

**LETTER FROM THE CHAIRMAN**

23 September 2014

Trade Me, Level 5,  
2 Market Lane  
Wellington  
NEW ZEALAND

Dear shareholder

I am pleased to invite you to the third annual shareholder meeting of Trade Me Group Limited ("Trade Me") to be held at 4pm on Wednesday 29 October 2014 at Mac's Function Centre, 4 Taranaki Street, Wellington.

Trade Me CEO Jon Macdonald and I will speak briefly about the company's performance during 2014 and plans for 2015. We welcome any questions you may have.

In the formal part of the meeting, you will be asked:

- To vote to authorise the Board to set the remuneration of the auditors;
- To re-elect Joanna Perry as a director; and
- To re-elect me as a director.

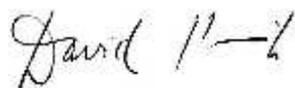
Joanna and I are both retiring by rotation at this meeting and standing again for re-election. You can read about our respective backgrounds and experience in the Meeting Notes enclosed with this letter.

If you cannot attend the meeting, I encourage you to complete the Proxy Form and vote online before 4pm on Monday 27 October 2014. Alternatively, please complete the Proxy Form and return it to Link Market Services.

**For shareholders attending the meeting, please bring the enclosed Proxy/Admission Form with you to help us with your registration on the day.**

Please join the Trade Me directors and staff for a drink and a bite to eat after the meeting. I look forward to seeing you next month.

Yours sincerely,



David Kirk  
Chairman

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## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of shareholders of Trade Me Group Limited will be held at 4pm (NZ time) on Wednesday 29 October 2014 at Mac's Function Centre, 4 Taranaki Street, Wellington.

### Items of business

- A. The Chairman's introduction;
- B. Addresses to shareholders;
- C. Shareholder discussion;
- D. Resolutions.

### Resolutions

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

- 1. That the Board is authorised to fix the auditors' remuneration;
- 2. That Joanna Perry be re-elected as a director of Trade Me.
- 3. That David Kirk be re-elected as a director of Trade Me.

Further information relating to these resolutions is set out in the Meeting Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

By order of the Board.



David Kirk  
Chairman  
23 September 2014

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## MEETING NOTES

### Resolution 1: Appointment of auditors and auditors' remuneration

Section 207S of the Companies Act 1993 states that the auditor's fees and expenses must be fixed by the company or in the manner that the company determines at a shareholders' meeting. In this case, shareholders are being asked to resolve that the directors are authorised to fix the auditors' remuneration.

### Resolutions 2 and 3: Re-election of Directors

Two non-executive directors are retiring by rotation and standing for re-election. David Kirk is Trade Me's Chairman and was appointed to the Board in October 2011, immediately prior to the company's IPO. He stands for re-election for the first time.

Joanna Perry was appointed at the same date and was re-elected to the board in October 2012. She retires by rotation and offers herself for re-election again this year.

The Board unanimously supports their re-election.

### Profile: David Kirk



Non-executive director  
Independent  
Appointed 13 October 2011

Chairman  
Chair of the Human Resources & Compensation  
Committee and Nominations Committee  
Member of the Audit & Risk Management Committee

David is the co-founder and managing partner of Bailador Investment Management, chairman of Hoyts Group, chairman of Kathmandu and a director of Forsyth Barr, and Bailador investee companies SMI, Online Ventures (trading as SiteMinder) and Viocorp. He is also chairman of trustees of Sydney Grammar School, and a director of both the Sydney Medical School Foundation and FoodShare.

David was the CEO of Fairfax Media from 2005 to 2008. He was also the CEO and managing director of PMP Limited from 2003 to 2005 and the regional president of Australasia for Norske Skog from 2000 to 2003. David worked for Fletcher Challenge Paper and Fletcher Challenge Energy in senior executive roles in New Zealand and Australia from 1995 to 1999. He was chief policy advisor to the Prime Minister of New Zealand from 1992 to 1994 and a management consultant with McKinsey & Company in London from 1989 to 1991.

David holds a medical doctorate from the University of Otago and a Master of Arts (Philosophy, Politics and Economics) from Oxford University. He is also a Rhodes Scholar.

He lives in Sydney, Australia.

## Profile: Joanna Perry



Non-executive director  
Independent  
Appointed 13 October 2011

Chair of the Audit & Risk Management Committee  
Member of the Human Resources & Compensation  
Committee and Nominations Committee

Joanna has extensive governance experience and is the deputy chair of Genesis Energy. Her independent directorships include Kiwi Income Property Trust, The Co-operative Bank, Sport New Zealand, Partners Life and Rowing New Zealand.

She is also Board adviser to Tainui Group Holdings, chairman of the Investment Advisory Panel of the Primary Growth Partnership and the chair of the IFRS Advisory Council.

Prior to focusing on her directorships, Joanna was a senior partner in the global audit, tax and advisory firm KPMG. She was a member of the Securities Commission, chaired the Financial Reporting Standards Board and was a member of the Australian Accounting Standards Board.

Joanna has a Master of Arts in Economics from Cambridge University and is a Fellow of the New Zealand Institute of Chartered Accountants in New Zealand. She is a Member of the New Zealand Order of Merit for services to accounting.

Joanna lives in Auckland, New Zealand.

### IMPORTANT INFORMATION

#### Proxies

Any shareholder entitled to attend and vote at the Annual Meeting can appoint a “proxy” to attend and vote. If you appoint a proxy, you can either direct your proxy how to vote or let them decide on the day on your behalf. If you do not tick a box for a particular resolution, then your proxy will abstain from voting.

To appoint your proxy online, please go here and follow the instructions:

#### [New Zealand Register Holders](#)

Please visit <https://investorcentre.linkmarketservices.co.nz/voting/TME> and follow the prompts to complete your proxy appointment and vote online. You will require your CSN/Holder Number and FIN.

#### Australian Register Holders

Please visit <https://investorcentre.linkmarketservices.com.au/voting/TME.aspx> and follow the prompts to complete your proxy appointment and vote online. You will require your Holder Number and postcode

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Note: If you have previously registered a Link Investor Centre Portfolio, log in to your portfolio and select the “voting” option from the top menu.

Alternatively, please complete and return your Proxy Form in one of the methods described on the reverse of the Proxy Form.

The completed Proxy Form must be received by Link Market Services no later than 4pm (NZ time) on Monday 27 October 2014. Forms received after this will not be valid.

#### **Ordinary resolution**

The meeting is held to pass the ordinary resolutions set out above. An ordinary resolution is one passed by a simple majority of votes from shareholders entitled to vote.

#### **Voting**

Voting entitlements for the meeting will be determined as at 5pm (NZ time) on Tuesday 28 October 2014. Registered shareholders will be the only people entitled to vote, and only the shares registered in those shareholders' names may be voted at the meeting.

#### **More information**

If you have any questions, or if you'd like more information, please contact Trade Me's Company Secretary, Sarah Hard, on +64 4 803 2676.

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**Trade Me Group 2014 Annual Meeting Proxy Form / Admission Card**

The Annual Meeting of Trade Me Group Limited will be held at 4pm on Wednesday 29 October 2014 at Mac's Function Centre, 4 Taranaki Street, Wellington. If you are coming to the meeting, please bring this Proxy Form / Admission Card to the meeting as the barcode is required for registration prior to entering the meeting.

If you are unable to attend the meeting, use this Proxy Form to vote, or provide your voting instructions online, as per the instructions on the reverse of this form. Proxies need to be lodged with Link Market Services by 4pm, Monday 27 October 2014.

The Chairman or any director can act as a proxy for any shareholder. To appoint one of these people, tick the box allocated next to "The Chairman of the Meeting" or write the director's full name in the space allocated next to "or failing that person" on the form. The Chairman and directors will vote all discretionary proxies in favour of the resolutions.

I/We being a shareholder(s) of Trade Me Group Limited:

Hereby appoint  The Chairman of the Meeting

Or failing that person  \_\_\_\_\_  
full name of proxy full address

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Trade Me Group Limited to be held at 4pm on Wednesday, 29 October 2014 at Mac's Function Centre, 4 Taranaki Street, Wellington.

**Voting instructions for proxy — resolutions**

Complete this part if you have appointed a proxy above. For each resolution you must tick one box. If no box is ticked in relation to the resolution, no vote will be entered.

Tick in box to vote

<b>Resolutions</b>	For	Against	Abstain	Discretion
That the Board is authorised to fix the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That Joanna Perry be re- elected as a director of Trade Me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That David Kirk be re-elected as a director of Trade Me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you tick the "Discretion" box for a particular resolution, you are directing your proxy to decide how to vote on your behalf on that resolution. If you tick the "abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution and your vote will not be counted when calculating the majority for that resolution.

Signature/(s) of Shareholder(s): \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Contact name: \_\_\_\_\_ Daytime contact telephone: \_\_\_\_\_

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## Notes

1. For this Proxy Form to be valid, you must deliver, post, fax or email it intact to be received by Link Market Services Limited no later than 4pm (NZ time) on Monday 27 October 2014.
2. If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.
3. A shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote on its behalf. That proxy or representative need not also be a shareholder.
4. If you return this Proxy Form without directing the proxy how to vote on any particular matter, then your instruction will be to **abstain**. If you return this form without appointing a proxy, your Proxy Form will be invalid.
5. If you wish, you may appoint the Chairman of the meeting as your proxy. Please tick the box next to "Chairman of the Meeting" when you appoint your proxy. The Chairman will vote according to your instructions. The Chairman and the directors intend to vote all discretionary proxies in favour of the relevant resolution.
6. If you intend to attend the meeting and vote please bring this form intact to the meeting as your admission card. You will receive your voting paper when you register at the door.
7. If you have any questions regarding your voting please contact Link Market Services by email at [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz), or call the Investor Helpline on +64 9 375 5998 between 8.30am and 5.00pm, New Zealand Standard Time.

Please return your completed Proxy Form to Link Market Services Limited, in one of the following ways:

### Appoint Proxy Online

#### New Zealand register holders

To appoint your proxy online, please go to the Link Market Services website:  
<https://investorcentre.linkmarketservices.co.nz/voting/TME> and follow the instructions.  
You will need your CSN/Holder Number and FIN to complete your proxy vote.

#### Australian register holders

To appoint your proxy online, please go to the Link Market Services website:  
<https://investorcentre.linkmarketservices.com.au/voting/TME> and follow the instructions.  
You will need your Holder Number and postcode to complete your proxy vote.

### Mail in New Zealand

If mailing the Proxy Form from within New Zealand, please use the reply-paid envelope provided.

### Mail outside New Zealand

Place in envelope and affix the postage from the country of mailing and address to Link Market Services, PO Box 91976, Victoria Street West, Auckland, 1142, New Zealand.

### Deliver

Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland.

### Fax

+ 64 9 375 5990

### Scan & email

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

Please put the words "Trade Me Proxy Form" in the subject line for easy identification.

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