

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme NZME LIMITED (NZM)

ACN/ARSN ARBN 612 823 864

1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated entities listed in Annexure 'B'

ACN/ARSN (if applicable) ACN 007 457 141

The holder became a substantial holder on 01/07/2016

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	11,516,023	11,516,023	
Total	11,516,023	11,516,023	5.88%

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
Advance Asset Management Limited	Advance Asset Management Ltd is the responsible entity of various managed investment schemes and also acts as a fund manager.	952,465	Ordinary
Asgard Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 is a custodian and operator of Investor-Directed Portfolio Service (IDPS). Asgard Capital Management Limited is the custodian and operator of Asgard eWrap Investment,	72	Ordinary

	Asgard Funds Account, LifeForce eWrap Investment and Personal Choice Private eWrap Investment Account.		
BT Funds Management Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	25,114	Ordinary
BT Funds Management No.2 Limited	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	1,023,797	Ordinary
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.	5,829,188	Ordinary
BT Investment Management (Institutional) Limited	BT Investment Management (Institutional) Limited (previously known as BT Investment Management (RE) Limited) is the fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	3,185,387	Ordinary
BT Funds Management (NZ) Limited	BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	500,000	Ordinary

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
Asgard Capital Management Limited	Asgard Capital Management Limited	See Annexure 'A'	72 Ordinary
BT Funds Management Limited	Asgard Capital Management Limited HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	25,114 Ordinary
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	952,465 Ordinary
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	1,023,797 Ordinary
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	See Annexure 'A'	3,185,387 Ordinary
BT Investment Management (Fund Services) Limited	HSBC Custody Nominees (Australia) Limited.	See Annexure 'A'	5,829,188 Ordinary
BT Funds Management (NZ) Limited	BTNZ Unit Trusts Nominees Limited	See Annexure 'A'	500,000 Ordinary

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	
WBC & associates	See Annexure 'A'	See Annexure 'A'		See Annexure 'A'

6. Associates

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 Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 06/07/2016

Sales & Purchases for the period : 1/03/2016 to 1/07/2016

SECURITY: NZM

Advance Asset Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	HSBC Custody Nominees (Australia) Limited.	265,563	212,450.40	Ordinary
27/06/2016	HSBC Custody Nominees (Australia) Limited.	363,557	0	Ordinary
27/06/2016	HSBC Custody Nominees (Australia) Limited.	323,345	0	Ordinary
	Total	952,465	212,450.40	Ordinary
	Advance Asset Management Limited Total :	952,465	212,450.40	

Asgard Capital Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
1/07/2016	Asgard Capital Management Limited	72	52.56	Ordinary
	Total	72	52.56	Ordinary
	Asgard Capital Management Limited Total :	72	52.56	

BT Funds Management Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
1/07/2016	Asgard Capital Management Limited	1,905	1,390.65	Ordinary
	Total	1,905	1,390.65	Ordinary
	BT Funds Management Limited Total :	25,114	1,390.65	

Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	HSBC Custody Nominees (Australia) Limited.	23,209	0	Ordinary
	Total	23,209	0	Ordinary
	BT Funds Management Limited Total :	25,114	1,390.65	

BT Funds Management No.2 Limited

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	75,704.96	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	660	481.8	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	31,901	23,287.73	Ordinary
1/07/2016	HSBC Custody Nominees (Australia) Limited.	104,951	75,564.72	Ordinary
	Total	1,023,797	175,039.21	Ordinary
	BT Funds Management No.2 Limited Total :	1,023,797	175,039.21	

BT Investment Management (Fund Services) Limited

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	429,094.92	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	5,830	4,255.90	Ordinary
30/06/2016	HSBC Custody Nominees (Australia) Limited.	281,749	205,676.77	Ordinary
1/07/2016	HSBC Custody Nominees (Australia) Limited.	568,690	409,456.80	Ordinary
	Total	5,829,188	1,048,484.39	Ordinary
	BT Investment Management (Fund Services) Limited Total :	5,829,188	1,048,484.39	

BT Investment Management (Institutional) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
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	14,919.14	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	16,952.06	Ordinary
1/07/2016	Australia and New Zealand Banking Group Limited	19,427	13,987.44	Ordinary
	Total	192,519	46,209.04	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	National Australia Bank Limited	1,490,122	0	Ordinary
29/06/2016	National Australia Bank Limited	199,550	147,667.00	Ordinary
30/06/2016	National Australia Bank Limited	2,263	1,651.99	Ordinary
30/06/2016	National Australia Bank Limited	-2,263	-1,651.99	Ordinary
30/06/2016	National Australia Bank Limited	109,352	79,826.96	Ordinary
30/06/2016	National Australia Bank Limited	2,263	1,651.99	Ordinary
1/07/2016	National Australia Bank Limited	205,755	148,143.60	Ordinary
	Total	2,007,043	377,289.55	Ordinary

Date	Registered Company	Quantity	Consideration	Class of Securities
27/06/2016	National Australian Custodian Services	732,745	0	Ordinary
29/06/2016	National Australian Custodian Services	98,127	72,613.98	Ordinary
30/06/2016	National Australian Custodian Services	53,776	39,256.48	Ordinary
30/06/2016	National Australian Custodian Services	1,113	812.49	Ordinary
1/07/2016	National Australian Custodian Services	101,177	72,847.44	Ordinary
	Total	986,938	185,530.39	Ordinary
	BT Investment Management (Institutional) Limited Total :	3,186,500	609,028.98	

BT Funds Management (NZ) Limited

Date	Registered Company	Quantity	Consideration	Class of Securities
1/07/2016	BTNZ Unit Trust Nominees Ltd	500,000	385,000.00	Ordinary
	Total	500,000	385,000.00	
	BT Funds Management (NZ) Limited Total :	500,000	385,000.00	

ANNEXURE B

This is the annexure 'B' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities

Tim Hartin – Company Secretary, Westpac Banking Corporation – 06/07/2016

Westpac Banking Corporation	Australia	Series 2011-3 WST Trust	Australia
1925 (Commercial) Pty Limited	Australia	Series 2012-1 WST Trust	Australia
1925 (Industrial) Pty Limited	Australia	Series 2013-1 WST Trust	Australia
1925 Advances Pty Limited	Australia	Series 2013-2 WST Trust	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2014-1 WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2014-2 WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2015-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	SIE-Lease (Australia) Pty Limited	Australia
Aotearoa Financial Services Limited	New Zealand	SIE-Lease (New Zealand) Pty Limited	New Zealand
Ascalon Capital Managers (Asia) Limited	Hong Kong	Sixty Martin Place (Holdings) Pty Limited	Australia
Ascalon Capital Managers Limited	Australia	St.George Business Finance Pty Limited	Australia
Ascalon Funds Seed Pool Trust	Australia	St.George Custodial Pty Limited	Australia
Asgard Capital Management Limited	Australia	St.George Equity Finance Limited	Australia
Asgard Wealth Solutions Limited	Australia	St.George Finance Holdings Limited	Australia
Australian Loan Processing Security Company Pty Ltd	Australia	St.George Finance Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Life Limited	Australia
Belliston Pty Limited	Australia	St.George Motor Finance Limited	Australia
Bill Acceptance Corporation Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Australia Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Financial Group (NZ) Limited	New Zealand	The Home Mortgage Company Limited	New Zealand
BT Financial Group Pty Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Funds Management (NZ) Limited	New Zealand	Value Nominees Pty Limited	Australia
BT Funds Management Limited	Australia	W2 Investments Pty Limited	Australia
BT Funds Management No.2 Limited	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Securities Australia Limited	Australia
BT Portfolio Services Limited	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Private Nominees Pty Limited	Australia	Westpac Administration Pty Limited	Australia
BT Securities Limited	Australia	Westpac Administration 2 Limited	Australia
BT Short Term Income Fund	Australia	Westpac Administration 3 Limited	Australia
Canning Park Capital Pte. Ltd	Australia	Westpac Administration 4 Limited	Australia
Capital Corporate Finance Limited	Australia	Westpac Altitude Rewards Trust	Australia
Capital Finance (NZ) Limited	Australia	Westpac Americas Inc.	USA
Capital Finance Australia Limited	Australia	Westpac Asian Lending Pty Limited	Australia Papua New Guinea
Capital Finance New Zealand Limited	Australia	Westpac Bank-PNG-Limited	
Capital Fleetlease Limited	Australia	Westpac Capital Holdings Inc.	USA
Capital Motor Finance Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Capital Rent Group Limited	New Zealand	Westpac Capital Markets LLC	USA
CBA Limited	Australia	Westpac Capital Trust IV	USA
Challenge Limited	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Cash PIE Fund	Australia

Crusade ABS Series 2013 - 1 Trust	Australia	Westpac Cook Cove Trust I	Australia
Crusade ABS Series 2015 - 1 Trust	Australia	Westpac Cook Cove Trust II	Australia
Crusade ABS Series 2016 - 1 Trust	Australia	Westpac Covered Bond Trust	Australia
Crusade CP Management Pty Limited	Australia	Westpac Custodian Nominees Pty Limited	Australia
Crusade CP No.1 Pty Limited	Australia	Westpac Databank Pty Limited	Australia
Crusade CP Trust No. 53	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2007	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Europe Limited	UK
Crusade Management Limited	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade 2P Trust of 2008	Australia	Westpac Financial Consultants Limited	Australia
Danaby Pty Limited	Australia	Westpac Financial Holdings Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Financial Services Group Limited	Australia
Europe Infrastructure Debt LP	UK	Westpac Financial Services Group-NZ-Limited	New Zealand
General Credits Pty Limited	Australia	Westpac Financial Services Limited	Australia
Halcyon Securities Pty Limited	Australia	Westpac Funding Holdings Pty Limited	Australia
Hastings Advisers LLC	USA	Westpac Funds Financing Holdco Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Funds Financing Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac General Insurance Limited	Australia
Hastings Funds Management (UK) Limited	Singapore	Westpac General Insurance Services Limited	Australia
Hastings Funds Management (USA) Inc.	UK	Westpac Global Capital Markets Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	USA	Westpac Group Investment-NZ-Limited	New Zealand
Hastings Funds Management Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Hastings Infrastructure 1 Limited	UK	Westpac Investment Capital Corporation	USA
Hastings Infrastructure 2 Limited	UK	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Investment Capital LP	USA	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Investment Management (Europe) Ltd	USA	Westpac Investment Vehicle Pty Limited	Australia
Hastings Investment Management Pty Ltd	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Investments GP LLC	Australia	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Korea Company Limited	Korea	Westpac Life Insurance Services Limited	Australia
Hastings Management Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac New Zealand Group Limited	New Zealand
Hickory Trust	Australia	Westpac New Zealand Limited	New Zealand
Hitton Pty Limited	Australia	Westpac New Zealand Staff Superannuation Scheme Trustee Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac Nominees-NZ-Limited	New Zealand
Infrastructure GP LLP	UK	Westpac Notice Saver PIE Fund	Australia
Infrastructure GP 2 LLP	UK	Westpac NZ Covered Bond Holdings Limited	New Zealand
Infrastructure Research and Advisory Services Private Limited	India	Westpac NZ Covered Bond Limited	New Zealand
Magitude Group Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
MIF Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
Mortgage Management Pty Limited	Australia	Westpac NZ Securitisation Limited	New Zealand
Net Nominees Limited	Australia	Westpac NZ Securitisation No. 2 Limited	New Zealand

Number 120 Limited	New Zealand	Westpac Overseas Holdings No. 2 Pty Limited	Australia
Oniston Pty Limited	Australia	Westpac Overseas Holdings Pty Limited	Australia
Partnership Pacific Pty Limited	Australia	Westpac Properties Limited	Australia
Partnership Pacific Securities Pty Limited	Australia	Westpac RE Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Planwise AU Pty Limited	Australia	Westpac Securities Limited	Australia
Qvalent Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
RAMS Financial Group Pty Limited	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Reinventure Fund ILP	Australia	Westpac Securitisation Management Pty Limited	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac Singapore Limited	Singapore
Sallmoor Pty Limited	Australia	Westpac Structured Products Limited	Australia
Securitor Financial Group Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Seed Pool Trust No. 2	Australia	Westpac Syndications Management Pty Limited	Australia
Series 2008-1M WST Trust	Australia	Westpac Term PIE Fund	New Zealand
Series 2009-1 WST Trust	Australia	Westpac TPS Trust	Australia
Series 2011-1 WST Trust	Australia	Westpac Unit Trust	Australia
Series 2011-2 WST Trust	Australia	Westpac USA Inc.	USA

Note: Westpac retains 30.0% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (30.0%)	Australia
BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited)	Australia