

# Annexure J

## Information Form and Checklist

### Annexure II (Entities that have a Primary Listing on the NZX Main Board)

Name of entity

ABN/ARBN/ARSN

**Serko Limited**

**611 613 980**

**This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

*Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".*

Nº Item

Location/Confirmation

#### All entities

- For each director or proposed director,<sup>1</sup> a list of the countries in which they have resided over the past 10 years (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)<sup>2</sup>

Claudia Batten – United States  
Simon Botherway – New Zealand  
Darrin Grafton – New Zealand  
Robert (Clyde) McConaghy – Australia  
Robert (Bob) Shaw – New Zealand

- For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)

See Annexure K

- For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 25 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:
  - any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
  - any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),
 or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)

See Annexure L

- For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of

See Annexure M

<sup>1</sup> If the entity applying for admission to the official list is a trust, references in items 14, 2, 3, 4, 5 and 6 to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>2</sup> The information referred to in items 1, 2, 3, 4, 5 and 6 is required so that ASX can be satisfied that the director or proposed director is of good fame and character under Listing Rule 1.11 Condition 11.

| Nº | Item  | Location/Confirmation |
|----|---|-----------------------|
|    | the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 11 and Guidance Note 1 section 3.18)  |                       |
| 5. | For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 27 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)   | See Annexure N        |
| 6. | A statutory declaration from each director or proposed director confirming that: <ul style="list-style-type: none"> <li>(a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</li> <li>(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</li> <li>(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;</li> <li>(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and</li> <li>(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,</li> </ul> or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18) | See Annexure O        |

#### Entities applying under the profit test

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|-----|--|-----|
| 7.  | Evidence that the entity is a going concern or the successor of a going concern (Listing Rules 1.11 Condition 6(a) and 1.2.1)  | N/A |
| 8.  | Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rules 1.11 Condition 6(a) and 1.2.2)   | N/A |
| 9.  | Audited accounts for the last 3 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.2.3(a))   | N/A |
| 10. | If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.2.3(b)) | N/A |

| Nº Item  | Location/Confirmation |
|--|-----------------------|
| 11. A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.2.3(c)) <sup>3</sup>   | N/A                   |
| 12. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rules 1.11 Condition 6(a) and 1.2.4)  | N/A                   |
| 13. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$500,000 (Listing Rules 1.11 Condition 6(a) and 1.2.5)  | N/A                   |
| 14. A statement from all directors <sup>4</sup> confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application (Listing Rules 1.11 Condition 6(a) and 1.2.5A) | N/A                   |

### Entities applying under the assets test

|  |   |
|--|---|
| 15. Evidence that the entity has:  | See Annexure P  |
| <ul style="list-style-type: none"> <li>(a) if it is a mining exploration entity or an oil and gas exploration entity and not an investment entity, net tangible assets of at least \$3 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million; or</li> <li>(b) if it is not a mining exploration entity or an oil and gas exploration entity and not an investment entity, net tangible assets of at least \$4 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million; or</li> <li>(c) if it is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or</li> <li>(c) if it is a pooled development fund, net tangible assets of at least \$2 million (Listing Rules 1.11 Condition 6(a), 1.3.1 and 1.3.4)</li> </ul> | <p>Serko Limited has a market capitalisation of at least \$15 million based on its 74,894,342 shares on issue and the closing price of its shares on NZX on 26 March 2018 of NZD\$2.35 (giving a market capitalisation of AUD\$165,793,604.89 at the exchange rate of NZD:AUD 1:0.942 prevailing on 26 March 2018).</p>   |
| 16. Evidence that the entity's working capital is at least \$1.5 million or, if it is not, that it would be at least \$1.5 million if the entity's budgeted revenue for the first full financial year that ends after listing was included in the working capital (Listing Rules 1.11 Condition 6(a) and 1.3.3(b)) <sup>5</sup>  | See page 20 of Serko Limited's Annual Report (Annexure Q) for the period ended 31 March 2017, which discloses working capital of NZD \$4.232 million; and page 12 of Serko Limited's Half Year Report (Annexure Q) for the period ended 30 September 2017, which discloses working capital of NZD \$5.326 million. Serko's working capital has increased since 30 September 2017. |
| 17. Audited accounts for the last 2 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and Listing Rule 1.3.5(a) first bullet point)   | See Annexure Q & R  |
| 18. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review or a statement that the half year accounts not audited or not reviewed (Listing Rules 1.11 Condition 6(a) and 1.3.5(a) second bullet point)  | See Annexure Q<br>The half year accounts are not audited or reviewed by the auditor.  |

<sup>3</sup> Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

<sup>4</sup> If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

<sup>5</sup> The amount must be available after allowing for the first full financial year's budgeted administration costs and the cost of acquiring any assets referred to in the entity's Offer Document, to the extent those costs are to be met out of working capital. The cost of acquiring assets includes the cost of acquiring and exercising an option over them.

Nº Item

Location/Confirmation

19. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, audited accounts for the last 2 full financial years for that other entity or business, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.3.5(b) first bullet point)

N/A

20. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity and the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available) from the end of the last full financial year for that other entity or business, including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.3.5(a) second bullet point)

N/A

21. A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.3.5(c))<sup>6</sup>

Not required – no changes in the nature of asset acquisitions or disposal or capital raisings

<sup>6</sup> Note: the review must be conducted by a registered company auditor or an overseas equivalent of a registered company auditor or independent accountant.