

3 December 2013

Nathan Bartrop  
Senior Adviser, Listings Compliance  
ASX  
2 Bridge Street  
SYDNEY

Dear Nathan

**Trade Me Group Limited (TME) – Appendix 3Y**

Thank you for your letter of 3 December. In response to your query regarding the late filing of Appendix 3Y for a director's share purchase, I can advise:

I asked Gail Hambly for approval of the completed Appendix 3Y on 22 November 2013, following her notification to me of her share purchase.

Gail responded by email (confirming her approval) on Thursday 28 November but her email was overlooked while I was travelling, and was not actioned immediately. I discovered the error on Saturday 30 November and filed the Appendix 3Y early on Monday morning, before market opening.

The error was entirely mine. I have put in place an alert system to ensure there is no recurrence of the issue, and am confident it will not happen again.

Yours sincerely



Sarah Hard  
Company Secretary

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3 December 2013

Ms Sarah Hard  
Company Secretary  
Trade Me Group Limited  
C/- Fairfax Media Limited  
Level 5, 1 Darling Island Road  
Pyrmont NSW 2009

By Email

Dear Sarah

**Trade Me Group Limited (the "Company")**

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 2 December 2013 for Ms Gail Hambly ( the "Director Notice");
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*

3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

*An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.*

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4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Director Notice indicates that Ms Hambly's notifiable interest changed on 21 November 2013. It appears that the Director Notice should have been lodged with ASX by 28 November 2013. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Director Notice was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.D.T.) on Friday, 6 December 2013.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

<sent electronically without signature>

Nathan Bartrop  
Senior Adviser, Listings Compliance

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