

29 September 2016

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 Waterfront Room on Level 1 of Macs Function Centre at 4 Taranaki Street, Wellington on Wednesday 19<sup>th</sup> of October 2016 commencing at 10:00am.

### **Business**

#### **Item 1 ANNUAL REPORT**

To present the financial statements and the Auditors' Report for the year ended 30 June 2016.

#### **EXPLANATORY NOTE:**

TeamTalk's 2016 Annual Report is available to view and download at [www.teamtalkinvestor.co.nz](http://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 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 **Geoff Davis** be re-elected as a director of the Company.*

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

*That **Tone Borren** be re-elected as a director of the Company.*

#### **EXPLANATORY NOTE:**

NZSX Listing Rule 3.3.6 states any person who is appointed as a Director by the Directors shall retire from office at the next annual meeting of the company but shall be eligible for election at that meeting. Accordingly Nathan York, having been appointed by the Directors in January 2016 retires and, being eligible, has offered himself for re-election.

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 Geoff Davis and Tone Borren retire. Both Geoff and Tone, being eligible, have offered themselves for re-election.

Biographical notes on each of Nathan, Geoff and Tone are included in the Company's 2016 Annual Report.

In accordance with NZSX Listing Rule 3.3.2 the Board considers that both Nathan York and Tone Borren would, if re-elected, qualify as independent directors. The Board

considers that Geoff Davis would, if re-elected, not qualify as an independent director.

### 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 2017.*

#### 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 2017.

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. A **special resolution** is a resolution passed by at least 75% 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 10:00am on Monday 17<sup>th</sup> October 2016.

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](mailto: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



Geoff Davis  
Director