

Disclosure of movement of 1% or more in substantial holding or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
and
To Serko Limited (**Serko**)

Relevant event being disclosed: movement of 1% or more in substantial holding

Date of relevant event: 30 October 2019

Date this disclosure made: 30 October 2019

Date last disclosure made: 24 October 2019

Substantial product holder(s) giving disclosure

Full name(s): Darrin Grafton

Summary of substantial holding

Class of quoted voting products: ordinary shares in Serko (**Shares**)

Summary for Darrin Grafton

For **this** disclosure,—

- (a) total number held in class: 12,232,868
- (b) total in class: 90,823,799
- (c) total percentage held in class: 13.469%

For **last** disclosure,—

- (a) total number held in class: 14,032,868
- (b) total in class: 80,922,809
- (c) total percentage held in class: 17.341%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

Underwriting Agreement

On 24 October 2019, certain existing Serko shareholders ("**Sellers**") including Darrin Grafton as trustee (together with Geoffrey Hosking) of the Grafton Howe No. 2 Trust, and Serko entered into an underwriting agreement ("**UWA**") with Deutsche Craigs Limited and Craigs Investment Partners Limited (together, "**DCL**"), pursuant to which DCL agreed to act as underwriter in connection with a placement of approximately NZ\$56 million of fully paid ordinary shares ("**Placement**") as advised in a notice dated 24 October 2019 ("**Previous Notice**").

A copy of the Underwriting Agreement was attached as Schedule 1 to the Previous Notice.

Pursuant to the UWA, Darrin Grafton as trustee (together with Geoffrey Hosking) of the Grafton Howe No. 2 Trust has sold 1,800,000 fully paid ordinary shares in Serko ("**Sell Down Shares**") at a price of NZ\$4.04 per share, for a total consideration of NZ\$7,272,000. The sale of the Sell Down Shares was settled on 30 October 2019.

Escrow Deed

As disclosed in the Previous Notice, Darrin Grafton (along with certain entities associated with him, including the Grafton Howe No. 2 Trust) entered into an Escrow Deed with Serko on 24 October 2019 (the "**Escrow Deed**"). A copy of the Escrow Deed was attached as Schedule 2 to the Previous Notice.

A total of 1,800,000 shares were sold under the Placement. The remaining 12,232,868 shares held by Darrin Grafton (along with certain entities associated with him) are subject to a 12 month contractual lock-up on sale or disposition as set out in the Escrow Deed, except in certain prescribed circumstances including with the prior consent of the Board of Serko.

Details after relevant event

Details for Darrin Grafton

Nature of relevant interest(s): Darrin Grafton as trustee (together with Geoffrey Hosking) of the Grafton Howe No. 2 Trust is the registered holder of 10,867,629 Shares (the **Grafton Howe Trust Shares**), as a result of the settlement of the Placement.

For that relevant interest,—

- (a) number held in class: 10,867,629
- (b) percentage held in class: 11.966%
- (c) current registered holder(s): Darrin Grafton and Geoffrey Hosking as Trustees for Grafton Howe No. 2 Trust.
- (d) registered holder(s) once transfers are registered: unknown

Nature of relevant interest(s): Registered holder and beneficial owner of 31,899 Restricted Share Units (Options) pursuant to the Serko Long Term Incentive Scheme.

For that relevant interest,—

- (a) number held in class: 31,899
- (b) percentage held in class: 13.432%
- (c) current registered holder(s): Darrin Grafton
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Registered holder and beneficial owner 762 Restricted Share Units (Options) granted to Donna Bailey pursuant to the Serko Long Term Incentive Scheme.

For that relevant interest,—

- (a) number held in class: 762
- (b) percentage held in class: 0.320%
- (c) current registered holder(s): Darrin Grafton
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Registered holder and beneficial owner of 39,512 Shares pursuant to the Serko Limited Restricted Share Scheme. These Shares are subject to a deed restricting exercise of voting rights attached to the Shares. A copy of that deed was attached to the disclosure made on 22 December 2015.

For that relevant interest,—

- (a) number held in class: 39,512
- (b) percentage held in class: 0.049%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Darrin Grafton has a beneficial interest in 97,712 Shares, with restrictive conditions, issued under the Restricted Share Scheme, held on trust until vesting. These Shares are subject to a deed restricting exercise of voting rights attached to the Shares. A copy of that deed was attached to the disclosure made on 22 December 2015.

For that relevant interest,—

- (a) number held in class: 97,712
- (b) percentage held in class: 0.121%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Darrin Grafton has the power to exercise a right to vote attached to 1,217,594 Shares. This interest is acquired through a personal relationship with Donna Bailey.

For that relevant interest,—

- (a) number held in class: 1,217,594

- (b) percentage held in class: 1.505%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Darrin Grafton has the power to dispose of, or to control the disposal of, 5,827 Shares. This interest is acquired through a personal relationship with Donna Bailey. These Shares are subject to a deed restricting exercise of voting rights attached to the Shares. A copy of that deed was attached to the disclosure made on 22 December 2015.

For that relevant interest,—

- (a) number held in class: 5,827
- (b) percentage held in class: 0.008%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: N/A

Nature of relevant interest(s): Darrin Grafton has the power to dispose of, or to control the disposal of, 4,594 Shares, with restrictive conditions, allocated to Donna Bailey pursuant to the Restricted Share Scheme, held in trust until vesting. This interest is acquired through a personal relationship with Donna Bailey. These Shares are subject to a deed restricting exercise of voting rights attached to the Shares. A copy of that deed was attached to the disclosure made on 22 December 2015.

For that relevant interest,—

- (a) number held in class: 4,594
- (b) percentage held in class: 0.006%
- (c) current registered holder(s): no change since last disclosure
- (d) registered holder(s) once transfers are registered: N/A

Additional information

Address(es) of substantial product holder(s): PO Box 47-638, Ponsonby, Auckland

Contact details: +64 9 309 4754, darrin.grafton@serko.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Geoffrey Hosking as to 10,867,629 Grafton Howe Trust Shares.

Disclosure has effect for purposes of directors' and senior managers' disclosure

Darrin Grafton is also a director of Serko. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Certification

I, **Darrin Grafton**, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.