

5 April 2019

Company Announcements Office  
ASX  
Level 6  
20 Bridge Street  
Sydney  
NSW 2000

### **TME - REDEMPTION AND CANCELLATION OF RESTRICTED SHARES**

Trade Me Group Limited has bought back and cancelled 138,695 shares on 5 April 2019.

The shares had been issued to TMG Trustee Limited, as bare trustee for employees under the company's Executive Long-term Incentive Scheme, as a term of the beneficial holders' employment.

These shares are treated as Forfeited Shares under the Scheme Rules, because they were

- held by the trustee for employees who have now left the employment of the company (52,579 shares) or
- were the balance of shares in the LTI 4 round which did not vest (86,116 shares)

The shares were bought back and cancelled under the procedure set out in s.71 Companies Act 1993 (NZ), which included the provision of a Disclosure notice to shareholders, given on 19 March 2019 as part of a Notice of Meeting and Scheme Booklet issued to all shareholders.

A copy of the relevant filing with NZX is attached.

Trade Me Group Limited now has 396,834,334 ordinary shares on issue.

Yours faithfully



Sarah Hard  
Company Secretary

**NZSX/NZDX  
NOTICE PURSUANT TO LISTING RULE 7.12.1**

(a)	Class of Security and ISIN:	<i>Restricted Shares ISIN:</i>
(b)	Number issued/acquired:	<i>138,695 bought back and cancelled</i>
(c)	Issue/Acquisition price:	<i>NZ\$3.715992 for shares issued 18 November 2015 NZ\$5.4978 for shares issued 18 October 2016 NZ \$4.4299 for shares issued 15 November 2017</i>
(d)	Payment in Cash:	<i>yes</i>
(e)	Amount paid up:	<i>Fully paid</i>
(f)	Percentage total of class of securities:	<i>0.035%</i>
(g)	Reason for issue/acquisition:	<i>52,579 restricted shares which will not meet the requirements to become unrestricted as the beneficial holders have left the company's employment; plus  86,116 restricted shares, the balance of the shares in the LTI 4 round which did not vest.  All originally issued to TMG Trustee Limited as trustee for senior employees under the company's Executive Long Term Incentive Scheme.  The shares have been bought back under the Scheme Rules, and cancelled.  Notice was given to shareholders on 19 March 2019, as part of the Notice of</i>

		<i>Meeting and Scheme Booklet provided to shareholders.</i>
(h)	Specific authority for issue/acquisition:	<i>Board resolution, s. 71 Companies Act 1993.</i>
(i)	Any terms or details of the issue/acquisition:	<i>none</i>
(j)	Total number of securities on issue after issue/acquisition:	<b>396,834,334</b>
(k)	Companies Act 1993 registered company – shares to be held as Treasury Stock:	<i>No</i>
(l)	Date of issue/acquisition:	<i>Bought back and cancelled 5 April 2019</i>

Sarah Hard  
Company Secretary