



SNK – Meeting

1 September 2014

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF SNAKK MEDIA LIMITED

Notice is hereby given to all Shareholders that the Annual Meeting of Shareholders (**Meeting**) of Snakk Media Limited (**Snakk Media** or **Company**) will be held in the Sir Paul Reeves Building, AUT University, City Campus, Governor Fitzroy Place, Te Iringa room (WG308) on Tuesday, 16<sup>th</sup> September 2014 at 4:30 pm.

### Business

**A. Chairman's Introduction**

**B. Financial Statements**

To receive and consider the financial statements and the auditors' report for the year ended 31 March 2014 as contained in the Company's 2014 annual report.

**C. Resolutions**

To consider, and if thought fit, to pass, the following ordinary resolutions:

**Resolution 1 - Re-election of Mr. Derek Handley as a Director of the Company**

Mr. Handley retires in accordance with NZAX Listing Rule (**Rule**) 3.2.6 and the Constitution of the Company, and being eligible, offers himself for re-election. Accordingly, the Shareholders of the Company are requested to consider and, if thought fit, pass the following resolution as an ordinary resolution:

*"That Mr. Handley be re-elected as a Director of the Company."*

**Appointment of Auditor and Auditor's Remuneration**

It is proposed to consider and, if thought fit, to pass the following ordinary resolution:

**Resolution 2 – "THAT** Staples Rodway be appointed as auditor of the Company pursuant to section 207T of the Companies Act 1993 on such terms as to fees and expenses as are determined by the Directors of the Company."

**D. CEO Review and Trading Update**

**E. General Business**

Shareholders may submit written questions to be considered at the Annual Shareholders Meeting. See the Explanatory Memorandum below for further information.

By Order of the Board

ENDS

**Contact:**

Investors:

Malcolm Lindeque, Company Secretary, 021 464 392, [investors@snakkmedia.com](mailto:investors@snakkmedia.com),

## **PROXIES AND REPRESENTATIVES**

Shareholders may exercise their right to vote at the Meeting either by being present in person or by appointing a proxy to attend and vote in your 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. A combined admission card and proxy form is enclosed with this Notice of Meeting. If you wish to attend the Annual Shareholders Meeting and vote, please bring this admission card with you to the meeting.

If you wish to vote by proxy you must complete and sign the proxy form and send it to the Company's share registrars, Computershare Investor Services Limited, no later than 48 hours prior to commencement of the Meeting. A reply paid envelope is enclosed if mailing the proxy form from within New Zealand. If you wish to deposit your proxy by fax, please send it to Computershare on fax (09) 488 8787.

## **EXPLANATORY NOTES**

### **RESOLUTION 1: RE-ELECTION OF MR. DEREK HANDLEY AS A DIRECTOR**

Mr. Derek Handley is retiring by rotation and offers himself for re-election. The Board has determined that Mr. Derek Handley is an Executive Director and does not qualify as an Independent Director. The Board unanimously recommends that shareholders vote in favour of his re-election.

In 2001, Derek founded one of the first companies in the world that recognised the power of mobile devices for connecting consumers, brands and mass media called The Hyperfactory. It is the most awarded mobile agency globally and was listed by Entrepreneur Magazine as one of the Top 100 Brightest Ideas of 2010 and Brandweek's 10 Biggest Ideas of 2008. Meredith Corporation (NYSE:MDP) acquired the company in 2010.

Derek has won several awards recognising his success in business including New Zealand Herald Business Leader of the Year, Ernst & Young New Zealand 'Young Entrepreneur' of the Year, PWC Hi-Tech Young Achiever of the Year, and a Sir Peter Blake Trust Leader. He has also been named one of the most influential technology people in New York, making the list of the 'Silicon Alley 100' in 2011.

In December 2011, Derek Handley donated two years of his life to work with Sir Richard Branson, Arianna Huffington, Unilever CEO Paul Polman and many others to help create what is now The B Team – a global leadership collective on a mission to catalyse a better way of doing business for the wellbeing of people and the planet.

He also carries the B-Team vision with him as an Adjunct Executive Professor at AUT University, Chair and Co-Founder of NZAX-listed B-Corp Snakk Media, Board Director at Sky Television, founder of late-stage technology investment fund Iliad, New Zealand Arts Foundation Trustee, and as an Astronaut-in-Waiting at Virgin Galactic.

### **RESOLUTION 2: AUDITOR APPOINTMENT AND REMUNERATION**

It is prudent governance to undertake a review of the provision of audit services on a regular basis and the Board undertook a thorough review of the audit services provided to the Company and its subsidiaries earlier this year. Due to the size of the business the tender was opened to mid-tier audit service firms to provide proposals. PwC our previous auditor, did not tender for the audit.

The outcome of the review was the selection of Staples Rodway as the preferred supplier.

Accordingly, the Board proposes that the Company appoint Staples Rodway as auditor of the Company in place of PricewaterhouseCoopers in accordance with section 207T of the Companies Act 1993. Staples Rodway has indicated its willingness to act as auditor of the Company. The proposed ordinary resolution also authorises the Board to fix the fees and expenses of the auditor for the ensuing year.

## **GENERAL BUSINESS**

Shareholders may submit written questions to be considered for answering at the Annual Shareholders Meeting. Written questions should be sent by post to "ASM Questions", Snakk Media Limited, PO Box 302430, North Harbour, Auckland 0751, or by email to [investors@snakkmedia.com](mailto:investors@snakkmedia.com). The Company reserves the right not to consider any written question that, in the Board's opinion, is not reasonable in the context of an Annual Shareholders Meeting or any question received fewer than five working days prior to the Annual Shareholders Meeting (i.e. after 8 September 2014).