

**Securities Markets (Substantial Security Holders) Regulations 2007**

**FORM 2**  
**(Sections 23 and 24, Securities Markets Act 1988)**

**DISCLOSURE OF MOVEMENT OF 1% OR MORE IN SUBSTANTIAL HOLDING OR CHANGE  
IN NATURE OF RELEVANT INTEREST OR BOTH**

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 21 June 2012

**TO:** NZX Limited

**AND:** Trade Me Group Limited (**TME**)

Date this disclosure made: 21 June 2012

Date last disclosure made 13 December 2011

**Substantial security holder(s) giving disclosure**

Name(s): Fairfax Digital Holdings NZ Limited

Contact details: Gail Hambly  
+61 2 9282 2062  
[ghambly@fairfaxmedia.com.au](mailto:ghambly@fairfaxmedia.com.au)

**Summary of substantial holding to which disclosure relates**

Class of listed voting securities: Ordinary Shares

Summary for: Fairfax Digital Holdings NZ Limited

For **this** disclosure:

(a)	total number held in class:	201,960,000
(b)	total in class:	395,745,510
(c)	total percentage held in class:	51.033%

For **last** disclosure:

(a)	total number held in class:	261,360,000
(b)	total in class:	395,745,510
(c)	total percentage held in class:	66.0424%

### Details of transaction and events giving rise to relevant event

Details of the transactions or other events requiring disclosure under the instructions to this form: On 18 June 2012 Fairfax Digital Holdings NZ Limited entered into an underwritten placement agreement with UBS New Zealand Limited for the sale of 59,400,000 shares in TME for A\$2.70 per share. As announced to the market on 18 June 2012, the shares were sold to a broad range of institutional investors. Settlement of the sale occurred on 21 June 2012.

### Details of relevant interests in substantial holding after relevant event

Details for: Fairfax Digital Holdings NZ Limited

Nature of relevant interest(s): Registered holder and beneficial owner

For that relevant interest:

(a) number held in class: 201,960,000

(b) percentage held in class: 51.033%

(c) current registered holder(s) of securities: Fairfax Digital Holdings NZ Limited

(d) registered holder(s) of securities once transfers registered: N/A

### Additional information

Nature of connection between substantial security holders: N/A

Address(es) of substantial security holder(s): 40 Boulcott Street, Wellington Central, Wellington

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Act in relation to the securities to which this disclosure relates: None

### Declaration

I, Gail Hambly, declare that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.