

# Notice of Annual Meeting of Shareholders

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TRILGY  
INTERNATIONAL  
LIMITED

Trilogy International Limited (the Company) advises that its annual meeting of shareholders will be held on:

**Thursday, 28 September 2017 at 10.30am**

**Location:**

**The Maritime Room,  
Princess Wharf, Corner Quay  
and Hobson Street, Auckland**



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## The business of the meeting will be:

### RE-APPOINTMENT AND REMUNERATION OF AUDITORS

1. To record the re-appointment of PricewaterhouseCoopers (PwC) as the auditor of the Company, and to authorise the board of directors to fix the auditor's remuneration, for the forthcoming year.

### RE-ELECTION OF EXISTING DIRECTORS

To re-elect the following directors retiring by rotation under NZX Main Board Listing Rule 3.3.11:

Re-election of Grant Baker as director

2. Grant Baker retires by rotation under clause 26.1 of the Company's constitution and NZX Main Board Listing Rule 3.3.11. Grant Baker, being eligible, offers himself for re-election.

Re-election of Mandy Sigaloff as director

3. Mandy Sigaloff retires by rotation under clause 26.1 of the Company's constitution and NZX Main Board Listing Rule 3.3.11. Mandy Sigaloff, being eligible, offers herself for re-election.

## Notes on Voting

Resolutions 1 to 3 will be voted on by shareholders of the Company as ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of the votes cast of the shareholders entitled to vote and voting. The only persons entitled to vote at the annual meeting are registered shareholders as at 10.30am on 26 September 2017.



## Proxies and representatives

Shareholders may vote at the meeting either by being present in person 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.

If you wish to vote by proxy, you must either do so online at [www.investorvote.co.nz](http://www.investorvote.co.nz) by following the instructions on the enclosed proxy form or by delivering it to Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand, or by posting in to The Share Registrar, Trilogy International Limited, C/- Computershare Investor Services Limited, Private Bag 92119, Auckland 1142, New Zealand so as to be received at least 48 hours before the time for holding the meeting.

To direct your proxy how to vote on each resolution, you should tick the appropriate box on the enclosed proxy form. If voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions.

## Postal Votes and Electronic Voting

Instead of voting in person or by proxy, a shareholder may cast a postal vote on all or any of the matters to be voted on at the annual meeting. The board has authorised Computershare to receive and count postal votes at the meeting. A postal voting form is enclosed with this notice (combined with the proxy form). If you wish to cast a postal vote you must either:

- vote online via [www.investorvote.co.nz](http://www.investorvote.co.nz) following the instructions in the Proxy/Voting Form, not less than 48 hours before the start of the annual meeting; or
- complete the form and send it to Computershare Investor Services Limited, in accordance with the instructions set out on the form.

## Explanatory notes to notice of annual meeting of shareholders

### RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS

Under Listing Rule 3.3.11, and in accordance with the Company's constitution, one third of the Company's directors must retire by rotation at the annual meeting. If the directors are eligible, they may offer themselves for re-election by shareholders at the meeting. In this case, Grant Baker and Mandy Sigaloff retire by rotation and, being eligible, offer themselves for re-election by shareholders at the annual meeting.



**Grant Baker**

Grant was the Executive Chairman of 42 Below Limited before its sale to Bacardi in 2006 and has experience within numerous New Zealand businesses. He has previously held a number of senior business positions, including Chief Executive and Executive Director of Blue Star Group Limited, Chairman and founding Director of EFTPOS retailer Netco Limited, as well as serving as Executive Chairman of Empower Limited. Grant is currently Chairman of Turners Limited and Chairman of the New Zealand cancer charity GICI (Gastro Intestinal Cancer Institute Limited).



**Mandy Sigaloff**

Mandy comes from a media background, publishing magazines in both UK and Australia for Emap PLC before moving into digital media in the boom of 2000. She launched OSOYOU for Bright Station Ventures, which become part of the biggest online fashion network in Europe. She lives in Australia where she was listed as Business Woman of the Year in 2012 by Australia's Dynamic Business. Mandy runs an advertising agency, launches websites and consults in e-commerce and digital marketing. She is a Member of Australian Institute of Company Directors (MAICD).

### RESOLUTION 3 – APPOINTMENT OF AUDITORS

PwC is automatically reappointed as auditor of the Company under section 207T of the Companies Act 1993. The proposed resolution seeks shareholder confirmation of this and empowers the directors to set the remuneration of the auditors.

**Grant Baker**

CHAIRMAN  
TRILOGY INTERNATIONAL LIMITED

15 September 2017