



«Reg\_Line\_1»  
«Reg\_Line\_2»  
«Reg\_Line\_3»  
«Reg\_Line\_4»  
«Reg\_Line\_5»  
«Reg\_Line\_6»

CSN/Holder Number: «Holding\_No»

\*«Barcode»\*

## LODGE YOUR PROXY

### Online:

<https://vote.linkmarketservices.com/SKO>

### Scan & email:

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

### Mail:

**Fax:** +64 9 375 5990

### Deliver:

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

Use the enclosed reply paid  
envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Auckland 1142

Scan this QR code with your smartphone and vote online



### General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

## PROXY FORM/ADMISSION CARD FOR SERKO LIMITED 2018 ANNUAL MEETING

The Annual Meeting of Shareholders of Serko Limited will be held at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand, on **Wednesday, 22 August 2018 commencing at 2.00pm** (New Zealand time).

### Admission Card

Please bring this form intact to the meeting as the barcode is required for registration purposes. Please download the LinkVote App prior to the meeting to vote using your Smartphone during the meeting.

If you do not plan to attend the meeting in person but wish to appoint a proxy please complete the reverse of this form and return the form intact to Link Market Services **by no later than 2.00pm (New Zealand time) Monday, 20 August 2018** (being 48 hours before the commencement of the Annual Meeting). Proxy appointment can also be completed online at <https://vote.linkmarketservices.com/SKO>.

### 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 him/her. A proxy need not be a shareholder of the Company. Any corporation that is a shareholder of the Company 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 Chairman 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 an item your vote will be invalid on that item.

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 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 the NZX listing rules). The Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 4, even if they have an interest in any of the resolutions.

### Signing instructions for proxy forms

#### Individual

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

#### Joint Holding

If you are joint holders of shares, each of you must sign this Proxy Form.

#### 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 Link Market Services Limited.

#### 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»

**\* «Barcode» \***

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of Serko Limited:

hereby appoint\*: \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

or: \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full 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 Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand on Wednesday, 22 August 2018 at 2.00pm (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 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.

## STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority for that item.

### Resolutions

To consider and, if thought fit pass, the following ordinary resolutions:

		For	Please indicate with a ✓		Proxy Discretion
			Against	Abstain	
1.	That the directors are authorised to fix the fees and expenses of the auditor of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That Mr Simon Botherway be re-elected as a director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	That Mr Robert (Bob) Shaw be re-elected as a director of Serko Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That the (US) Employee Share Incentive Plan be and is hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

### Security Holder 1

or duly authorised officer or attorney

### Security Holder 2

or duly authorised officer or attorney

### Security Holder 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.