

NOTICE OF ANNUAL MEETING

Notice is given of the seventh annual shareholder meeting of Trade Me Group Limited (“Trade Me”), to be held in the Event Space, BizDojo, 3 Market Lane, Wellington and online at www.virtualmeeting.co.nz/TME18, at 3.00pm on Thursday, 8 November 2018.

Shareholders may attend the meeting online as an alternative to attending in person. Shareholders attending online will be able to watch the Annual Meeting, vote and ask questions by logging on from a computer anywhere a broadband connection is available. Further information, including how to register for the Virtual Annual Meeting, can be found in the Important Procedural Information section at the back of this Notice of Annual Meeting.

Items of business

- A. The Chairman’s introduction;
- B. Chief Executive’s review; and
- C. Ordinary business and resolutions.

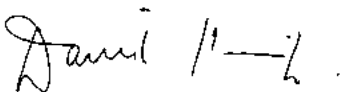
Resolutions

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

- 1. To re-elect Paul McCarney as a director;
- 2. To re-elect Katrina Johnson as a director; and
- 3. That the Board is authorised to fix the auditor’s remuneration for the ensuing year.

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

By order of the Board.



David Kirk
CHAIRMAN

18 October 2018

MEETING NOTES

Resolution 1: Re-election of director Paul McCarney

Paul McCarney was appointed in November 2012, was elected in October 2013 and re-elected in October 2015.

In accordance with the NZX Listing Rules requirements, which mean one-third of the directors must retire by rotation each year, he retires by rotation and offers himself for re-election as a director again this year. The directors are unanimous in their support of Paul standing for re-election.



Paul McCarney
Independent director

Paul is the co-founder and CEO of Data Republic (www.datapublic.com), a business focused on secure data collaboration. He is also co-founder of the data for social good charity, Minerva Collective.

Paul was one of the founders of search marketing agency Decide Interactive (acquired by 247 Real Media in 2004) and digital marketing company Life Event Media (acquired by Sensis in 2011).

At times, he has consulted to Bain and Accenture, and he is a non-executive director of Cirrus Media, and was previously a non-executive director of iiNet.

Paul lives in Sydney, Australia.

- Appointed November 2012
- Non-executive director
- Independent
- Member of the Human Resources & Compensation Committee

Resolution 2: Re-election of director Katrina Johnson

Katrina Johnson was appointed to the Board in June 2016, and was elected in November 2016.

She is also retiring by rotation and offers herself for re-election as a director again this year, with the unanimous support of the other directors.



Katrina Johnson
Independent director

Katrina has considerable experience in technology businesses, particularly in legal and regulatory matters affecting online marketplaces. She worked for 12 years in the United States and Australia for eBay and its subsidiaries, including three years as director of legal affairs and on the board of Gumtree.com Australia. Prior to working at eBay, Katrina was a lawyer in private practice, advising start-ups as well as large technology and media businesses.

Katrina is Associate General Counsel and Head of APAC Legal for technology company Uber. She is also a non-executive director of Straker Translations and on the Advisory Board for the Allens Hub for Technology, Law & Innovation.

Katrina has a Bachelor of Arts, and Bachelor of Laws (Honours) from Macquarie University and a Graduate Diploma of Legal Practice from the College of Law, New South Wales.

She lives in Sydney, Australia.

- Appointed June 2016
- Non-executive director
- Independent
- Member of the Audit & Risk Management Committee

Resolution 3: Auditor's 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 asked to resolve that the directors should fix the auditor's remuneration.

IMPORTANT PROCEDURAL INFORMATION

Ordinary resolutions

Each resolution is an ordinary resolution, to be passed by a simple majority of the votes of holders of shares which are entitled to vote, and are voted.

Virtual annual meeting

Shareholders may attend the meeting in person or by an online platform provided by our Share Registrar, Link Market Services, at www.virtualmeeting.co.nz/TME18. Shareholders participating online will be able to vote and ask questions during the Annual Meeting.

Information on attendance, how to vote and ask questions, is available in the Virtual Meeting Online Guide available at www.linkissuers.co.nz/virtualmeetings.

Shareholders entitled to attend and vote

The Board has determined that registered shareholders of the company at 5.00pm on 6 November 2018 will be entitled to exercise the right to vote at the meeting.

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 <http://vote.linkmarketservices.com/TME>.

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

Australian Register Holders will require your 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.

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

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 or sarah.hard@trademe.co.nz.