

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **TRADE ME GROUP LTD**ACN/ARSN **154 115 723****1. Details of substantial holder (1)**Name **PINNACLE INVESETMENT MANAGEMENT GROUP LIMITED (AND ITS SUBSIDIARIES LISTED IN ANNEXURE A)**ACN/ARSN (if applicable) **100 325 184**

There was a change in the interests of the substantial holder on

**01/04/2019**

The previous notice was given to the company on

**22/02/2019**

The previous notice was dated

**19/02/2019****2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>ORDINARY FULLY PAID</b>	<b>37,745,983</b>	<b>9.51%</b>	<b>30,813,235</b>	<b>7.76%</b>
			<b>REFER TO ANNEXURE A PART 1 AND PART 2</b>	

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>REFER TO ANNEXURE B</b>					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>REFER TO ANNEXURE C</b>					

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## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>NO CHANGES - REFER TO ANNEXURE D FOR PRESENT ASSOCIATIONS</b>	

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
<b>REFER TO ANNEXURE E</b>	

## Signature

print name **CALVIN KWOK** capacity **COMPANY SECRETARY**

sign here  date **04/04/2019**

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

**TRADE ME GROUP LTD****Annexure A - Part 1**

Holder of relevant interest	Nature of relevant interest	Number of securities	Class of securities
Pinnacle Investment Management Group Limited Pinnacle Investment Management Limited Ariano Pty Limited (ACN 605 250 799) Next Financial Limited (ACN 081 722 894) Next Financial Nominees Pty Ltd (ACN 093 252 576) Next Financial Nominees No. 2 Pty Ltd (ACN 132 819 115) Investment Solutions Client Services Pty Ltd (ACN 117 898 334) Priority Funds Management Pty Ltd (ACN 120 826 575) Priority Investment Management Pty Ltd (ACN 116 943 456) PNI Option Plan Managers Pty Ltd (ACN 125 030 766) Pinnacle RE Services Limited (ACN 130 508 379) Pinnacle Services Administration Pty Ltd (ACN 126 175 148) Pinnacle Investment Management (UK) Limited (Company Number 11026111) POSH Nominees Pty Limited (ACN 620 094 251)	Relevant interest by virtue of section 608(3) of the Corporations Act as it or its associates holds directly or indirectly above 20% voting power in one or more affiliated investment managers (see Annexure A – Part 2) and Pinnacle Fund Services Limited, who each in turn hold relevant interests in the securities the subject of this notice.	30,813,235	ORDINARY FULLY PAID
Pinnacle Fund Services Limited (ACN 082 494 362)	Relevant interest held through the power to control voting and/or disposal of securities in its capacity as responsible entity or trustee of registered or unregistered schemes and/or relevant interest by virtue of section 608(3) of the Corporations Act as it or its associates holds directly or indirectly above 20% voting power in one or more affiliated investment managers (see Annexure A – Part 2) who each in turn hold relevant interests in the securities the subject of this notice.	30,813,235	ORDINARY FULLY PAID

This is Annexure "A - Part 1" as mentioned in form 604 Notice of change of interests of substantial holder



Calvin Kwok  
Company Secretary

Date: 04/04/2019

**TRADE ME GROUP LTD**

**Annexure A - Part 2**

<b>Affiliated Investment Managers in which Pinnacle has over 20% voting power</b>
Antipodes Partners Limited (ACN 602 042 035)
Hyperion Asset Management Limited (ACN 080 135 897)
Metrics Credit Partnerst Pty Limited (ACN 150 646 996)
Palisade Investment Partners Limited (ACN 124 326 361)
Plato Investment Management Limited (ACN 120 730 136)
Resolution Capital Limited (ACN 108 584 167)
Solaris Investment Management Limited (ACN 128 512 621)
Two Trees Investment Management Pty Limited (ACN 616 424 170)

**This is Annexure "A - Part 2" as mentioned in form 604 Notice of change of interests of substantial holder**



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Calvin Kwok

Company Secretary

Date: 04/04/2019

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**TRADE ME GROUP LTD**
**Annexure B**

Date of change	Person whose relevant interest changed	Nature of change	Consideration		Class of Securities	Number of securities	Person's votes affected
			Cash	Non-cash			
19/02/2019	Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	Sale	-\$ 2,802.60		ORDINARY FULLY PAID	- 458	- 458
19/02/2019	As above	Sale	-\$ 186,219.83		ORDINARY FULLY PAID	- 30,432	- 30,432
19/02/2019	As above	Sale	-\$ 304,271.66		ORDINARY FULLY PAID	- 49,724	- 49,724
19/02/2019	As above	Sale	-\$ 397,185.76		ORDINARY FULLY PAID	- 64,908	- 64,908
19/02/2019	As above	Sale	-\$ 760,752.57		ORDINARY FULLY PAID	- 124,322	- 124,322
19/02/2019	As above	Sale	-\$ 840,075.91		ORDINARY FULLY PAID	- 137,285	- 137,285
19/02/2019	As above	Sale	-\$ 1,292,193.82		ORDINARY FULLY PAID	- 211,170	- 211,170
19/02/2019	As above	Sale	-\$ 5,637,274.37		ORDINARY FULLY PAID	- 921,242	- 921,242
21/02/2019	As above	Sale	-\$ 191,325.58		ORDINARY FULLY PAID	- 31,325	- 31,325
22/02/2019	As above	Sale	-\$ 178,934.95		ORDINARY FULLY PAID	- 29,256	- 29,256
22/02/2019	As above	Sale	-\$ 3,265,744.88		ORDINARY FULLY PAID	- 534,583	- 534,583
25/02/2019	As above	Sale	-\$ 370,067.41		ORDINARY FULLY PAID	- 60,501	- 60,501
25/02/2019	As above	Sale	-\$ 959,315.09		ORDINARY FULLY PAID	- 156,835	- 156,835
26/02/2019	As above	Sale	-\$ 368,486.70		ORDINARY FULLY PAID	- 60,343	- 60,343

26/02/2019	As above	Sale	-\$ 499,338.84		ORDINARY FULLY PAID	- 81,802	- 81,802
26/02/2019	As above	Sale	-\$ 1,294,440.20		ORDINARY FULLY PAID	- 212,056	- 212,056
27/02/2019	As above	Sale	-\$ 15,113.68		ORDINARY FULLY PAID	- 2,475	- 2,475
27/02/2019	As above	Sale	-\$ 55,197.70		ORDINARY FULLY PAID	- 9,041	- 9,041
27/02/2019	As above	Sale	-\$ 216,012.60		ORDINARY FULLY PAID	- 35,374	- 35,374
27/02/2019	As above	Sale	-\$ 221,673.37		ORDINARY FULLY PAID	- 36,301	- 36,301
27/02/2019	As above	Sale	-\$ 521,168.42		ORDINARY FULLY PAID	- 85,346	- 85,346
27/02/2019	As above	Sale	-\$ 697,696.16		ORDINARY FULLY PAID	- 114,254	- 114,254
27/02/2019	As above	Sale	-\$ 788,891.81		ORDINARY FULLY PAID	- 129,215	- 129,215
27/02/2019	As above	Sale	-\$ 809,606.98		ORDINARY FULLY PAID	- 132,608	- 132,608
27/02/2019	As above	Sale	-\$ 1,340,431.38		ORDINARY FULLY PAID	- 219,770	- 219,770
27/02/2019	As above	Sale	-\$ 1,903,426.26		ORDINARY FULLY PAID	- 311,768	- 311,768
27/02/2019	As above	Sale	-\$ 2,548,142.24		ORDINARY FULLY PAID	- 417,368	- 417,368
28/02/2019	As above	Sale	-\$ 1,050,219.95		ORDINARY FULLY PAID	- 171,816	- 171,816
6/03/2019	As above	Sale	-\$ 216,557.32		ORDINARY FULLY PAID	- 35,246	- 35,246
6/03/2019	As above	Sale	-\$ 248,728.17		ORDINARY FULLY PAID	- 40,482	- 40,482
6/03/2019	As above	Sale	-\$ 405,066.50		ORDINARY FULLY PAID	- 65,927	- 65,927
6/03/2019	As above	Sale	-\$ 3,100,285.33		ORDINARY FULLY PAID	- 504,590	- 504,590

12/03/2019	As above	Sale	-\$ 148,123.18		ORDINARY FULLY PAID	- 23,991	- 23,991
12/03/2019	As above	Sale	-\$ 208,243.03		ORDINARY FULLY PAID	- 33,723	- 33,723
12/03/2019	As above	Sale	-\$ 373,083.20		ORDINARY FULLY PAID	- 60,427	- 60,427
12/03/2019	As above	Sale	-\$ 1,100,807.55		ORDINARY FULLY PAID	- 178,294	- 178,294
12/03/2019	As above	Sale	-\$ 2,040,452.20		ORDINARY FULLY PAID	- 330,485	- 330,485
12/03/2019	As above	Sale	-\$ 3,818,819.42		ORDINARY FULLY PAID	- 618,521	- 618,521
15/03/2019	As above	Sale	-\$ 144,068.09		ORDINARY FULLY PAID	- 23,372	- 23,372
15/03/2019	As above	Sale	-\$ 459,511.39		ORDINARY FULLY PAID	- 74,546	- 74,546
15/03/2019	As above	Sale	-\$ 598,913.22		ORDINARY FULLY PAID	- 97,161	- 97,161
15/03/2019	As above	Sale	-\$ 606,014.32		ORDINARY FULLY PAID	- 98,313	- 98,313
19/03/2019	As above	Sale	-\$ 126,865.97		ORDINARY FULLY PAID	- 20,600	- 20,600
20/03/2019	As above	Sale	-\$ 47,040.94		ORDINARY FULLY PAID	- 7,600	- 7,600
21/03/2019	As above	Sale	-\$ 3,895.42		ORDINARY FULLY PAID	- 630	- 630
21/03/2019	As above	Sale	-\$ 449,666.92		ORDINARY FULLY PAID	- 72,724	- 72,724
29/03/2019	As above	Sale	-\$ 3,000.15		ORDINARY FULLY PAID	- 490	- 490
29/03/2019	As above	Sale	-\$ 39,246.78		ORDINARY FULLY PAID	- 6,410	- 6,410
1/04/2019	As above	Sale	-\$ 4,962.23		ORDINARY FULLY PAID	- 809	- 809
1/04/2019	As above	Sale	-\$ 5,318.00		ORDINARY FULLY PAID	- 867	- 867

1/04/2019	As above	Sale	-\$ 34,588.41		ORDINARY FULLY PAID	- 5,639	- 5,639
1/04/2019	As above	Sale	-\$ 36,201.61		ORDINARY FULLY PAID	- 5,902	- 5,902
1/04/2019	As above	Sale	-\$ 105,494.98		ORDINARY FULLY PAID	- 17,199	- 17,199
1/04/2019	As above	Sale	-\$ 209,045.54		ORDINARY FULLY PAID	- 34,081	- 34,081
1/04/2019	As above	Sale	-\$ 379,208.45		ORDINARY FULLY PAID	- 61,813	- 61,813
1/04/2019	As above	Sale	-\$ 396,175.07		ORDINARY FULLY PAID	- 64,589	- 64,589
1/04/2019	As above	Sale	-\$ 464,057.68		ORDINARY FULLY PAID	- 75,656	- 75,656
1/04/2019	As above	Sale	-\$ 474,380.83		ORDINARY FULLY PAID	- 77,339	- 77,339
1/04/2019	As above	Sale	-\$ 543,392.05		ORDINARY FULLY PAID	- 88,590	- 88,590
1/04/2019	As above	Sale	-\$ 991,035.72		ORDINARY FULLY PAID	- 161,570	- 161,570
1/04/2019	As above	Sale	-\$ 1,112,748.43		ORDINARY FULLY PAID	- 181,413	- 181,413
1/04/2019	As above	Sale	-\$ 1,260,634.00		ORDINARY FULLY PAID	- 205,523	- 205,523
1/04/2019	As above	Sale	-\$ 2,125,178.80		ORDINARY FULLY PAID	- 346,471	- 346,471
1/04/2019	As above	Sale	-\$ 3,593,128.62		ORDINARY FULLY PAID	- 585,793	- 585,793
1/04/2019	As above	Sale	-\$ 4,918,719.40		ORDINARY FULLY PAID	- 801,906	- 801,906
1/04/2019	As above	Sale	-\$ 5,446,654.32		ORDINARY FULLY PAID	- 887,976	- 887,976
2/04/2019	As above	Sale	-\$ 122.47		ORDINARY FULLY PAID	- 20	- 20
2/04/2019	As above	Sale	-\$ 134.72		ORDINARY FULLY PAID	- 22	- 22



2/04/2019	As above	Sale	-\$ 863.46		ORDINARY FULLY PAID	- 141	- 141
2/04/2019	As above	Sale	-\$ 900.21		ORDINARY FULLY PAID	- 147	- 147
2/04/2019	As above	Sale	-\$ 2,633.24		ORDINARY FULLY PAID	- 430	- 430
2/04/2019	As above	Sale	-\$ 5,211.35		ORDINARY FULLY PAID	- 851	- 851
2/04/2019	As above	Sale	-\$ 9,456.67		ORDINARY FULLY PAID	- 1,544	- 1,544
2/04/2019	As above	Sale	-\$ 9,877.70		ORDINARY FULLY PAID	- 1,613	- 1,613
2/04/2019	As above	Sale	-\$ 11,573.98		ORDINARY FULLY PAID	- 1,890	- 1,890
2/04/2019	As above	Sale	-\$ 11,831.19		ORDINARY FULLY PAID	- 1,932	- 1,932
2/04/2019	As above	Sale	-\$ 13,551.98		ORDINARY FULLY PAID	- 2,213	- 2,213
2/04/2019	As above	Sale	-\$ 24,715.68		ORDINARY FULLY PAID	- 4,036	- 4,036
2/04/2019	As above	Sale	-\$ 27,746.95		ORDINARY FULLY PAID	- 4,531	- 4,531
2/04/2019	As above	Sale	-\$ 31,439.61		ORDINARY FULLY PAID	- 5,134	- 5,134
2/04/2019	As above	Sale	-\$ 52,995.40		ORDINARY FULLY PAID	- 8,654	- 8,654
2/04/2019	As above	Sale	-\$ 89,603.49		ORDINARY FULLY PAID	- 14,632	- 14,632
2/04/2019	As above	Sale	-\$ 122,659.78		ORDINARY FULLY PAID	- 20,030	- 20,030
2/04/2019	As above	Sale	-\$ 135,825.96		ORDINARY FULLY PAID	- 22,180	- 22,180
3/04/2019	As above	Sale	-\$ 2,823,908.49		ORDINARY FULLY PAID	- 460,657	- 460,657

**This is Annexure "B" as mentioned in form 604 Notice of change of interests of substantial holder**



Calvin Kwok

Company Secretary

Date: 04/04/2019

**TRADE ME GROUP LTD****Annexure C**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities	Person's votes
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	BNP Paribas Securities Services	BNP Paribas Securities Services	1,809,519	Ordinary fully paid	1,809,519
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	NAB Custodial Services	NAB Custodial Services	2,574,796	Ordinary fully paid	2,574,796
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	JP Morgan Chase Bank	JP Morgan Chase Bank	10,173,531	Ordinary fully paid	10,173,531
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	Northern Trust	Northern Trust	172,946	Ordinary fully paid	172,946
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	Citibank	Citibank	762,925	Ordinary fully paid	762,925
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	RBC Investor Services Trust	RBC Investor Services Trust	7,762,178	Ordinary fully paid	7,762,178
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	State Street	State Street	6,920,320	Ordinary fully paid	6,920,320
Pinnacle Investment Management Group Limited (and its subsidiaries listed in Annexure A)	Bank of New York	Bank of New York	637,020	Ordinary fully paid	637,020

**This is Annexure "C" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder**



Calvin Kwok  
Company Secretary  
Date: 04/04/2019

**TRADE ME GROUP LTD****Annexure D**

<b>Name</b>	<b>ACN</b>	<b>Nature of Association</b>
Pinnacle Investment Management Group Limited	100 325 184	Related body corporate of each other entity listed in Annexure D.
Pinnacle Investment Management Limited	109 659 109	Related body corporate of each other entity listed in Annexure D.
Pinnacle Fund Services Limited	082 494 362	Related body corporate of each other entity listed in Annexure D.
Ariano Pty Limited	605 250 799	Related body corporate of each other entity listed in Annexure D.
Next Financial Limited	081 722 894	Related body corporate of each other entity listed in Annexure D.
Next Financial Nominees Pty Ltd	093 252 576	Related body corporate of each other entity listed in Annexure D.
Next Financial Nominees No. 2 Pty Ltd	132 819 115	Related body corporate of each other entity listed in Annexure D.
Investment Solutions Client Services Pty Ltd	117 898 334	Related body corporate of each other entity listed in Annexure D.
Priority Funds Management Pty Ltd	120 826 575	Related body corporate of each other entity listed in Annexure D.
Priority Investment Management Pty Ltd	116 943 456	Related body corporate of each other entity listed in Annexure D.
PNI Option Plan Managers Pty Ltd	116 943 456	Related body corporate of each other entity listed in Annexure D.
Pinnacle RE Services Limited	130 508 379	Related body corporate of each other entity listed in Annexure D.
Pinnacle Services Administration Pty Ltd	126 175 148	Related body corporate of each other entity listed in Annexure D.
Pinnacle Investment Management (UK) Limited	Company Number 11026111	Related body corporate of each other entity listed in Annexure D.
POSH Nominees Pty Limited	620 094 251	Related body corporate of each other entity listed in Annexure D.

**This is Annexure "D" as mentioned in form 604 Notice of change of interests of substantial holder**



Calvin Kwok  
Company Secretary  
Date: 04/04/2019