

## Market Release

1 October 2020

### Notice Pursuant To Clause 20(1)(A) Of Schedule 8 To The Financial Markets Conduct Regulation 2014

Serko releases Cleansing Notice in relation to Offer of Shares

1. Serko Limited (NZX/ASX:SKO) ("**Serko**") today announced that it intends to undertake a capital raising, comprising:
  - (a) a fully underwritten placement of NZ\$45 million of newly issued ordinary shares to institutional and other select investors (the "**Placement**"); and
  - (b) a share purchase plan to Serko's eligible existing shareholders with an address in New Zealand or Australia to raise up to NZ\$10 million (with the ability to accept oversubscriptions at its discretion), which is not underwritten (the "**SPP**"),  
(together, the "**Offer**").
2. The Placement opens today, 1 October 2020. The SPP will open on or around 7 October 2020.
3. The Offer is being made in reliance upon the exclusion in clause 19 of schedule 1 to the Financial Markets Conduct Act 2013 ("**Act**").
4. This notice is provided under:
  - (a) subclause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 ("**Regulations**"); and
  - (b) paragraph 708A(12G) of the Corporations Act 2001 (Cth) ("**Corporations Act**") as notionally inserted by ASIC Instrument 18-0299; and
  - (c) ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended by ASIC Instrument 20-0909.
5. Serko will issue the relevant securities under the Placement and SPP components of the Offer without disclosure to investors under Part 6D.2 of the Corporations Act.
6. As at the date of this notice:
  - (a) Serko is in compliance with the continuous disclosure obligations that apply to it in relation to ordinary shares in Serko;

- (b) Serko is in compliance with its financial reporting obligations (as defined in subclause 20(5) of schedule 8 to the Regulations);
  - (c) Serko has complied with its obligations under Rule 1.15.2 of the ASX Listing Rules; and
  - (d) there is no information that is "excluded information" (as defined in subclause 20(5) of schedule 8 to the Regulations) in respect of Serko.
7. The Offer is not expected to have any material effect or consequence on the control of Serko within the meaning set out in clause 48 of Schedule 1 of the Act.

**This announcement has been authorised for release to NZX and ASX by:**

Susan Putt, Chief Financial Officer

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**Ends**

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