

Notice of Annual Meeting of Shareholders 2026

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2026 Annual Shareholders Meeting of Serko Limited (Serko or Company). The meeting will be a hybrid meeting, whereby shareholders can choose to attend in person or online.

When

**Tuesday 30 June at 10.00am
(New Zealand Time)**

Where

In person:

MUFG Pension & Market Services
Level 30, PwC Tower
15 Customs Street West
Auckland
New Zealand

Online:

www.virtualmeeting.co.nz/sko26

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 or using the Proxy Form. Questions will need to be submitted by 10.00am on Sunday 28 June 2026 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 Pension & Market Services by 10.00am on Sunday 28 June 2026 (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 2026, 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 Ms Claudia Batten be re-elected as a non-executive director of Serko Limited.
2. That the directors are authorised to fix the fees and expenses of Deloitte as auditor for the 2027 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
29 May 2026

Explanatory Notes



Resolution 1: Re-election of Ms Claudia Batten as a Non-Executive Director

Claudia has served as a director of Serko since April 2014 and was last re-elected in June 2023. She has served as the Chair of the Serko Board since 2020 and is a member of the Serko Audit, Risk and Sustainability Committee and Serko People, Remuneration and Culture 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.

In determining that Claudia remains independent, the Board (other than Claudia) carefully considered her tenure. Since Claudia was appointed Chair of the Board in 2020, she has played a pivotal role in Board succession, overseeing the retirement of two non-executive directors and the appointment of Ms Jan Dawson in 2021 and Dr Sean Gourley in 2024 to bring fresh perspectives to the Boardroom. The Board is satisfied that she continues to consistently demonstrate independence of judgement to her director's duties.

Claudia Batten Independent Non-Executive Director, Chair

Claudia is an experienced company director and technology leader. She spent 20 years in the US at the intersection of technology, digital, and consumer behaviour where she built and scaled two high-profile digital businesses.¹ Claudia is a director of Air New Zealand and Vista Group International and Deputy Chair of Michael Hill International. She has an LLB (Hons) and a BCA from Victoria University of Wellington. Claudia's experience gives her a distinctive perspective on what it takes to compete and win in the US market in a shifting technology environment.

Under Claudia's leadership, Serko has made significant progress on its global growth agenda despite near-constant macroeconomic and geopolitical instability. She has overseen the renewal and scaling of the Booking.com for Business partnership, the acquisition of GetThere to expand Serko's market presence in the US and the launch of a new multi-agent travel management solution.² With the Board and management, she has shaped Serko's 2030 strategy, now in execution. Key pillars of the strategy include the continued growth of Booking.com for Business and scaling of Serko.ai. Claudia's continuity as Chair is particularly important at this stage of Serko's growth initiatives.

Serko is actively seeking two new non-executive directors as part of continued succession planning, one of whom is intended to provide future Board leadership as a potential Chair-successor. The Board is taking a disciplined approach to secure candidates with the right specialist expertise who align with Serko's long-term value proposition.

Claudia's re-election is critical to ensuring continuity through this transition. She is committed to remaining as Chair to support the appointment and onboarding of the potential Chair-successor during the term and intends to step down from the Board once this process is completed. Serko will continue to keep shareholders updated.

Resolution 2: 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 2027 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.

¹ The first venture was Massive Incorporated, a network for advertising in video games, where 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.

² Serko.ai was launched as a closed beta in the United States with positive early validation from travellers. An open beta launch is planned for Q3 FY27.

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 Pension & Market Services at www.virtualmeeting.co.nz/sko26.

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.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 particular 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 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 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 10.00am on Sunday 28 June 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 and (HIN / SRN) 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 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 Friday 26 June 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.

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 sending them either online at vote.cm.mpms.mufg.com/SKO or using the Proxy Form, prior to the meeting. Questions will need to be submitted by 10.00am on Sunday 28 June 2026 (NZT).

Company Details

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