

9 October 2018

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 Te Puni Room at Te Wharewaka, 2 Taranaki Street, Wellington on Thursday 25th of October 2018 commencing at 2.00pm.

Business

Item 1 ANNUAL REPORT

To present the financial statements and the Auditors' Report for the year ended 30 June 2018.

EXPLANATORY NOTE:

TeamTalk's 2018 Annual Report is available to view and download at www.teamtalkinvestor.co.nz.

Item 2 RE-ELECTION OF DIRECTORS

1. To consider and if thought fit to pass the following **ordinary resolution**:
*That **Nathan York** be re-elected as a director of the Company.*
2. To consider and if thought fit to pass the following **ordinary resolution**:
*That **Reg Barrett** be re-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, Nathan York and Reg Barrett will retire. Nathan and Reg, being eligible, have offered themselves for re-election.

Biographical notes on Nathan and Reg are attached to this notice.

In accordance with NZSX Listing Rule 3.3.2 the Board considers Nathan York and Reg Barrett, if re-elected, would qualify as independent directors.

Item 3 REMUNERATION OF AUDITORS

3. 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 2019.

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 2019.

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 (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 Tuesday 23rd October 2018.

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 scan and 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 Authorisation Code (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

Nathan York

Nathan has held a number of senior management and governance positions, primarily in the Maori and property sectors, and is currently the Chief Executive Officer at Bluehaven Group and Chair of the Ahu Whenua Trust, Whaiti Kuranui 2D4 Sec1B. He has extensive portfolio management and property development experience, having delivered a number of nationally recognised projects during his prior involvement at Tainui Group Holdings. Nathan has tribal affiliations to Ngāpuhi, Ngāti Raukawa/Tainui and Ngāti Tūwharetoa.

Reg Barrett

Reg is a Wellington based company director with assignments in both the commercial and Government sector in New Zealand and overseas. He is a former CEO of three organisations with Central and Regional government spanning 13 years, a military engineer career spanning 21 years and over 10 years' executive experience with Vodafone. He has had over 25 years' governance experience as both a Chairman and Director of commercial enterprises and specialist knowledge in civil engineering projects, telecommunications, supply chain, land transport and use of technologies as enablers for enterprises.