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## LODGE YOUR PROXY

**Online:**  
[vote.linkmarketservices.com/TME](http://vote.linkmarketservices.com/TME)

**Scan & email:**  
[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

**Fax:** +64 9 375 5990

**Deliver:**  
Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010  
New Zealand

**Mail in New Zealand**  
If mailing the Proxy Form from within New Zealand, please use the reply-paid envelope provided.

**Mail 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.

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Scan this QR code with your smartphone and vote online



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### General Enquiries

+64 9 375 5998 | [enquires@linkmarketservices.com](mailto:enquires@linkmarketservices.com)

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## PROXY FORM/ADMISSION CARD FOR TRADE ME GROUP LIMITED'S 2016 ANNUAL MEETING

The Annual Meeting of Trade Me Group Limited will be held at 4:00 pm on Thursday, 10 November 2016 at the Museum of New Zealand Te Papa Tongarewa, 55 Cable Street, Wellington. If you will attend the Meeting, please bring this form to assist with your registration.

If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to Trade Me Group Limited's share registry, Link Market Services, by no later than 4:00pm, Tuesday 8 November 2016.

You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to [vote.linkmarketservices.com/TME](http://vote.linkmarketservices.com/TME) or by scanning the QR code above with your smartphone.

### Appointment of proxy

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. 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 on the form. The Chairman and directors will vote all discretionary proxies in favour of the resolutions.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 3). 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.

### Attending the meeting

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.

### Signing instructions for proxy forms

#### Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

#### Joint Holding

Where the holding is in more than one name, all of the joint shareholders must sign the Proxy Form.

#### Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

#### Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority, or execute under the common seal of the corporate shareholder (if it has one).

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of Trade Me Group Limited hereby appoint:

The Chairman of the Meeting  (tick)

Or \_\_\_\_\_ of \_\_\_\_\_  
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 Thursday, 10 November 2016 at the Museum of New Zealand Te Papa Tongarewa, 55 Cable Street, Wellington.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

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. 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.

### ORDINARY BUSINESS

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That the Board be authorised to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Katrina Johnson be elected as a Director of Trade Me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Sam Morgan be re-elected as a Director of Trade Me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 3: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Signature/(s) of Shareholder(s): \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

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

**Electronic Investor Communications:** If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.