



# Notice of Annual Meeting of Shareholders 2020

Dear Shareholder

Due to the current COVID-19 situation, Serko Limited ("Serko") has decided to take the prudent step to hold its Annual Meeting of Shareholders online only. We invite you to join us for the virtual Annual Meeting.



Where: [www.virtualmeeting.co.nz/sko20](http://www.virtualmeeting.co.nz/sko20)  
When: **Wednesday 19 August 2020 at 2.00pm (New Zealand time)**

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.linkmarketservices.com/SKO](http://vote.linkmarketservices.com/SKO) or using the Proxy Form. Questions will need to be submitted by 2.00pm (New Zealand time) on Monday 17 August 2020.

If you cannot attend the virtual Annual Meeting, I encourage you to complete and lodge the proxy form in accordance with the instructions on that form so that it reaches Link Market Services by 2.00pm (New Zealand time) on Monday, 17 August 2020.

## Items of business

### A. Chairman's Address and Chief Executive Officer's Address

Interim Chair, Claudia Batten, and Co-Founder and CEO, Darrin Grafton, will provide an overview of the Company's performance for the year ended 31 March 2020 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 the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2021 financial year.
2. That Ms Claudia Batten be re-elected as a director of Serko Limited.

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 Annual Meeting.

By Order of the Serko Board

Claudia Batten – Interim Chair  
22 July 2020

# Explanatory Notes

## **Resolution 1: Fixing the Fees and Expenses of the Auditor**

Deloitte are currently Serko's auditors and will be automatically reappointed under the Companies Act 1993 to act as auditor for the 2021 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 Deloitte as auditor.

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

Claudia Batten was first appointed as a director of Serko in April 2014 and was last re-elected in August 2017. She is currently Interim Chair of the Serko Board and chairs the Remuneration and Nominations Committee.

In accordance with the applicable NZX Listing Rules, Claudia retires by rotation and offers herself for re-election as a

director of Serko 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 Independent Non-Executive Director**

Claudia is based in the United States. She holds an LLB (Hons) and BCA from Victoria University (Wellington). Claudia has been a founding member of two highly successful entrepreneurial ventures. The first venture was 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 is a strong supporter of the New Zealand start-up scene as an active mentor and adviser. She is also the digital adviser to the Board of Westpac New Zealand.

# Important Information

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## Virtual Annual Meeting

Shareholders will only be able to attend and participate in this year's Annual Meeting virtually via an online platform provided by our share registrar, Link Market Services at [www.virtualmeeting.co.nz/sko20](http://www.virtualmeeting.co.nz/sko20).

Shareholders attending and participating in the virtual Annual Meeting will be able to vote and ask questions during the meeting.

More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the 'Virtual Annual Meeting Online Portal Guide' available at <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>.

## Proxies

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy, who need not be a shareholder, to attend and vote instead of him/her by completing and returning the enclosed proxy form. 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. 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 elect to vote their proxies online by visiting [vote.linkmarketservices.com/SKQ](http://vote.linkmarketservices.com/SKQ) 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 Chairman will be appointed your proxy and may only vote in accordance with your express direction.

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 any restrictions contained in the NZX Listing Rules). The Chairman 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.

The completed proxy form must be received by the share registry no later than **2.00pm on Monday 17 August 2020**.

Shareholders can complete their proxy online at [vote.linkmarketservices.com/SKQ](http://vote.linkmarketservices.com/SKQ).

### 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 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, Link Market Services Limited, using the freepost envelope incorporated into the form.

Alternatively, you can scan and email the completed proxy form to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) (please put the words Serko Proxy Form in the subject line for easy identification).

## Ordinary Resolution

An ordinary resolution is one passed by a simple majority of votes from shareholders entitled to vote and voting on the resolution.

## Voting

Voting entitlements for the Annual Meeting will be determined as at **5.00pm on Monday 17 August 2020**. 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.

The Chair will require voting at the Annual Meeting to be conducted by poll, as required by the NZX Listing Rules.

No shareholder is restricted from voting on the resolutions being considered at the meeting, under 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 to either online at [vote.linkmarketservices.com/SKQ](http://vote.linkmarketservices.com/SKQ) or using the Proxy Form, prior to the meeting. Questions will need to be submitted by **2.00pm on Monday 17 August 2020**.