

Amsterdam, 03 July 2019

Notice of Annual General Meeting 2019

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 Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at 10:00 am (CET) on **July 30, 2019** for the following purposes:

ORDINARY BUSINESS

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

Changes to the Board of Directors and Re-appointment

1. To re-appoint Fatih Berber as a director and Chairman of the Company;
2. To appoint Sandra Appelman as a director and Vice-Chairwoman of the Company;
3. To appoint Erik Reijnierse as a director of the Company;

Re-appointment of Auditor

4. To re-appoint PriceWaterhouseCoopers LLP as Auditor of 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.
5. To authorize the directors to determine the remuneration of the Auditor.

Receiving of financial statements

6. 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 on December 31, 2018.

Discharging Directors

7. To consider and authorize to discharge from liability of the Directors in respect of their duties performed during the 2018 calendar year.

Non-distribution of dividends

8. To consider and authorize not to distribute dividends for the financial year ending on December 31, 2018.

SPECIAL BUSINESS

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

Purchase of own shares

9. THAT the Company be and is generally and unconditionally authorized for the purpose 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 in the capital of the Company represented by Global Depository Receipts ("GDRs"), provided that:
- (a) The maximum aggregate number of GDRs authorized to be purchased is up to and including the total number of GDRs traded on the LSE immediately before the relevant repurchase;
 - (b) The maximum price which may be paid for a GDR 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;
 - (d) The minimum price which may be paid for a GDR shall not be less than US\$ 0.16; and
 - (e) The Company may make a contract or contracts to purchase GDRs 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 GDRs 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.

Registered office:

SANNE Group Corporate Team
IFC 5, St. Helier, Jersey, JE1 1ST
Channel Islands



BY ORDER OF THE BOARD

E. Ekin Çayhan, M.A., LL.M.

General Secretary & Counsel
Amsterdam, the Netherlands
June 28, 2019

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, IFC 5, St. Helier, Jersey, JE1 1ST Channel Islands (Attentions: Ms. Anne Flowers and/or Mr. Craig Bell) 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 Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at 10:00 am (CET) the date, and time and place, as the directors of the Company otherwise determine.
4. Inspection of documents: Copies of the following are enclosed herewith: TME Annual Report and financial statements for the year ended December 31, 2018.
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: **Ms. Anne Flowers** and/or **Mr. Craig Bell**, Trader Media East Limited, SANNE Group Corporate Team at *IFC 5, St. Helier, Jersey, JE1 1ST Channel Islands* on Tel: +44 1534 710211 or contact **E. Ekin Çayhan** (Company General Secretary & Counsel) on Tel: +90 212 449 6445.
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 to 3

Changes to the board and re-appointment of directors

- In accordance with the Company's articles of association, all the existing directors retire from office at each AGM. Fatih Berber has indicated his willingness to continue to act and has offered himself for re-appointment. The board of directors is satisfied that his performance, contribution and commitment is such that he merit re-appointment. Resolution 1 is therefore proposed to re-appoint Fatih Berber as director of the Company.
- Resolution 2 and 3 are proposed to appoint Erik Reijnierse and Sandra Appelman as directors of the Company. Sandra Appelman is also proposed to hold Vice-chairwoman position of the Board. Mr. Reijnierse has extensive banking experience and holds a Master of Business Economics degree. Ms. Appelman has extensive experience in international corporate structure business and holds a Bachelor degree of Economics.

Resolutions 4 and 5

Re-appointment of auditor and auditor remuneration

- Resolutions 4 and 5 are seeking authority for the directors to fix the remuneration of the Company's auditor. This is a separate resolution to the re-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 6

Receiving of financial statements

- Resolution 6 is seeking authority to receive the financial statements and accounts of the Company and the reports for the financial period ending on December 31, 2018.

Resolution 7

Discharging Directors

- Resolution 7 is seeking authority to discharge from liability the Directors in respect of their duties performed during the 2018 calendar year.

Resolution 8

Non-distribution of dividends

- Resolution 8 is seeking authority not to distribute dividends for the financial year ending on December 31, 2018.

Resolution 9 (*Special resolution*)

Purchase of own shares

- Resolution 9 is seeking authority to put in place a new authority to enable the Company to make market purchases of up to and including the total number of Global Depository Receipts (GDRs) traded on London Stock Exchange ("LSE"). 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)

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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 GDRs.
- 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.



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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 Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at 10:00 am (CET) on July 30, 2019 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) on July 30, 2019 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 Fatih Berber as Director and the Chairman of the Company. | | | |
| 2. Appointment of Sandra Appelman as Director and the Vice-Chairwoman of the Company. | | | |
| 3. Appointment of Erik Reijnierse as Director of the Company. | | | |
| 4. Re-appointment of PriceWaterhouseCoopers LLP as Auditor of 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. | | | |
| 5. Authority for directors to determine the remuneration of the Auditor. | | | |
| 6. Receipt of financial statements and accounts of the Company and the reports for the financial period ending on December 31, 2018. | | | |
| 7. Authority to discharge from all liabilities of the directors, duties performed during the 2018 calendar year. | | | |



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| 8. Authority not to distribute dividends for the financial year ending on December 31, 2018. | | | |
| 9. Authority for directors to purchase GDRs. | | | |

Date: .../.../2019

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").



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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 IFC 5, St. Helier, Jersey, JE1 1ST Channels Islands (*Attentions: Ms. Anne Flowers and/or Mr. Craig Bell*) 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 IFC 5, St. Helier, Jersey, JE1 1ST Channels Islands (*Attentions: Ms. Anne Flowers and/or Mr. Craig Bell*) 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 before the commencement of the AGM 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.

FOR OFFICE USE ONLY

Register No

Holding