



25 September 2012

Dear Shareholder

I am pleased to invite you to the inaugural Annual Meeting of Trade Me Group Limited (Trade Me) to be held at 4pm on Tuesday 30 October 2012 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 2012 and the outlook for 2013. We welcome any questions you may have.

In the formal part of the meeting, you will be asked to vote on the re-election of directors Gail Hambly and Joanna Perry who are retiring by rotation. You can read about their respective backgrounds and experience in the Meeting Notes enclosed with this letter. You will also be asked to vote on the appointment and remuneration of our auditors.

If you cannot attend the meeting, I encourage you to complete the Proxy Form and send it so it reaches Link Market Services by 4pm on Sunday 28 October 2012. Alternatively, complete the Proxy Form online by following the instructions in the Important Information section.

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

We will also be running a limited number of shareholder tours immediately prior to the Annual Meeting. These will start at 2:30pm at Trade Me's offices at Level 3, NZX Centre, 11 Cable Street, Wellington. If you would like an escorted tour around Trade Me please email [shareholdertour@trademe.co.nz](mailto:shareholdertour@trademe.co.nz) by 30 September 2012, and include your contact details.

Please join the Trade Me directors and staff for a drink and some good old-fashioned tucker after the meeting.

I look forward to seeing you then.

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 Ltd will be held at 4pm (NZ time) on Tuesday 30 October 2012 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 Ernst & Young be appointed as Trade Me's auditors, and that the Board is authorised to fix the auditors' remuneration;
2. That Gail Hambly be re-elected as a director of Trade Me Group Ltd;
3. That Joanna Perry be re-elected as a director of Trade Me Group Ltd.

By order of the Board.

**David Kirk**  
Chairman

25 September 2012

## Meeting notes

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

Section 201 of the Companies Act 1993 states that if the first auditor of a company is appointed after incorporation, but before the first annual meeting, then the appointment only lasts until the conclusion of that first annual meeting, at which shareholders are required to appoint the 'permanent' auditor.

Trade Me Group Limited was incorporated on 13 October 2011 and the directors appointed Ernst & Young as auditors for the financial year ended 30 June 2012. This is Trade Me's first annual meeting since incorporation so shareholders are being asked to approve the appointment of Ernst & Young as auditors. In the future, the auditors will be automatically reappointed under the Companies Act.

Section 197 of the Companies Act states that the fees and expenses of an auditor must be fixed by whoever appoints the auditor. In this case, shareholders are being asked to resolve that the directors be authorised to fix the auditors' remuneration.

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

Non-executive directors Gail Hambly and Joanna Perry retire by rotation and offer themselves for re-election. The Board unanimously supports their re-election.



## GAIL HAMBLY

Non-executive director | Non-independent: nominee of Fairfax Media  
Appointed 13 October 2011

Member of the Audit & Risk Management Committee and Nominations Committee

Gail has over 15 years' experience as a senior media executive. She is currently group general counsel and company secretary of Fairfax Media, and responsible for the provision of legal, corporate governance, internal audit and risk services to the Fairfax Group. She also plays a key role in the core management team.

Gail is chairman of Copyco Pty Limited, a director of Company B Belvoir Limited, a member of the Advisory Board of the Centre of Media and Communications Law at Melbourne University, a member of the Media and Communications and Privacy Law Committees of the Law Council of Australia, and a director of the Story Factory – a not-for-profit providing education services with a special focus on disadvantaged children in Sydney.

Gail holds degrees in law, science and economics.

She lives in Sydney, Australia.

## Meeting notes (cont.)



### JOANNA PERRY

Non-executive director | Independent  
Appointed 13 October 2011

Chairs the Audit & Risk Management Committee; Member of the Human Resources & Compensation Committee, Nominations Committee, and Independent Directors Committee

Joanna has extensive governance experience and is currently the deputy chair of Genesis Energy. Her directorships include Kiwi Income Property Trust, The Co-operative Bank, Sport New Zealand, Partners Life, and Rowing New Zealand. She is board adviser to Tainui Group Holdings.

Prior to focusing on her directorships, Joanna was a partner at KPMG for 17 years. She was a member of the Securities Commission for 11 years, chaired the Financial Reporting Standards Board, and was a member of the Australian Accounting Standards Board.

Joanna has a Master of Arts (economics) from Cambridge University and is a Fellow of the NZ Institute of Chartered Accountants and the Institute of Chartered Accountants in England and Wales. She was appointed a Member of the New Zealand Order of Merit for services to accounting.

She lives in Auckland, New Zealand.

## Important information

### Proxies

Any shareholder entitled to attend and vote at the Annual Meeting may appoint a “proxy” to attend and vote. If you appoint a proxy, you may 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 not vote.

If you wish to mail the Proxy Form then please send it to Link Market Services, using the freepost envelope provided. Alternatively, shareholders may fax the form to +64 9 375 5990.

The completed Proxy Form must be received by Link Market Services no later than 4pm (NZ time) on Sunday 28 October 2012. Forms received after this will not be valid.

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

### **NZ register holders**

<https://investorcentre.linkmarketservices.co.nz/voting/TME.aspx>

Note: You will require your CSN/Holder Number and FIN to complete your proxy vote.

### **Australian register holders**

<https://investorcentre.linkmarketservices.com.au/voting/TME.aspx>

Note: You will require your Holder Number and postcode to complete your proxy vote.

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.

### 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 Monday 29 October 2012.

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 for more information, please contact Trade Me’s Company Secretary, Linda Cox on +64 27 447 5537 or email [investors@trademe.co.nz](mailto:investors@trademe.co.nz)

## Trade Me Group 2012 Annual Meeting Proxy Form / Admission Card

If you are attending the Annual Meeting of Trade Me Group Limited to be held at 4pm on Tuesday 30 October 2012 at Mac's Function Centre, 4 Taranaki Street, Wellington, please bring this Proxy Form / Admission Card to the meeting as the barcode is required for registration prior to entering the meeting.

### Proxy Form - for use if you are unable to attend the meeting

If you are not attending the Annual Meeting but wish to be represented by a proxy, please complete and sign the Proxy Form and Voting Instructions section. Please tick one box for each resolution and send it to Link Market Services to arrive no later than **4pm, Sunday 28 October 2012**. Proxies need to be lodged as per the instructions on the other side of this form.

You can appoint your proxy and provide your voting instructions online, as per the instructions on the reverse of this form.

Note that 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 Tuesday, 30 October 2012 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.

Resolutions	Tick (v) in box to vote			
	For	Against	Abstain	Discretion
That Ernst & Young be appointed as Trade Me's auditors and that the Board is authorised to fix the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That Gail Hambly be re-elected as a director of Trade Me	<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"/>

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 \_\_\_\_\_ 2012

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

## Notes

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 Sunday 28 October 2012.

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.

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.

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.

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.

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.

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.aspx> and follow the instructions.

You will require 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.aspx> and follow the instructions.

You will require 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.

#### 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 16, Brookfields House, 19 Victoria 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.