Strategic Capability Grants.				

Step 3 Shareholder Questions

Shareholders attending the Special Shareholders Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Special Shareholders Meeting but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/SKO and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by **10.00am** on **Saturday 22 August 2026**. The Board will endeavour to address and answer questions at the Special Shareholders Meeting.

Question:

Step 4 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: