

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**To Company Name/Scheme **NZME LTD**ACN/ARSN **ARBN 612 823 864****1. Details of substantial holder (1)**Name **Spheria Asset Management**ACN/ARSN (if applicable) **611 081 326**The holder became a substantial holder on **29/04/2019****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)
<b>ORDINARY FULLY PAID</b>	<b>10,382,931</b>	<b>10,382,931</b>	<b>5.30%</b>

**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)	Class and number of securities
<b>REFER TO ANNEXURE A</b>		

**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	Person entitled to be registered as holder (8)	Class and number of securities
<b>REFER TO ANNEXURE B</b>			

**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	
<b>REFER TO ANNEXURE C</b>				

**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
<b>N/A</b>	

**7. Addresses**

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

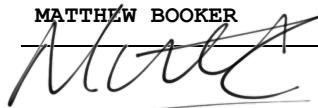
Name	Address
<b>REFER TO ANNEXURE D</b>	

**Signature**

print name **MATTHEW BOOKER**

capacity **DIRECTOR**

sign here



date **01/05/2019**

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 or 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 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 ( eg. 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.

NZME LTD

Annexure A

Holder of relevant interest	Nature of relevant interest	Number of securities	Class of securities
Spheria Asset Management	Spheria Asset Management in its capacity as investment manager has the power to control voting and/or disposal of securities.	10,382,931	Ordinary fully paid

This is Annexure "A" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

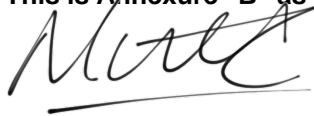
Director

Date: 01/05/2019

**NZME LTD****Annexure B**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities
Spheria Asset Management	BNP Paribas Securities Services	BNP Paribas Securities Services	608,800	Ordinary fully paid
Spheria Asset Management	JP Morgan Chase Bank	JP Morgan Chase Bank	6,712,013	Ordinary fully paid
Spheria Asset Management	RBC Investor Services Trust	RBC Investor Services Trust	3,062,118	Ordinary fully paid

**This is Annexure "B" as mentioned in form 603 Notice of initial substantial holder**



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Matthew Booker

Director

Date: 01/05/2019

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**NZME LTD**  
**Annexure C**

Date of change	Person whose relevant interest changed	Nature of change	Consideration		Class of Securities	Number of securities	Person's votes affected
			Cash	Non-cash			
11/05/2018	Spheria Asset Management	Purchase	\$ 19,145.73		ORDINARY FULLY PAID	33,589	33,589
11/06/2018	As above	Purchase	\$ 647,907.03		ORDINARY FULLY PAID	1,173,902	1,173,902
29/11/2018	As above	Purchase	\$ 41,461.01		ORDINARY FULLY PAID	88,403	88,403
12/03/2018	As above	Purchase	\$ 18,893.95		ORDINARY FULLY PAID	40,277	40,277
12/04/2018	As above	Purchase	\$ 41,047.39		ORDINARY FULLY PAID	82,924	82,924
12/06/2018	As above	Purchase	\$ 39,013.71		ORDINARY FULLY PAID	82,065	82,065
12/11/2018	As above	Purchase	\$ 2,587.85		ORDINARY FULLY PAID	5,400	5,400
12/12/2018	As above	Purchase	\$ 80,357.66		ORDINARY FULLY PAID	169,077	169,077
13/12/2018	As above	Purchase	\$ 12,755.52		ORDINARY FULLY PAID	26,574	26,574
17/12/2018	As above	Purchase	\$ 22,006.81		ORDINARY FULLY PAID	46,823	46,823
18/12/2018	As above	Purchase	\$ 3,832.96		ORDINARY FULLY PAID	8,072	8,072
19/12/2018	As above	Purchase	\$ 4,563.80		ORDINARY FULLY PAID	9,608	9,608
21/12/2018	As above	Purchase	\$ 23,411.18		ORDINARY FULLY PAID	48,605	48,605
24/12/2018	As above	Purchase	\$ 5,191.28		ORDINARY FULLY PAID	10,929	10,929
1/02/2019	As above	Purchase	\$ 16,266.85		ORDINARY FULLY PAID	34,246	34,246

1/07/2019	As above	Purchase	\$ 6,680.12		ORDINARY FULLY PAID	14,133	14,133
1/10/2019	As above	Purchase	\$ 367.15		ORDINARY FULLY PAID	757	757
1/11/2019	As above	Purchase	\$ 493.71		ORDINARY FULLY PAID	1,010	1,010
15/01/2019	As above	Purchase	\$ 26,863.10		ORDINARY FULLY PAID	55,445	55,445
17/01/2019	As above	Purchase	\$ 30,932.57		ORDINARY FULLY PAID	63,263	63,263
18/01/2019	As above	Purchase	\$ 106,135.47		ORDINARY FULLY PAID	218,836	218,836
23/01/2019	As above	Purchase	\$ 37,231.24		ORDINARY FULLY PAID	74,899	74,899
25/01/2019	As above	Purchase	\$ 99,000.00		ORDINARY FULLY PAID	200,000	200,000
29/01/2019	As above	Purchase	\$ 4,304.38		ORDINARY FULLY PAID	8,875	8,875
14/02/2019	As above	Purchase	\$ 245,000.00		ORDINARY FULLY PAID	500,000	500,000
15/02/2019	As above	Purchase	\$ 11,747.04		ORDINARY FULLY PAID	24,473	24,473
19/02/2019	As above	Purchase	\$ 79,500.59		ORDINARY FULLY PAID	170,969	170,969
21/02/2019	As above	Purchase	\$ 308,133.31		ORDINARY FULLY PAID	695,018	695,018
22/02/2019	As above	Purchase	\$ 20,340.50		ORDINARY FULLY PAID	42,971	42,971
25/02/2019	As above	Purchase	\$ 239,030.94		ORDINARY FULLY PAID	508,502	508,502
26/02/2019	As above	Purchase	\$ 3,903.37		ORDINARY FULLY PAID	8,256	8,256
3/01/2019	As above	Purchase	\$ 602,010.24		ORDINARY FULLY PAID	1,079,839	1,079,839
3/05/2019	As above	Purchase	\$ 27,058.72		ORDINARY FULLY PAID	52,036	52,036
3/07/2019	As above	Purchase	\$ 1,324.35		ORDINARY FULLY PAID	2,456	2,456
3/08/2019	As above	Purchase	\$ 37,470.10		ORDINARY FULLY PAID	70,725	70,725

3/11/2019	As above	Purchase	\$ 58,555.40		ORDINARY FULLY PAID	108,625	108,625
3/12/2019	As above	Purchase	\$ 323,694.56		ORDINARY FULLY PAID	622,308	622,308
13/03/2019	As above	Purchase	\$ 47,817.80		ORDINARY FULLY PAID	92,063	92,063
14/03/2019	As above	Purchase	\$ 171,473.00		ORDINARY FULLY PAID	353,422	353,422
19/03/2019	As above	Purchase	\$ 1,175.78		ORDINARY FULLY PAID	2,206	2,206
20/03/2019	As above	Purchase	\$ 134,108.09		ORDINARY FULLY PAID	238,311	238,311
22/03/2019	As above	Purchase	\$ 9,440.91		ORDINARY FULLY PAID	16,563	16,563
4/11/2019	As above	Purchase	\$ 519,300.00		ORDINARY FULLY PAID	1,000,000	1,000,000
15/04/2019	As above	Purchase	\$ 75,910.53		ORDINARY FULLY PAID	146,052	146,052
18/04/2019	As above	Purchase	\$ 11,899.00		ORDINARY FULLY PAID	23,798	23,798
23/04/2019	As above	Purchase	\$ 20,891.25		ORDINARY FULLY PAID	42,491	42,491
26/04/2019	As above	Purchase	\$ 174,773.58		ORDINARY FULLY PAID	345,516	345,516
29/04/2019	As above	Purchase	\$ 230,645.05		ORDINARY FULLY PAID	460,000	460,000
30/04/2019	As above	Purchase	\$ 181,298.00		ORDINARY FULLY PAID	362,596	362,596
5/01/2019	As above	Purchase	\$ 6,521.50		ORDINARY FULLY PAID	13,043	13,043

This is Annexure "C" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 01/05/2019

**NZME LTD**

**Annexure D**

Name	Address
Spheria Asset Management	Level 19, 307 Queen St, Brisbane QLD 4000, Australia

**This is Annexure "D" as mentioned in form 603 Notice of initial substantial holder**



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Matthew Booker

Director

Date: 01/05/2019

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