

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 Wednesday 30 October 2013 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.

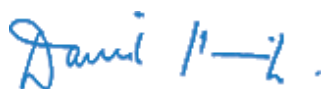
Resolutions

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

- 4. That the Board is authorised to fix the auditors' remuneration;
- 5. That, with effect from 1 November 2013, the maximum aggregate amount of remuneration payable by Trade Me to directors (in their capacity as directors) be increased by \$150,000 per annum, from \$650,000 per annum to \$800,000 per annum.
- 6. That Paul McCarney be elected as a director of Trade Me.
- 7. 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
24 September 2013

Meeting Notes

Resolution 1: Appointment of auditors and auditors' remuneration

Section 197 of the Companies Act states that the fees and expenses of an auditor must be fixed by whoever appoints the auditor. Ernst & Young were appointed auditors at the last Annual Meeting and continue in office. Shareholders are being asked to resolve that the directors are authorised to fix the auditors' remuneration.

Resolution 2: Increase in the pool of directors' fees

This resolution seeks shareholder approval to increase the maximum aggregate amount that may be paid each year to the directors of Trade Me for their services as directors, from \$650,000 to \$800,000. Shareholder approval is required under NZX Listing Rule 3.5.1.

The pool of fees was originally established prior to the company's IPO in December 2011. At that time two directors of Trade Me, Greg Hywood and Gail Hambly were executives of Fairfax Media Limited and did not receive any directors' fees for their Trade Me roles.

In December 2012, Fairfax Media Limited sold its shareholding in Trade Me. At this time Gail was appointed as a director in her own right rather than as a representative of Fairfax Media Limited and became entitled to directors' fees. Paul McCarney was appointed an additional director in November 2012, so the pool of fees now provides for two more directors than it did when set at IPO time.

Directors' fees are as follows:

- Chairman \$195,000 (including all committee responsibilities)
- Non-executive directors \$85,000
- Chair of the Audit & Risk Management Committee \$25,000
- Chair of the Human Resources & Compensation Committee \$15,000
- Members of a committee (except Chair) \$10,000.

Directors on multiple committees (except the Nominations Committee and Independent Directors Committee) receive fees for membership of each committee. Currently \$610,000 of the approved pool of \$650,000 is being paid.

The Board's policy is to review fees every two years. It proposes to increase the fees by \$10,000 per annum (5.1%) in the case of the Chairman and by \$5,000 per annum (5.9%) for other directors. Committee fees will be left unchanged.

The Board would also like to allow for fees (including committee fees) for a possible additional director. No particular appointment is currently being considered.

In accordance with the voting restrictions in the Listing Rules and the company's Constitution, no vote may be cast by the directors or any of their respective associated persons (as defined in the Listing Rules) in favour of Resolution 2.

A director, or an associated person of a director who has been appointed as proxy or representative for another shareholder who is not disqualified from voting in favour of Resolution 2, may exercise that vote only in accordance with the express instructions of that shareholder given in the proxy form.

A director, or an associated person of a director, may not exercise any discretionary proxy votes in favour of Resolution 2 (that is, any instruction that gives that director or associated person, as proxy or representative, discretion to exercise that vote as that director or associated person sees fit).

Resolutions 3 and 4: Election of Directors

Two non-executive directors are standing for election. Paul McCarney was appointed to the Board after the last Annual Meeting, and stands for election for the first time. Sam Morgan retires by rotation and offers himself for re-election.

The Board unanimously supports both Paul's election and Sam's re-election.

Paul McCarney

Non-executive director
Independent

Appointed 5 November 2012
Member of the Human Resources & Compensation
Committee and Nominations Committee



Paul is a technology entrepreneur, investor and consultant. He has 15 years' experience in technology and digital marketing including co-founding search marketing agency Decide Interactive (acquired by NASDAQ-listed 24/7 Real Media in 2004), and founding digital marketing company Life Event Media (acquired by directory business Sensis in 2011).

Paul is also the non-executive director of BTBI TCo, which owns and operates B2B publisher Cirrus Media.

He lives in Sydney, Australia.

Sam Morgan

Non-executive director
Non-independent

Appointed 13 October 2011
Member of the Human Resources & Compensation
Committee



Sam was the founder and Chief Executive Officer of Trade Me until 2008. Trade Me was acquired by Fairfax Media in 2006.

Sam is a director of Fairfax Media, Xero and Visfleet. He is an active software investor and co-founded Kiwi Landing Pad in San Francisco, which aims to help Kiwi companies succeed when expanding into the United States.

Sam is active in his charitable foundation, Jasmine Social Investments, which 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.

Note: While the definition of director independence adopted by the board of Trade Me means Sam is not considered an independent director (because Trade Me and Fairfax Media were in the same group of companies within the past three years), there is now no shareholding or other connection between Trade Me and Fairfax.

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 abstain from voting.

To appoint your proxy and vote online, please follow the instructions below.

New Zealand Register Holders

Please visit <https://investorcentre.linkmarketservices.co.nz/voting/TME> and follow the prompts to complete your proxy appointment and vote online. You will require your CSN/Holder Number and FIN.

Australian Register Holders

Please visit <https://investorcentre.linkmarketservices.com.au/voting/TME.aspx> and follow the prompts to complete your proxy appointment and vote online. You 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.

The completed Proxy Form must be received by Link Market Services no later than 4pm (NZ time) on Monday 28 October 2013. Forms received after this will not be valid.

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 29 October 2013. 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 are after more information, please contact Trade Me's Company Secretary, Sarah Hard on +64 4 803 2676.

Trade Me Group 2013 Annual Meeting Proxy Form / Admission Card

The Annual Meeting of Trade Me Group Limited will be held at 4pm on Wednesday 30 October 2013 at Mac's Function Centre, 4 Taranaki Street, Wellington. If you are coming to the meeting, please bring this Proxy Form / Admission Card to the meeting as the barcode is required for registration prior to entering the meeting.

If you are unable to attend the meeting, use this Proxy Form to vote, or provide your voting instructions online, as per the instructions on the reverse of this form. Proxies need to be lodged with Link Market Services by 4pm, Monday 28 October 2013.

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 Wednesday, 30 October 2013 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 (✓) in box to vote			
	For	Against	Abstain	Discretion
That the Board is authorised to fix the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That the maximum aggregate amount of remuneration payable to directors be increased by \$150,000 per annum, from \$650,000 to \$800,000 per annum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That Paul McCarney be elected as a director of Trade Me.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
That Sam Morgan 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 _____ 2013

Contact name: _____ Daytime contact telephone: _____

Notes

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.

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 Monday 28 October 2013.

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.

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 will 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, 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 7, Zurich House,
21 Queen Street, Auckland.

Fax

+ 64 9 375 5990

Scan & email

meetings@linkmarketservices.co.nz

Please put the words "Trade Me Proxy Form" in the subject line for easy identification.