

10 September 2018

Dear Shareholder

## **NOTICE OF ANNUAL MEETING**

Notice is given that the Annual Meeting of Shareholders of Snakk Media Limited (the **Company**) will be **held on Tuesday 25 September 2018** at the **Heritage Hotel, World Champions Team Room, 35 Hobson St, Auckland** at **9.30am**.

### **Business**

#### **Resolution 1 - Re-election of Mr. Robert Antulov as a Director of the Company.**

Mr. Antulov retires in accordance with NXT Market Rule 9 and, being eligible, offers himself for re- election. Accordingly, the Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr. Robert Antulov be re-elected as a Director of the Company.”

#### **Resolution 2 - Election of Mr. Brent King as a Director of the Company.**

Mr. King retires in accordance with NXT Market Rule 6 and, being eligible, offers himself for election. Accordingly, the Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr. Brent King be elected as a Director of the Company.”

#### **Resolution 3 – Auditor’s Remuneration**

The Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That the Board of Directors of the Company be authorised to fix the auditor’s (Staples Rodway) remuneration for the forthcoming year.”

By Order of the Board  
**SNACK MEDIA LIMITED**



**Heidi Aldred**  
**Company Secretary**

## **POSTAL VOTING, PROXIES AND REPRESENTATIVES**

Shareholders may exercise their right to vote at the Meeting by being present in person, casting a postal vote or by appointing a proxy to attend and vote in their place. A proxy need not be a Shareholder of the Company. A body corporate Shareholder may appoint a representative to attend the meeting on its behalf. A combined admission card and proxy/voting form is enclosed with this Notice of Meeting. If you wish to attend the Meeting and vote, please bring this admission card with you to the meeting.

You can submit your postal vote or appoint a proxy (and give that proxy your voting instructions) online at [www.investorvote.co.nz](http://www.investorvote.co.nz). You will be required for security purposes to enter your CSN/Securityholder Number and post code or country of residence (if outside New Zealand) to complete your online postal vote or proxy appointment.

If you wish to cast a postal vote or appoint a proxy you must complete your online vote or proxy appointment, or complete and sign the enclosed proxy/voting form and send it to the Company's share registrar, Computershare Investor Services Limited, no later than 48 hours prior to the commencement of the Meeting. A reply paid envelope is enclosed if mailing the proxy/voting form from within New Zealand. If you wish to deposit your proxy/voting form by fax, please send it to Computershare on fax (09) 488 8787.

Heidi Aldred, as the Company Secretary, has been authorised by the Board to receive and count postal votes at the Annual Meeting.

## **VOTING PROCEDURES**

Resolutions 1, 2 and 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting.

## **EXPLANATORY NOTES**

### **RESOLUTION 1: RE-ELECTION OF MR. ROBERT ANTULOV AS A DIRECTOR**

Mr. Antulov was first appointed to the Board in January 2016 as a Non-Executive Independent Director. In accordance with Market Rule 9 he retires and offers himself for re-election. The Board has determined that Mr. Antulov would be an independent director of the Company if reappointed.

Mr. Antulov is a highly accomplished Director with experience ranging across listed, private and not for profit enterprises, including a number of technology and media companies. He has extensive digital media expertise with strong capabilities in the implementation of technology-oriented growth strategies, most recently in programmatic advertising and online marketplaces. He also brings to Snakk specific M&A skills, having participated in over forty corporate transactions as either principal or advisor.

Currently Mr. Antulov provides corporate advisory services with Jacanda Capital, a specialist technology and media advisory firm operating in Australia and Asia. He is also a General Partner in 3eep Ventures, a boutique digital media incubator and investment fund. Previous corporate experience has included senior executive roles with Fairfax, Coca-Cola and Booz & Co.

### **RESOLUTION 2: ELECTION OF MR. BRENT KING AS A DIRECTOR**

Mr. King was appointed to the Board in July 2018 as a Non-Executive Independent Director and in accordance with Market Rule 6 retires and offers himself for election. The Board has determined that Mr. King would be an independent director of the Company if reappointed.

Mr. King is a highly experienced Non-Executive Director based in Auckland. He is currently the Managing Director of Investment Research Group Ltd, General Finance Ltd, Equity Investment Advisers, and King Capital Investment Corp Ltd. Mr. King's financial advisory experience includes listings, capital raisings, sales of entities (including Charlie's beverage group, and 42 Below Limited to Bacardi) and de-listing of companies on the NZX. He also has current experience working in Southeast Asia and extensive experience in regulatory matters associated with the NZX. Mr. King is an NXT advisor and is a Chartered Accountant.

His previous positions included Managing Director & CEO of Dorchester Pacific, Director of Charlie's Group Limited, Director of 42 Below Limited, Director of Chow Group, Director of NZ Cricket and Chair of Auckland Cricket.

**RESOLUTION 3: AUDITOR'S REMUNERATION**

It is intended that Staples Rodway will be automatically reappointed as the Company's auditor under section 207T of the Companies Act 1993 (**Act**). The Company proposes that the directors be authorised by way of ordinary resolution to fix Staples Rodway's remuneration as auditor for the following year for the purposes of section 207S of the Act.