

Amsterdam, 28 October 2020

## Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting (“EGM”) of Trader Media East Limited (“TME” or the “Company”) will be held at its headquarters at Luna ArenA, Herikerbergweg 238, 1101 CM , The Netherlands at 12:00 am (CET) on **November 16, 2020** for the following purposes:

### ORDINARY BUSINESS

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

#### **Change to the Auditor**

1. To cancel appointment of Vizyon Grup Bağımsız Denetim A.Ş. as Auditor of the Company.
2. To appoint AO PricewaterhouseCoopers Audit (“Pwc”) as Auditor of the Company to hold office from the conclusion of the EGM to the conclusion of the next meeting at which financial statements are laid before the Company.
3. To authorize the directors to determine the remuneration of the Auditor.

#### **Registered office:**

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

**NOTES**

1. A shareholder entitled to attend and vote at the EGM 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. Leanne Allison and/or Mr. Craig Bell) not less than 48 hours before the time appointed for the holding of the EGM.
3. If the EGM is adjourned through want of a quorum, the adjourned meeting will be held at Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at 12:00 am (CET) the date, and time and place, as the directors of the Company otherwise determine.
4. Facsimile or e-mail copies of the form of proxy will not be accepted.
5. It is proposed that the Chairwoman will demand a poll be taken forthwith in respect of each resolution.

**EXPLANATORY NOTES**

**Resolutions 1**

**Change to the Auditor**



Resolutions 1 is 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 EGM.



# TRADER MEDIA EAST LIMITED

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

### FORM OF PROXY

For use at the Extraordinary General Meeting ("EGM") of the Company to be held at its headquarters at Luna ArenA, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands at 12:00 am (CET) on November 16, 2020 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 EGM of the Company to be held at 12.00 am (CET) on November 16, 2020 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:

1. To appoint AO PricewaterhouseCoopers Audit ("Pwc") as Auditor of the Company to hold office from the conclusion of the EGM to the conclusion of the next meeting at which financial statements are laid before the Company.

Resolutions	For	Against	Abstain
1. (i)Cancellation the appointment of Vizyon Grup Bağımsız Denetim A.Ş. as Auditor of the Company and (ii)appointment of Price Waterhouse Coopers ("Pwc") as Auditor of the Company to hold office from the conclusion of the EGM to the conclusion of the next meeting at which financial statements are laid before the Company.			

Date: ..../..../2020

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 IFC 5, St. Helier, Jersey, JE1 1ST Channels Islands (*Attentions: Ms. Leanne Allison and/or Mr. Craig Farrell*) not later than 48 hours before the time appointed for the EGM, 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. Leanne Allison and/or Mr. Craig Bell*) before the commencement of the EGM 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 EGM 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 EGM 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.

<b><u>FOR OFFICE USE ONLY</u></b>	
<b>Register No</b>	<input style="width: 80%;" type="text"/>
<b>Holding</b>	<input style="width: 80%;" type="text"/>