

6 October 2017

Dear Shareholder

On behalf of the Board of Directors of TeamTalk Limited, please find attached the notice of the upcoming Annual Meeting together with a proxy form.

NOTICE OF ANNUAL MEETING

Notice is given that the Annual Meeting of TeamTalk Limited ("the Company") will be held at The Matiu Room at Te Wharewaka, 2 Taranaki Street, Wellington on Wednesday 25th of October 2017 commencing at 2.00pm.

Business

Item 1 ANNUAL REPORT

To present the financial statements and the Auditors' Report for the year ended 30 June 2017.

EXPLANATORY NOTE:

TeamTalk's 2017 Annual Report is available to view and download at www.teamtalkinvestor.co.nz. A notice has recently been sent out to all shareholders detailing the ways in which shareholders are able to request a printed copy.

Item 2 RE-ELECTION AND ELECTION OF DIRECTORS

1. To consider and if thought fit to pass the following **ordinary resolution**:

*That **Roger Sowry** be re-elected as a director of the Company.*

2. To consider and if thought fit to pass the following **ordinary resolution**:

*That **James Sclater** be elected as a director of the Company.*

3. To consider and if thought fit to pass the following **ordinary resolution**:

*That **Susan Freeman-Greene** be elected as a director of the Company.*

EXPLANATORY NOTE:

In accordance with NZSX Listing Rule 3.3.11 (subject to Listing Rule 3.3.12) and the Constitution of the Company one third of the directors must retire by rotation each year. Accordingly, Roger Sowry will retire. Roger, being eligible, has offered himself for re-election.

Biographical notes on Roger, James and Susan are attached to this notice.

In accordance with NZSX Listing Rule 3.3.2 the Board considers Roger Sowry, if re-elected, would qualify as an independent director. The Board considers that James Sclater and Susan Freeman-Green would, if elected, qualify as independent directors.

Item 3 REMUNERATION OF AUDITORS

1. To consider and if thought fit to pass the following **ordinary resolution**:

That the Directors be authorised to fix the fees and expenses of the Auditors of the Company for the financial year ending 30 June 2018.

EXPLANATORY NOTE:

Section 207T of the Companies Act 1993 provides that an auditor of a company is automatically reappointed at an annual meeting of the company unless the auditor is no longer qualified or the company takes steps not to reappoint the auditor. Accordingly, the Company's auditors, KPMG, will be automatically re-appointed to conduct the audit of the Company for the financial year ending 30 June 2018.

Section 207S of the Companies Act 1993 details the basis on how the fees and expenses of the auditor shall be set. In order to provide flexibility, your Directors recommend that they be authorised to determine the fees and expenses of the auditors.

Item 4 GENERAL BUSINESS

PLEASE NOTE:

An **ordinary resolution** is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote. All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. A proxy form is enclosed and completed forms (or, if a corporate shareholder prefers, a completed appointment of representative) must be received by Link Market Services, no later than 48 hours before the time of holding the meeting i.e. before 2:00pm on Monday 23th October 2017.

If you wish to mail the Proxy Form then please send it to our Share Registrar, Link Market Services Limited, using the reply-paid envelope provided. Alternatively, New Zealand based shareholders may fax the form to (09) 375-5990 or email the completed Proxy Form to meetings@linkmarketservices.com.

Shareholders can elect to vote their proxies online. To appoint your proxy and vote online, please visit the Link Market Services Investor Centre at:

<http://investorcentre.linkmarketservices.co.nz/voting/TTK>

You will require your CSN/Holder number and FIN to securely access the website. Follow the prompts to complete your proxy appointment and vote.

The Board appreciates your interest in TeamTalk and invites shareholders to join the Directors for light refreshments at the conclusion of the meeting.

By Order of the Board



Jason Bull
Chief Financial Officer

Roger Sowry ONZM

Roger became TeamTalk's Chairman in 2014.

He is a professional Director, and serves on several company boards;

- Chair of Homecare Medical; a nationwide privately owned Telehealth Service.
- Deputy Chair of Healthcare New Zealand; a nationwide company offering home support for the elderly and disabled.
- Board Member of Geneva Healthcare, a fully owned subsidiary of Healthcare New Zealand.
- Chairman of the Government Review into Civil Defence.

Roger has served on the Electricity Authority and is past Chair of WelTec and Whitireia Polytechnics.

He is currently Partner at Saunders Unsworth.

Roger was a Member of Parliament from 1990 to 2005 and held a number of Ministerial positions before he retired from parliament, moving to become Chief Executive of Arthritis New Zealand between 2005 – 2008.

James Sclater

James Sclater is a professional company director and trustee acting for a number of companies and investment trusts, including ProCare Health, Homecare Medical and Damar Industries. James is a chartered accountant and a member of Chartered Accountants Australia and New Zealand and the New Zealand Institute of Directors. Prior to 2009, James was chairman of Grant Thornton Auckland, where he was a business advisory services director for 18 years, specialising in small-to-medium enterprise accounting, taxation and management advice.

Susan Freeman-Greene

Susan is currently Chief Executive of Engineering New Zealand (formerly IPENZ) where she has been since February 2015. She is leading a transformation agenda to meet the challenges of supporting and promoting the engineering profession in a world of rapid change. With 20,000 members and a team of 65 that's been a significant undertaking. Susan was formerly Chief Executive of the Broadcasting Standards Authority and before that was a senior leader and Chief Mediator with the Human Rights Commission. Her professional background is in law (she still holds a Practising Certificate) and she practised for many years as a lawyer before adding to her repertoire by undertaking further training and practising as a mediator. She has had over 25 years' experience across the public and private sector in law (including in the commercial and employment areas) and in mediation. Her broad experience in many sectors, combined with the analytical skills of a lawyer and the influencing skills of a mediator, have given her a wide perspective and a broad set of skills to bring to leadership and governance.