

Amsterdam, May 11, 2016

**Notice of Annual General Meeting 2016**

Notice is given that the Annual General Meeting (“AGM”) of Trader Media East Limited (“TME” or the “Company”) will be held at its headquarters at *Karspeldreef 6B 1101 CJ Amsterdam, The Netherlands* at 10:00 am (CET) in **June 13, 2016** for the following purposes:

**ORDINARY BUSINESS**

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

**Re-appointment of directors**

1. To re-appoint Vuslat Sabancı as a director, and Chairwoman of the Company;
2. To re-appoint Turhan Cemal Beriker as a director and Vice-Chairman of the Company;
3. To re-appoint Özlem Munanoğlu-Mertoğlu as a Director of the Company; and
4. To re-appoint Kamil Nurettin Özörnek as a Director of the Company.

**Appointment of auditor**

5. To appoint an auditor to the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the financial statements and accounts are laid before the Company.
6. To authorise the directors to determine the remuneration of the auditor.

**Receiving of financial statements**

7. To receive and consider the audited financial statements and accounts of the Company and the responsibility statement of the directors, and the reports of the directors and auditors for the financial period ending in December 31, 2015.

**Discharging directors**

8. To consider and authorize to discharge from liability of the Directors in respect of their duties performed during the year 2015.

**Non-distribution of dividends**

9. To consider and authorize not to distribute dividends for the fiscal year of 2015.

**SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions.

**Purchase of own shares**

10. THAT the Company be and is generally and unconditionally authorised for the purposes of Article 57 of the Companies (Jersey) Law as amended to make one or more purchases on the London Stock Exchange ("LSE") of shares of US\$ 0.16 each or Global Depositary Receipts ("GDRs"), representing such shares in the capital of the Company provided that:
- (a) The maximum aggregate number of shares authorised to be purchased is two million and five hundred thousand (2,500,000) shares each representing five percent (5%) of the Company's issued ordinary share capital;
  - (b) The maximum price which may be paid for a share shall not be more than the higher of:
    - (i) US\$ 0.16 (par value); or
    - (ii) the sum of the shareholders' surplus (as set out in the most recent quarterly financial statements of the Company available as at the date of the relevant repurchase) divided by the total number of shares in the capital of the Company in issue immediately before the relevant repurchase;
  - (c) Unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next AGM or twelve (12) months from the date of passing this resolution, if earlier; and
  - (d) The Company may make a contract or contracts to purchase shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of shares in pursuance of any such contracts provided that such purchase is completed before the date which is eighteen (18) months from the date of passing this resolution.

**Reduction of capital**

11. THAT the share premium account maintained in respect of the ordinary shares in the Company (referred to in the Company's December 31, 2015 financial statements as "additional paid-in capital") be cancelled in its entirety by transferring the sum of US\$ 696,800,000 standing to the credit of the said share premium account to the credit of the Company. The purpose of this transfer is to make use of the Company's "additional paid-in-capital" to decrease the level of "accumulated losses" appearing in the Company's account in order to simplify the Company's accounts and to prepare the financial tables for the future possible dividend distribution.

**Measures and Actions to strengthen the equity capital**

12. THAT the Company Directors and its Management are taking all the necessary measures and actions to strengthen the Company's equity; such as increasing the share capital of the Company (debt to equity conversion); re-negotiating the rates and terms of the bank loans; supporting organizational changes and improving efficiency etc.

**Registered office:**

SANNE Group Corporate Team  
13 Castle Street  
St. Helier Jersey JE4 5UT  
Channels Islands

**BY ORDER OF THE BOARD****Dr. Hakan Hanli**

General Secretary & Counsel  
Amsterdam, The Netherlands  
May 11, 2016

NOTES

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and speak at the meeting and to vote instead of him (whether or a show of hands or on a poll). A proxy need not be a shareholder. A form of proxy is enclosed with this document, which should be completed in accordance with the instructions printed thereon. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of such power of attorney/representation or other authority certified as a true copy to the satisfaction of the Company Secretary), must be deposited at the registered office of the Company, *13 Castle Street St. Helier Jersey JE4 5UT Channels Islands (Attentions: Mrs. Charlotte Smaller and/or Mrs. Ella O'Sullivan)* not less than 48 hours before the time appointed for the holding of the AGM.
3. If the AGM is adjourned through want of a quorum, the adjourned meeting will be held at *Karspeldreef 6B 1101 CJ Amsterdam, The Netherlands* at 10:00 am (CET) in June 13, 2016.
4. Inspection of documents: Copies of the following are enclosed herewith: TME Annual Report and financial statements for the year ended December 31, 2015.
5. The documents listed in note 4 above, (together with a copy of the current memorandum and articles of association of the Company) are available for inspection at the Company's registered office. Please contact: **Mrs. Charlotte Smaller** and/or **Mrs. Ella O'Sullivan**, Trader Media East Limited, SANNE Group Corporate Team at *13 Castle Street St. Helier Jersey JE4 5UT Channels Islands* on Tel: +44 1534 750565; or contact: **Dr. Hakan Hanli** (Company General Secretary & Counsel) on Tel: +31 35 699 1760 or +90 212 449 6461.
6. Facsimile or e-mail copies of the form of proxy will **not** be accepted.
7. It is proposed that the Chairwoman will demand a poll be taken forthwith in respect of each resolution.

**EXPLANATORY NOTES****Resolutions 1 and 4****Re-appointment of directors and fees**

- Resolutions 1 to 4 are seeking authority, in accordance with the Company's articles of association, all the existing directors retire from office at each AGM. Each of Vuslat Sabancı, Turhan Cemal Beriker, Özlem Munanoğlu-Mertoğlu and Kamil Nurettin Özörnek has indicated that s/he is willing to act and offer her/himself for re-appointment. The board of directors is satisfied that the performance, contribution and commitment of each of the above directors are such that they merit re-appointments.
- The Chairwoman and Vice-Chairman receives a fixed annual fee of EUR€ 20,000 paid on a quarterly basis. Each of the other director receives a fixed annual fee of EUR€ 10,000 paid on a quarterly basis. Members of the Audit Committee and/or Corporate Governance Committee are paid an attendance fee of EUR€ 1,000 per meeting attendance. The directors are paid out of the funds of the Company their travelling and other expenses properly and necessarily expended by them in attending board meetings or shareholder meetings or otherwise on the affairs of the Company.

**Resolutions 5 and 6****Appointment of auditor and auditor remuneration**

- Resolutions 5 and 6 are seeking authority for the directors to fix the remuneration of the Company's new auditor. This is a separate resolution to the appointment of the auditor in line with current best practice. The proposed level of remuneration expected to be paid to the auditor will be supplied to shareholders at the AGM.

**Resolution 7****Receiving of financial statements**

- Resolution 7 is seeking authority to receive the financial statements and accounts of the Company and the reports for the financial period ending on December 31, 2015.

**Resolution 8****Discharging directors**

- Resolution 8 is seeking authority to discharge from liability of the Directors in respect of their duties performed during the year 2015.

**Resolution 9****Non-distribution of dividends**

- Resolution 9 is seeking authority not to distribute dividends for the fiscal year of 2015.

**Resolution 10 (Special)****Purchase of own shares**

- Resolution 10 is seeking authority to put in place a new authority to enable the Company to make market purchases of up to two million and five hundred thousand (2,500,000) shares of US\$ 0.16, each representing five percent (5%) of the Company's issued ordinary share capital as at May 11, 2016, or Global Depositary ("GDRs"), representing such shares. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable which reflect the requirements of the provisions of Article 57 of the Companies (Jersey) Law 1991, as amended.
- The maximum price which may be paid for a share shall not be more than the higher of: (i) US\$ 0.16 (par value); or (ii) the sum of the shareholders' surplus (as set out in the most recent quarterly financial statements of the Company available as at the date of the relevant repurchase) divided by the total number of shares in the capital of the Company in issue immediately before the relevant repurchase.

- The Company will only exercise the power of purchase after careful consideration and in circumstances where, in the light of market conditions prevailing at the time, it is satisfied that it is in the best interests of the Company and of its shareholders generally to do so and where there would be a resulting increase in earnings per share. The Directors intend to keep under review the potential to purchase shares.
- If granted, the authority conferred shall expire at the conclusion of the Company's next AGM or twelve (12) months from the date of passing this resolution, if earlier.

**Resolution 11 (Special)**  
**Reduction of capital**

- Resolution 11 is seeking authority to transfer sums standing to the credit of the Company's share premium account (which is referred to in the Company's December 31, 2015 financial statements as the "additional paid-in capital") to the Company's "Accumulated losses". Under Jersey law, such a transfer out of the Company's share premium account needs to be approved by the Company as a capital reduction. The purpose of this transfer is to make use of the Company's "additional paid-in-capital" to decrease the level of "accumulated losses" appearing in the Company's account in order to simplify the Company's accounts and to prepare the financial tables for future possible dividend distributions.

**Resolution 12 (Special)**  
**Measures and Actions to strengthen the equity capital**

- Resolution 12 is seeking authority to inform the investors about the measures and actions taken by the Company Directors and its Management to strengthen the Company's equity.

# TRADER MEDIA EAST LIMITED

TRADER MEDIA EAST LIMITED  
("TME" or the "Company")

## FORM OF PROXY

For use at the Annual General Meeting ("AGM") of the Company to be held at its headquarters at *Karspeldreef 6B 1101 CJ Amsterdam, The Netherlands* at 10:00 am (CET) in **June 13, 2016** and any adjournment thereof.

**Please refer to the accompanying Notice of Meeting (which contains the full text of the resolutions) and explanatory notes before completing this Form of Proxy.**

I/We [*<name in block letters>*] .....

of [*<address in block letters>*] .....

being (a) member(s) of the above named Company, hereby appoint the Chairman/woman of the Meeting or\* [*<name in block letters>*] .....

as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held at 10.00 am (CET) in June 13, 2016 and at any adjournment thereof or on a poll in respect of [*<insert number>*]\*\* ..... ordinary shares in the capital of the Company.

\* An alternative proxy may be named if desired – delete as appropriate. A proxy need not be a member of the Company.

\*\* If you appoint more than one proxy then you will need to specify the number of ordinary shares in respect of which the named proxy is entitled to vote. If you only appoint one proxy you do not need to specify the number of ordinary shares you hold.

I/We direct my/our proxy to vote as follows:

Resolutions	For	Against	Abstain
1. Re-appointment of Vuslat Sabancı as director and the Chairwoman of the Company.			
2. Re-appointment of Turhan Cemal Beriker as director and Vice-Chairman of the Company.			
3. Re-appointment of Özlem Munanoğlu-Mertoğlu as director of the Company.			
4. Re-appointment of Kamil Nurettin Özörnek as director of the Company.			
5. Appointment of an Auditor to the Company to hold office from the conclusion of the AGM to the conclusion of the next meeting at which financial statements are laid before the Company.			
6. Authority for directors to determine the remuneration of the Auditor.			

## TRADER MEDIA EAST LIMITED

7.	Receipt of financial statements and accounts of the Company and the reports for the financial period ending on December 31, 2015.			
8.	Authority to discharge from all liabilities of the directors, duties performed during year 2015.			
9.	Authority not to distribute dividends for fiscal year 2015.			
10.	Authority for directors to purchase the Company's shares.			
11.	Approval of the capital reduction.			
12.	Approval of the measures and actions to strengthen the equity capital.			

**May 11, 2016**

**Shareholder signature:** .....

**Capacity (if applicable):** .....

If you signing this form as a director or officer of a body corporate or other entity, please indicate in what capacity you are signing and for whom you are signing e.g. "Director of \_\_\_\_\_ Limited" or "Director of \_\_\_\_\_ Limited as general partner of \_\_\_\_\_ Limited Partnership").

## Notes

1. Please indicate with an 'X' in the appropriate box how you wish the proxy to vote.
2. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
  - (a) on the resolutions referred to in this Form of Proxy if no instruction is given in respect of such resolutions; and
  - (b) on any business or resolution considered at the meeting other than the resolutions referred to in this Form of Proxy.
3. To be valid this Form of Proxy and power of attorney or other authority (e.g. board minutes, delegated authority or authorised signatory list) under which it is executed (or a certified copy of such power of attorney or other authority) must be lodged at the registered office of the Company at Jersey Corporate Team at *13 Castle Street St. Helier Jersey JE4 5UT Channels Islands (Attentions: Mrs. Charlotte Smaller and/or Mrs. Ella O'Sullivan)* not later than 48 hours before the time appointed for the AGM, adjourned meeting or for the taking of a poll. Completing and returning this Form of Proxy will not prevent you from attending the meeting and voting in person if you so wish.
4. A Form of Proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by the corporation.
5. In the case of joint holders, the name of all the joint holders should be stated in the Form of Proxy and all should sign it. Joint holders should elect one of their number to represent them in person or by proxy in their name. In default of such election, the vote of the senior who tends a vote in person or by proxy will be accepted to the exclusion of the votes of other joint holder(s). For this purpose seniority is determined by the order in which the names appear in the register of shareholders.
6. A proxy may be revoked by: (i) giving the Company notice in writing deposited at the Company's registered office at Jersey Corporate Team at *13 Castle Street St. Helier Jersey JE4 5UT Channels Islands (Attentions: Mrs. Charlotte Smaller and/or Mrs. Ella O'Sullivan)* before the commencement of the AGM or adjourned meeting or the taking of the poll at which the proxy is used; (ii) depositing a new Form of Proxy with the Company's before the commencement of the Annual General Meeting or adjourned meeting or the taking of the poll at which the proxy is used (although it should be noted that the new Form of Proxy will only be a valid proxy, as opposed to being capable of revoking an earlier Form of Proxy, if deposited not later than forty-eight (48) hours before the time appointed for the AGM or adjourned meeting or for the taking of a poll); and (iii) attending and voting in person.
7. Facsimile or email copies of this Form of Proxy will **not** be accepted.

<u>FOR OFFICE USE ONLY</u>	
Register No	<input type="text"/>
Holding	<input type="text"/>