



Investment  
Management

11 October 2016

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

### Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of NZME Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard  
Company Secretary

{00011814.DOC}  
BT Investment Management Limited  
ABN 28 126 385 822

GPO Box 7072  
Sydney NSW 2001  
Australia

The Chifley Tower  
Level 15, 2 Chifley Square  
Sydney NSW 2000  
Australia  
Tel 612 8253 2999

[www.btim.com.au](http://www.btim.com.au)

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## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

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To Company Name/Scheme NZME LIMITED (NZM)

ACN/ARSN ARBN 612 823 864

#### 1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder became a substantial holder on 07/10/2016

#### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	10,039,485	10,039,485	
Total	10,039,485	10,039,485	5.12%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Number of securities	Class of securities
BT Investment Management (Fund Services) Limited	BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	5,836,178	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in	4,203,307	Ordinary

	that capacity, can exercise the power to vote or dispose of the shares.		
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**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,836,178 Ordinary
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.  Australia and New Zealand Banking Group Limited  State Street Australia Limited	See Annexure 'A'	4,203,307 Ordinary

\*BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**7. Addresses**

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
NZME LIMITED (NZM)	The Company Secretary, NZME LIMITED (NZM) 2 Graham Street Auckland NEW ZEALAND 1010  Tel: +64 9 379 5050

**Signature**

Print name Chris Millard Capacity Company Secretary

Sign here \_\_\_\_\_ Date 11/10/2016

## **DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with 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.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
  - (9) 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.

**ANNEXURE A**

This is annexure 'A' referred to in Form 603, Notice of initial substantial holder, lodged for BT Investment Management Limited ACN 126 365 822.

Chris Millard – Company Secretary, BT Investment Management Limited 11/10/2016

Sales & Purchases for the period : 7/06/2016 to 7/10/2016

SECURITY: NZM

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**BT Investment Management (Fund Services) Limited**


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Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	HSBC Custody Nominees (Australia) Limited.	4,393,061	0	Ordinary
29/06/2016	HSBC Custody Nominees (Australia) Limited.	579,858	429094.92	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	5,830	4255.9	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	281,749	205676.77	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	-5,830	-4255.9	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	5,830	4255.9	Ordinary
1/07/2016	HSBC Custody Nominees (Australia) Limited.	568,690	409456.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-129,983	-116984.7	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-2,432	-2188.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-43,692	-39322.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-169,068	-152161.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-56,326	-50693.4	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-35,438	-31894.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-866	-779.4	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-66,667	-60000.3	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-25,337	-22803.3	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-2,076	-1868.4	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-5,202	-4681.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-88,608	-79747.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-171,898	-154708.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-29,636	-26672.4	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-42,109	-37898.1	Ordinary
7/10/2016	HSBC Custody Nominees (Australia) Limited.	876,328	560849.92	Ordinary
	<b>Total</b>	<b>5,836,178</b>	<b>826,930.11</b>	
	<b>BT Funds Management No.2 Limited Total :</b>	<b>5,836,178</b>	<b>826,930.11</b>	

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**BT Investment Management (Institutional) Limited**


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Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	HSBC Custody Nominees (Australia) Limited.	783,981	0	Ordinary
29/06/2016	HSBC Custody Nominees (Australia) Limited.	102,304	75704.96	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	660	481.8	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	660	481.8	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	31,901	23287.73	Ordinary

30/06/2016	HSBC Custody Nominees (Australia) Limited.	-660	-481.8	Ordinary
1/07/2016	HSBC Custody Nominees (Australia) Limited.	104,951	75564.72	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-1,038	-934.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-9,602	-8641.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-8,557	-7701.3	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-480	-432	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-10,988	-9889.2	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-33,547	-30192.3	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-8,501	-7650.9	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-7,072	-6364.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-5,781	-5202.9	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-421	-378.9	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-17,682	-15913.8	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-25,356	-22820.4	Ordinary
4/08/2016	HSBC Custody Nominees (Australia) Limited.	-34,026	-30623.4	Ordinary
7/10/2016	HSBC Custody Nominees (Australia) Limited.	145,406	93059.84	Ordinary
	<b>Total</b>	<b>1,006,152</b>	<b>121,353.15</b>	

<b>Date</b>	<b>Registered Company</b>	<b>Quantity</b>	<b>Consideration</b>	<b>Class of Securities</b>
27/06/2016	Australia and New Zealand Banking Group Limited	129,229	0	Ordinary
29/06/2016	Australia and New Zealand Banking Group Limited	20,161	14919.14	Ordinary
30/06/2016	Australia and New Zealand Banking Group Limited	480	350.4	Ordinary
30/06/2016	Australia and New Zealand Banking Group Limited	23,222	16952.06	Ordinary
30/06/2016	Australia and New Zealand Banking Group Limited	480	350.4	Ordinary
30/06/2016	Australia and New Zealand Banking Group Limited	-480	-350.4	Ordinary
1/07/2016	Australia and New Zealand Banking Group Limited	19,427	13987.44	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,930	-1737	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,906	-1715.4	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-114	-102.6	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-3,914	-3522.6	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,907	-1716.3	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-32	-28.8	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,452	-1306.8	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-875	-787.5	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-771	-693.9	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,578	-1420.2	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-651	-585.9	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-3,641	-3276.9	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-831	-747.9	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-1,148	-1033.2	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-51	-45.9	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-2,963	-2666.7	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-584	-525.6	Ordinary
4/08/2016	Australia and New Zealand Banking Group Limited	-3,946	-3551.4	Ordinary
7/10/2016	Australia and New Zealand Banking Group Limited	29,996	19197.44	Ordinary
	<b>Total</b>	<b>194,221</b>	<b>39,941.88</b>	

Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	State Street Australia Limited	1,490,122	0	Ordinary
27/06/2016	State Street Australia Limited	732,745	0	Ordinary
27/06/2016	State Street Australia Limited	1,490,123	0	Ordinary
27/06/2016	State Street Australia Limited	1,490,122	0	Ordinary
29/06/2016	State Street Australia Limited	199,550	147,667.00	Ordinary
29/06/2016	State Street Australia Limited	98,127	72,613.98	Ordinary
30/06/2016	State Street Australia Limited	2,263	1,651.99	Ordinary
30/06/2016	State Street Australia Limited	-2,263	-1,651.99	Ordinary
30/06/2016	State Street Australia Limited	109,352	79,826.96	Ordinary
30/06/2016	State Street Australia Limited	2,263	1,651.99	Ordinary
30/06/2016	State Street Australia Limited	53,776	39,256.48	Ordinary
30/06/2016	State Street Australia Limited	1,113	812.49	Ordinary
1/07/2016	State Street Australia Limited	205,755	148,143.60	Ordinary
1/07/2016	State Street Australia Limited	101,177	72,847.44	Ordinary
4/08/2016	State Street Australia Limited	-26,564	-23,907.60	Ordinary
4/08/2016	State Street Australia Limited	-54,741	-49,266.90	Ordinary
4/08/2016	State Street Australia Limited	-743	-668.7	Ordinary
4/08/2016	State Street Australia Limited	-24,851	-22,365.90	Ordinary
4/08/2016	State Street Australia Limited	-39,914	-35,922.60	Ordinary
4/08/2016	State Street Australia Limited	-12,093	-10,883.70	Ordinary
4/08/2016	State Street Australia Limited	-26,563	-23,906.70	Ordinary
4/08/2016	State Street Australia Limited	-16,770	-15,093.00	Ordinary
4/08/2016	State Street Australia Limited	-13,253	-11,927.70	Ordinary
4/08/2016	State Street Australia Limited	-596	-536.4	Ordinary
4/08/2016	State Street Australia Limited	-52,020	-46,818.00	Ordinary
4/08/2016	State Street Australia Limited	-9,100	-8,190.00	Ordinary
4/08/2016	State Street Australia Limited	-17,296	-15,566.40	Ordinary
4/08/2016	State Street Australia Limited	-79,044	-71,139.60	Ordinary
4/08/2016	State Street Australia Limited	-65,769	-59,192.10	Ordinary
7/10/2016	State Street Australia Limited	295,567	189,162.88	Ordinary
7/10/2016	State Street Australia Limited	152,703	97,729.92	Ordinary
	<b>Total</b>	<b>3,002,934</b>	<b>454,327.44</b>	
	<b>BT Investment Management (Institutional) Limited</b>			
	<b>Total :</b>	<b>4,203,307</b>	<b>615,622.47</b>	