

LETTER FROM THE CHAIRMAN

10 October 2017

Trade Me, Level 5
2 Market Lane
Wellington
New Zealand

Dear Shareholder

I am pleased to invite you to the sixth annual shareholder meeting of Trade Me Group Limited (“Trade Me”) to be held at 3.30pm on Thursday 9 November 2017 in the Icon room, Te Papa Tongarewa, Museum of New Zealand, 55 Cable Street, Wellington.

Trade Me CEO Jon Macdonald and I will talk about the company’s performance in the F17 financial year, and the company’s plans for the year ahead.

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 elect Simon West as a director; and
- to re-elect me as a director; and
- to re-elect Joanna Perry as a director.

We asked Simon to join the board of directors in December 2016 to fill the vacancy left by Sam Morgan’s departure.

Joanna Perry and I have been directors of Trade Me since we listed in late 2011. Our Board’s charter specifies that where a director has held office for 6 years, the others should consider whether he or she should be invited to stand for re-election by shareholders for a further term. Board succession is a matter we are actively discussing at present. The directors are unanimous in their support of our standing again, so Joanna and I retire by rotation and offer ourselves for re-election as directors.

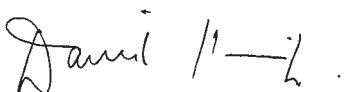
You can read about the respective backgrounds and experience of the directors who are standing, in the Meeting Notes enclosed with this letter.

If you’re not able to attend the meeting, I encourage you to complete the Proxy Form and vote online before 3.30pm (NZ time) on Tuesday 7 November 2017. Alternatively, you can 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 afternoon tea before the meeting (from 3.15pm) and for a short while after the meeting. I look forward to seeing you next month.

Yours sincerely,



David Kirk
CHAIRMAN

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual Meeting of shareholders of Trade Me Group Limited (Trade Me) will be held at 3.30pm (NZ time) on Thursday 9 November 2017 at the Icon room, Te Papa Tongarewa, Museum of New Zealand, Cable Street, Wellington.

Items of business

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

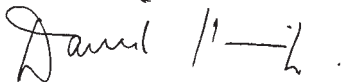
Resolutions

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 Simon West be elected as a director of Trade Me;
- 3. That David Kirk be re-elected as a director of Trade Me;
- 4. That Joanna Perry 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

11 October 2016

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. Shareholders are being asked to resolve that the directors should fix the auditors' remuneration.

Resolutions 2, 3 and 4: Election of Directors

Three independent non-executive directors are standing for election, or re-election.

Simon West was appointed to the Board in December 2016. He is standing for election for the first time. The Board unanimously supports his election.

David Kirk (Trade Me's Chairman) and Joanna Perry were each appointed in October 2011 immediately prior to the Trade Me IPO, and were re-elected in October 2014.

The Board's charter specifies that where a director has held office for 6 years the other directors should consider whether he or she should be invited to stand for re-election by shareholders for a further term. Succession is a matter actively being discussed by the Board at present, and the directors are unanimous in their support of the Chairman, David Kirk, and Joanna Perry each standing again for re-election at this meeting.

David Kirk and Joanna Perry therefore retire by rotation and offer themselves for re-election as directors again this year.

Director profiles



Simon West

Independent director

NON-EXECUTIVE

Appointed December 2016

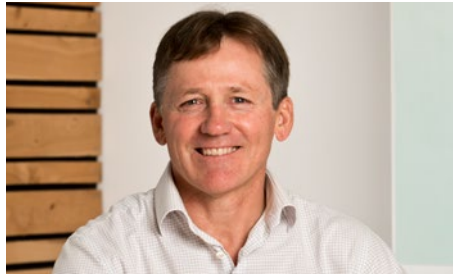
Member of the Human Resources & Compensation Committee

Simon has extensive experience in retail and technology businesses, and is currently the executive director of Max Fashions.

Simon has previously held CEO roles at clothing retailer EziBuy and the Australian ecommerce website DealsDirect.com.au, and is a director of Onceit, a fashion flash sale site.

He holds a Bachelor of Management Studies, majoring in strategic management, from the University of Waikato.

Simon lives in Auckland, New Zealand.



David Kirk

Independent director

NON-EXECUTIVE

Appointed October 2011

Re-elected October 2014

Chairman

Member of the Audit & Risk Management Committee

Chair of the Human Resources & Compensation Committee

David is the co-founder and managing partner of Bailador Investment Management, chairman of Kathmandu, a director of Forsyth Barr Limited, Bailador Technology Investments, and a range of Bailador investee companies. He is also chairman of Sydney Festival Limited.

David was the CEO of Fairfax Media from 2005 to 2008. In 2006 he successfully negotiated Fairfax's purchase of Trade Me Limited from its founders, in what at the time was a very large and high-profile purchase. David's association with Trade Me ended when he left Fairfax in 2008, but started afresh at the time of the company's IPO in late 2011, when he was asked to chair the board.

Before his role at Fairfax, David was CEO of PMP Limited, regional president (Australasia) for Norke Skog, and held senior executive roles in Fletcher Challenge in New Zealand and Australia. He was chief policy advisor to the Prime Minister of New Zealand from 1992 to 1994 and was a management consultant with McKinsey & Company in London from 1989 to 1991.

David holds a Medical Doctorate from the University of Otago, a Master of Arts (Philosophy, Politics and Economics) from Oxford University and is a Rhodes Scholar.

He lives in Sydney, Australia.



Joanna Perry

Independent director

NON-EXECUTIVE

Appointed October 2011

Re-elected October 2014

Chair of the Audit & Risk Management Committee

Member of the Human Resources & Compensation Committee

Joanna has extensive governance experience. She chairs the IFRS Advisory Council and is a director of Genesis Energy, Partners Life and Regional Facilities Auckland. Until very recently Joanna was also a director of Sport and Recreation New Zealand, Rowing New Zealand, and Kiwi Property Group.

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 Chartered Accountants Australia and 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 for them. 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 to **<https://vote.linkmarketservices.com/TME>**

New Zealand Register Holders will require their CSN/Holder Number and FIN.

Australian Register Holders will require their Holder Number and postcode.

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 3.30pm (NZ time) on 7 November 2017.

Ordinary resolution

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

Voting

Voting entitlements for the meeting will be determined as at 5.00pm (NZ time) on 7 November 2017. 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.