

## LETTER FROM THE CHAIRMAN

6 October 2016

Trade Me, Level 5  
2 Market Lane  
Wellington  
New Zealand

Dear Shareholder

I am pleased to invite you to the fifth annual shareholder meeting of Trade Me Group Limited ("Trade Me") to be held at 4pm on Thursday 10 November 2016, at the Museum of New Zealand Te Papa Tongarewa, 55 Cable Street, Wellington.

Jon Macdonald, Trade Me's CEO, and I will talk about the company's performance in the financial year, and 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 Katrina Johnson as a director and;
- To re-elect Sam Morgan, who retires by rotation, as a director.

Katrina Johnson was appointed to the Board in June this year, to fill the vacancy left on Gail Hambly's resignation. Katrina is standing for election by shareholders.

Sam Morgan has been a director of Trade Me since its IPO in December 2011 and is well-known as the founder of the Trade Me business. He is due to retire by rotation at this meeting, as the director longest in office since his last election. Sam has let the board know that he expects this year to be his last as a director of Trade Me – he is keen to focus in 2017 on early-stage businesses and the charitable foundation he has established. We value Sam's contribution as a director for as long as he is able to be here.

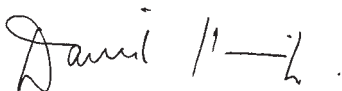
You can read about Katrina and Sam's respective backgrounds and experience in the Meeting Notes enclosed with this letter.

If you're not able to attend the meeting, I encourage you to vote online before 4pm on 8 November 2016. Alternatively, you can complete the Proxy Form and return it to Link Market Services.

**If you are 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 light afternoon tea 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 will be held at 4pm (NZ time) on Thursday 10 November 2016 at the Museum of New Zealand, Te Papa Tongarewa, 55 Cable Street, Wellington.

### Items of business

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

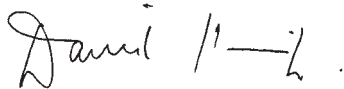
### Resolutions

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 Katrina Johnson be elected as a director of Trade Me;
- 3. That Sam Morgan 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

6 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. In this case, shareholders are being asked to resolve that the directors should fix the auditors' remuneration.

### Resolutions 2 and 3: Election of Directors

Katrina Johnson was appointed to the Board in June 2016, to fill a vacancy left by Gail Hambly's resignation. She is standing for election by shareholders.

Sam Morgan was appointed in December 2011 at the time of the company's IPO, and was re-elected in October 2013. He retires by rotation and offers himself for re-election again this year.

The Board unanimously supports their re-election.



**Katrina Johnson**

**Independent director**

NON-EXECUTIVE

Katrina has extensive experience in technology businesses, particularly in legal and regulatory matters for 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 was appointed the legal director of Uber (Australia and New Zealand) in 2015.

Katrina has a BA, LLB (Hons) from Macquarie University and a graduate diploma in Legal Practice from the College of Law, New South Wales.

She lives in Sydney, Australia.

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Appointed June 2016

Member of the Audit & Risk Management Committee



**Sam Morgan**

**Independent director**

NON-EXECUTIVE

Sam was the founder and chief executive officer of Trade Me Limited until 2008.

He is a director of Vend Limited and vWork Limited (formerly Visfleet). He is an active software investor and co-founded Kiwi Landing Pad in San Francisco, which aims to help New Zealand companies succeed when expanding into the United States.

Sam is active in his charitable foundation, Jasmine Social Investments. This funds a portfolio of high-impact social ventures in developing countries, providing critical services in health, education and livelihoods to the profoundly poor.

Sam lives in Nelson, New Zealand.

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Appointed December 2011

Re-elected October 2013

Member of the Human Resources & Compensation Committee

## 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 vote or appoint your proxy online, please go to <https://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.

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 8 November 2016.

### 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 8 November 2016. 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.