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Market Release

24 November 2021

Serko launches NZ$85 million capital raise to continue to invest for growth

Serko Limited (NZX/ASX:SKO) ("Serko") today announced it is conducting an equity raising of up to NZ$85 million to continue to execute on its global growth strategy.

Serko plans to raise the capital via the issuance of ordinary shares in Serko by way of a NZ$75 million fully underwritten placement ("Placement") and a NZ$10 million non-underwritten retail offer ("Retail Offer") (together, the "Offer").

Darrin Grafton, CEO of Serko, said: "Despite the ongoing impacts of the COVID-19 pandemic on the travel industry, Serko has continued to maintain a strong market position in Australasia, invest in the Booking.com for Business global opportunity and increase market presence in North America. Serko is now poised to enter the next phase of growth – to scale up and progress our long-term strategy of becoming a global business travel marketplace."

Serko has also today announced its unaudited financial results for the half year to 30 September 2021. Further details of the results were released to the NZX and ASX today.

DETAILS OF THE CAPITAL RAISE

Placement

The Placement will be conducted through a bookbuild in which institutional and other select investors in New Zealand, Australia, Hong Kong, United Kingdom, Switzerland and Singapore will be invited to participate by Craigs Investment Partners Limited and Ord Minnett Limited. A trading halt has been granted by NZX and ASX prior to the market opening today.

The Placement will be fully underwritten by Craigs Investment Partners Limited and Ord Minnett Limited. The Placement will raise gross proceeds of approximately NZ$75 million and is underwritten at a floor price of NZ$7.05 per share, which represents a 10.2% discount to the last close price of NZ$7.85 per share on 23 November 2021 and a discount of 11.0% to the 5-day VWAP of NZ$7.92 prior to announcement.

Retail Offer

Serko intends to make the Retail Offer to eligible existing Serko shareholders with a registered address in New Zealand or Australia, enabling them to subscribe for up to NZ$50,000 / A$46,500 of new Serko shares. The Retail Offer size is up to NZ$10 million (with Serko retaining the ability to accept oversubscriptions at its sole discretion to ensure that it has sufficient flexibility to cater for demand from its retail shareholder base). If scaling of the Retail Offer is required, it will be done with reference to the shareholders' existing holdings of Serko shares at the record date of 23 November 2021. The price of the Serko shares offered under the Retail Offer will be the lower of the Placement price or the five-day VWAP during the last five trading days prior to, and including, the Retail Offer closing date (being 14 December 2021).

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Serko assesses that the Retail Offer will cater for a high majority of Serko's non institutional shareholders, enabling them to participate and potentially increase their relative percentage holdings in Serko.

The final terms of the Retail Offer are expected to be announced in more detail on 30 November 2021. A Retail Offer Booklet, together with an application form, will be sent to eligible shareholders on 30 November 2021 and will be available on the website established for the Retail Offer on the same day. The closing date for applications by eligible shareholders is 14 December 2021.

Eligible shareholders wishing to acquire Serko shares under the Retail Offer will need to complete the application form or apply online via the website established for the Retail Offer. Eligible shareholders may choose to take up their entitlements in whole, in part, or not at all.

The Serko shares to be issued under both the Placement and Retail Offer will rank equally in all respects with Serko's existing ordinary shares.

Key dates relating to the Placement and Retail Offer are set out in the Appendix to this announcement.

A copy of the investor presentation, cleansing notice and corporate action notice accompany this announcement.

Craigs Investment Partners Limited and Ord Minnett Limited are acting as Joint Bookrunners and Underwriters for the Placement.

Craigs Investment Partners Limited and Cameron Partners Limited (New Zealand global alliance partner of Rothschild & Co.) are Joint Arrangers for the Offer. Serko's legal advisers are Russell McVeagh and Herbert Smith Freehills.

USE OF PROCEEDS

The proceeds from the equity raise will be used as follows:

1. Investing for growth with Booking.com for Business (~35%)
    - Following the successful migration of Booking.com business customers onto the new Zeno powered Booking.com for Business platform, Serko will undertake targeted investment to optimise customer engagement and extend the offering across global markets to maximise the potential of the opportunity.
    - This second acceleration phase includes expanding new content such as air, rail and car rentals within target regions as well as investing in mobile and user experience enhancements to optimise delivery of the content, thereby extending the connected trip offering.
    - As we move to extend both the languages and features available, we believe we will create broader global appeal to scale up our platform allowing for an increasing focus on new customer acquisition through targeted marketing activity and strategic partnerships.

2. Develop global marketplace strategy (~40%)
    - Drive the strategy to transform from an online booking tool into a distributed marketplace, creating an ecosystem of travel content suppliers and business travel market segments connected through the Zeno platform.

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- Expand sales and support capacity for increased demand of customer and reseller onboarding to drive volume across all markets, particularly in North America, as global deals we are in the process of negotiating progress.[1]
- Continue to scale up the technology and data powering our platform, as well as Serko's operational capabilities to execute around the globe.

3. Inorganic acceleration of global expansion opportunities (~25%)
    - Fund potential acquisition opportunities aligned to strategy, if and when they arise. In this respect, Serko has an active M&A strategy, and is assessing opportunities that would enable it to expand global volume and content efficiently to support acceleration of our marketplace strategy.

The capital raised plus Serko's current cash balance of approximately $62 million will enable Serko to maintain a prudent working capital buffer and preserve a high level of balance sheet flexibility in acknowledgement of the ongoing risks presented by COVID-19 and other uncertainties.

Ends

This announcement has been authorized for release to NZX and ASX by:
Shane Sampson, Chief Financial Officer
Phone: +64 9 884 5916
Email: investor.relations@serko.com

Investor Relations Enquiries:
Shane Sampson, Chief Financial Officer
Phone: +64 9 884 5916
Email: investor.relations@serko.com

For media relations queries please contact:
Richard Inder, Media Consultant to Serko
Phone: +64 21 645 643
Email: richard@theproject.co.nz

[1] There is no guarantee that these negotiations will result in a signed agreement on the terms currently envisaged or at all

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Appendix – Key Dates for Capital Raising[2]

Placement	
Conduct underwritten placement	Wednesday, 24 November 2021
Trading halt on NZX and ASX	Wednesday, 24 November 2021
Announce results of Placement and resume trading	Thursday, 25 November 2021
Settlement on the ASX	Tuesday, 30 November 2021
Settlement on the NZX	Wednesday, 1 December 2021
Allotment and trading of shares on NZX and ASX	Wednesday, 1 December 2021
Retail Offer	
Retail Offer Record Date	Tuesday, 23 November 2021
Retail Offer Opens	Tuesday, 30 November 2021
Retail Offer Closes	Tuesday, 14 December 2021
Announce results of Retail Offer	Friday, 17 December 2021
Settlement on the ASX	Monday, 20 December 2021
Settlement on the NZX	Tuesday, 21 December 2021
Allotment of shares on NZX and ASX	Tuesday, 21 December 2021
Commencement of trading of shares on NZX	Tuesday, 21 December 2021
Commencement of trading of shares on ASX	Wednesday, 22 December 2021

This announcement is not a product disclosure statement or offering document under New Zealand law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any securities in Serko in any jurisdiction. This announcement does not constitute financial product advice or investment advice and does not and will not form part of any contract for the acquisition of Serko securities.

This announcement has been prepared for release in New Zealand and Australia. This announcement may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States (or to, or for the account or benefit of, any person in the United States) or in any other jurisdiction in which such an offer would be unlawful.

The information in this announcement is of general background and does not purport to be complete. It should be read in conjunction with Serko's other market announcements lodged with NZX and ASX, which are available at at www.nzx.com and www.asx.com.au under ticker code SKO.

Future performance: This announcement and the other materials released with this announcement today (including the investor presentation ("**Investor Presentation**")) may include forward-looking statements about Serko and the environment in which Serko operates, such as indications of, and guidance on, future earnings and financial positions and performance. **You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and significant volatility, uncertainty and disruption caused by the outbreak of COVID-19.** Forward-looking information is inherently uncertain and subject to contingencies, known and unknown risks and uncertainties and other factors outside of Serko's control, and may involve significant elements of subject judgement and assumptions as to future events which may or may not be correct. Forward-looking statements may also assume the success of Serko's business strategies. The success of any of these strategies is subject to uncertainties and contingencies beyond Serko's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realized in the period for which the forward looking statements may have been prepared or otherwise. Refer to the key risks section of the Investor Presentation for a non-

[2] The timetable presented is indicative only and is subject to change without notice (subject to applicable laws and NZX Listing Rules and ASX Listing Rules). All dates and times are New Zealand times (unless stated otherwise).

exhaustive summary of certain key business, offer and general risk factors that may affect Serko. No assurance can be given that actual outcomes or performance will not materially differ from the forward-looking statements. A number of important factors could cause Serko's actual results or performance may differ materially from these statements, particularly as a result of the impacts of COVID-19. The forward-looking statements are based on information available to Serko as at the date of this announcement. Except as required by law or regulation (including the NZX Listing Rules or ASX Listing Rules), Serko undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or otherwise.

Non-GAAP financial information: Certain financial measures included in this announcement and the Investor Presentation are non-GAAP financial information. Non-GAAP financial information does not have a standardised meaning prescribed by GAAP and therefore may not be comparable to similar financial information presented by other entities. The non-GAAP financial information included in this release has not been subject to review by auditors. Non-GAAP measures are used by management to monitor the business and are useful to provide investors additional information to assess business performance.

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