

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited
and

To NZME Limited (NZM)

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

Date of relevant event: 27 January, 2017

Date this disclosure made: 1 February, 2017

Date last disclosure made: 11 November, 2016

Substantial product holder(s) giving disclosure

Full name(s): Morgan Stanley and its Subsidiaries listed in Annexure A

Summary of substantial holding

Class of quoted voting products: Ordinary Shares

Summary for Morgan Stanley and its Subsidiaries listed in Annexure A

For **this** disclosure,—

- (a) total number held in class: 13,766,104
- (b) total in class: 196,011,282
- (c) total percentage held in class: 7.023%

For **last** disclosure,—

- (a) total number held in class: 11,770,521
- (b) total in class: 196,011,282
- (c) total percentage held in class: 6.005%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: set out in the below table

Date of Transaction	Holder of Relevant Interest	Transaction Nature	Consideration	Class and number of securities
11/11/2016	Morgan Stanley & Co. International plc	Sell	1,632 (AUD)	3,400 Ordinary Shares
11/11/2016	Morgan Stanley & Co. International plc	Buy	37,556.25	75,000 Ordinary Shares
11/14/2016	Morgan Stanley & Co. International plc	Buy	221,331.50	425,000 Ordinary Shares
11/14/2016	Morgan Stanley & Co. International plc	Collateral Return	N/A	3 Ordinary Shares
11/14/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	2 Ordinary Shares
11/15/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
11/16/2016	Morgan Stanley & Co. International plc	Sell	1,423.37 (AUD)	3,061 Ordinary Shares
11/16/2016	Morgan Stanley & Co. International plc	Borrow Return	N/A	430 Ordinary Shares
11/16/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	430 Ordinary Shares
11/17/2016	Morgan Stanley Australia Securities Limited	Sell	376 (AUD)	800 Ordinary Shares
11/18/2016	Morgan Stanley & Co. International plc	Sell	392.35 (AUD)	826 Ordinary Shares
11/18/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	91 Ordinary Shares
11/18/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	91 Ordinary Shares
11/21/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	1,964,083 Ordinary Shares
11/21/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1,964,083 Ordinary Shares
11/22/2016	Morgan Stanley Australia Securities Limited	Buy	173.25 (AUD)	350 Ordinary Shares
11/22/2016	Morgan Stanley & Co. International plc	Collateral Return	N/A	1,963,345 Ordinary Shares
11/22/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1,963,345 Ordinary Shares
11/23/2016	Morgan Stanley & Co. International plc	Buy	27,341.00	50,000 Ordinary Shares
11/23/2016	Morgan Stanley Australia Securities Limited	Sell	1,818 (AUD)	3,600 Ordinary Shares
11/23/2016	Morgan Stanley Australia Securities Limited	Sell	1,795.20 (AUD)	3,520 Ordinary Shares
11/23/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	1,964,169 Ordinary Shares
11/23/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1,964,169 Ordinary Shares
11/24/2016	Morgan Stanley & Co. International plc	Sell	725.88 (AUD)	1,434 Ordinary Shares
11/24/2016	Morgan Stanley Australia Securities Limited	Sell	884 (AUD)	1,700 Ordinary Shares
11/25/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	2 Ordinary Shares
11/25/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate	N/A	2 Ordinary Shares

		pursuant to the agreement(s)		
11/28/2016	Morgan Stanley & Co. International plc	Collateral Return	N/A	1,965,000 Ordinary Shares
11/28/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1,964,999 Ordinary Shares
11/29/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
11/30/2016	Morgan Stanley & Co. International plc	Buy	38,510.14	68,670 Ordinary Shares
11/30/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/1/2016	Morgan Stanley Australia Securities Limited	Buy	540.35 (AUD)	1,010 Ordinary Shares
12/1/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/2/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	52,207 Ordinary Shares
12/5/2016	Morgan Stanley & Co. International plc	Buy	190,159.81	350,000 Ordinary Shares
12/6/2016	Morgan Stanley Australia Securities Limited	Buy	36.75 (AUD)	70 Ordinary Shares
12/6/2016	Morgan Stanley Australia Securities Limited	Buy	208 (AUD)	400 Ordinary Shares
12/6/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/7/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	496,122 Ordinary Shares
12/7/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	496,122 Ordinary Shares
12/9/2016	Morgan Stanley Australia Securities Limited	Buy	3,990.90 (AUD)	7,530 Ordinary Shares
12/9/2016	Morgan Stanley Australia Securities Limited	Buy	141.70 (AUD)	260 Ordinary Shares
12/9/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/12/2016	Morgan Stanley Australia Securities Limited	Buy	280 (AUD)	500 Ordinary Shares
12/12/2016	Morgan Stanley & Co. International plc	Collateral Return	N/A	496,121 Ordinary Shares
12/12/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	496,122 Ordinary Shares
12/13/2016	Morgan Stanley & Co. International plc	Buy	404,411.07	721,081 Ordinary Shares
12/13/2016	Morgan Stanley Australia Securities Limited	Buy	798 (AUD)	1,400 Ordinary Shares
12/13/2016	Morgan Stanley Australia Securities Limited	Buy	862.50 (AUD)	1,500 Ordinary Shares
12/13/2016	Morgan Stanley Australia Securities Limited	Buy	448 (AUD)	800 Ordinary Shares
12/14/2016	Morgan Stanley Australia Securities Limited	Buy	1,090 (AUD)	2,000 Ordinary Shares

12/14/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/15/2016	Morgan Stanley Australia Securities Limited	Buy	9.05 (AUD)	17 Ordinary Shares
12/15/2016	Morgan Stanley Australia Securities Limited	Buy	2,232.56 (AUD)	4,173 Ordinary Shares
12/15/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/16/2016	Morgan Stanley Australia Securities Limited	Sell	286 (AUD)	520 Ordinary Shares
12/16/2016	Morgan Stanley Australia Securities Limited	Sell	742 (AUD)	1,400 Ordinary Shares
12/16/2016	Morgan Stanley Australia Securities Limited	Sell	2,748.60 (AUD)	5,090 Ordinary Shares
12/16/2016	Morgan Stanley Australia Securities Limited	Sell	385 (AUD)	700 Ordinary Shares
12/19/2016	Morgan Stanley Australia Securities Limited	Sell	423.50 (AUD)	770 Ordinary Shares
12/19/2016	Morgan Stanley Australia Securities Limited	Sell	141.70 (AUD)	260 Ordinary Shares
12/20/2016	Morgan Stanley Australia Securities Limited	Sell	770 (AUD)	1,400 Ordinary Shares
12/20/2016	Morgan Stanley & Co. International plc	Collateral Return	N/A	2 Ordinary Shares
12/20/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	216,538 Ordinary Shares
12/21/2016	Morgan Stanley Australia Securities Limited	Sell	136.25 (AUD)	250 Ordinary Shares
12/27/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/28/2016	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
12/29/2016	Morgan Stanley & Co. International plc	Sell	257.87 (AUD)	482 Ordinary Shares
12/29/2016	Morgan Stanley & Co. International plc	Sell	333.30 (AUD)	606 Ordinary Shares
12/30/2016	Morgan Stanley & Co. International plc	Sell	62.15 (AUD)	113 Ordinary Shares
12/30/2016	Morgan Stanley & Co. International plc	Sell	2,119.56 (AUD)	3,856 Ordinary Shares
12/30/2016	Morgan Stanley & Co. International plc	Collateral Received	N/A	261,106 Ordinary Shares
12/30/2016	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	261,106 Ordinary Shares
1/3/2017	Morgan Stanley & Co. International plc	Sell	132.15 (AUD)	247 Ordinary Shares
1/3/2017	Morgan Stanley & Co. International plc	Sell	47.52 (AUD)	88 Ordinary Shares
1/3/2017	Morgan Stanley & Co. International plc	Collateral Return	N/A	29,965 Ordinary Shares
1/3/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	29,965 Ordinary Shares
1/4/2017	Morgan Stanley & Co. International plc	Sell	49.68 (AUD)	92 Ordinary Shares
1/4/2017	Morgan Stanley & Co. International plc	Sell	193.86 (AUD)	359 Ordinary Shares
1/4/2017	Morgan Stanley & Co. International plc	Borrow	N/A	70,000 Ordinary Shares
1/4/2017	Morgan Stanley & Co. International plc	Collateral Return	N/A	66,031 Ordinary Shares

1/4/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	31,031 Ordinary Shares
1/5/2017	Morgan Stanley & Co. International plc	Sell	436.65 (AUD)	795 Ordinary Shares
1/5/2017	Morgan Stanley & Co. International plc	Sell	2,225.62 (AUD)	4,065 Ordinary Shares
1/5/2017	Morgan Stanley & Co. International plc	Borrow Return	N/A	35,000 Ordinary Shares
1/5/2017	Morgan Stanley & Co. International plc	Collateral Return	N/A	165,108 Ordinary Shares
1/5/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	200,108 Ordinary Shares
1/6/2017	Morgan Stanley & Co. International plc	Sell	131.60 (AUD)	235 Ordinary Shares
1/6/2017	Morgan Stanley & Co. International plc	Sell	4,273.49 (AUD)	7,650 Ordinary Shares
1/9/2017	Morgan Stanley & Co. International plc	Sell	597.77 (AUD)	1,058 Ordinary Shares
1/9/2017	Morgan Stanley & Co. International plc	Sell	3,371.94 (AUD)	5,967 Ordinary Shares
1/9/2017	Morgan Stanley & Co. International plc	Collateral Received	N/A	2 Ordinary Shares
1/9/2017	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	2 Ordinary Shares
1/10/2017	Morgan Stanley & Co. International plc	Buy	187.57 (AUD)	328 Ordinary Shares
1/10/2017	Morgan Stanley & Co. International plc	Collateral Return	N/A	1 Ordinary Shares
1/10/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
1/11/2017	Morgan Stanley & Co. International plc	Collateral Return	N/A	2 Ordinary Shares
1/11/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	2 Ordinary Shares
1/12/2017	Morgan Stanley & Co. International plc	Borrow Return	N/A	35,000 Ordinary Shares
1/12/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	34,999 Ordinary Shares
1/13/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
1/18/2017	Morgan Stanley & Co. International plc	Decrease in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
1/19/2017	Morgan Stanley & Co. International plc	Increase in shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s)	N/A	1 Ordinary Shares
1/26/2017	Morgan Stanley & Co. International plc	Sell	137,793.00	200,000 Ordinary Shares
1/27/2017	Morgan Stanley & Co. International plc	Buy	526,037.12	773,584 Ordinary Shares

Details after relevant event

Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Holder of securities subject to an obligation to return under a prime brokerage agreement. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 13,078
- (b) percentage held in class: 0.007%
- (c) current registered holder(s): HSBC Custody Nominees (Australia) Limited
- (d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 10,751,335
- (b) percentage held in class: 5.485%
- (c) current registered holder(s): HSBC Nominees (New Zealand) Limited
- (d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 479
- (b) percentage held in class: 0.000%
- (c) current registered holder(s): HSBC Custody Nominees (Australia) Limited
- (d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s). The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- a) number held in class: 1,000,000
- b) percentage held in class: 0.510%
- c) current registered holder(s): HSBC Nominees (New Zealand) Limited
- d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley & Co. International Plc

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise right to rehypothecate pursuant to the agreement(s). The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- a) number held in class: 2,000,000
- b) percentage held in class: 1.020%
- c) current registered holder(s): HSBC Custody Nominees (Australia) Limited
- d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley Australia Securities Limited

Nature of relevant interest(s): Shares held or in respect of which the holder may exercise control over disposal in the ordinary course of sales and trading businesses. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- a) number held in class: 1
- b) percentage held in class: 0.000%
- c) current registered holder(s): HSBC Custody Nominees (Australia) Limited
- d) registered holder(s) once transfers are registered: Unknown

Details for Morgan Stanley Capital Services LLC

Nature of relevant interest(s): Derivative relevant interest over quoted underlying. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- a) number held in class: 1,211
- b) percentage held in class: 0.001%
- c) current registered holder(s): Unknown

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

For a derivative relevant interest, also—

- (a) type of derivative: Swap agreement
- (b) details of derivative:
Long 597 cash – settled equity swap maturity/expiry date 11 Dec 2017
Long 190 cash – settled equity swap maturity/expiry date 15 Feb 2018
- (c) parties to the derivative: CUBIST CORE INVESTMENTS, L.P.
- (d) if the substantial product holder is not a party to the derivative, the nature of the relevant interest in the derivative: Not Applicable

Details for Each of the entities (as listed in Annexure A) in the Morgan Stanley group upstream of the above entities

Nature of relevant interest(s): Each of the above entities is a body corporate that each upstream entity controls and therefore has the relevant interests that the above entities collectively have. The relevant agreements need not be attached under regulation 139.

For that relevant interest,—

- (a) number held in class: 13,766,104
- (b) percentage held in class: 7.023%
- (b) current registered holder(s):
HSBC Nominees (New Zealand) Limited
HSBC Custody Nominees (Australia) Limited
- (d) registered holder(s) once transfers are registered: Unknown

Additional information

Address(es) of substantial product holder(s):

Morgan Stanley - 1585 Broadway, New York NY 10036, United States

Morgan Stanley & Co. International Plc – 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom

Morgan Stanley Capital Services LLC - 1585 Broadway, New York NY 10036, United States

Morgan Stanley Australia Securities Limited - Level 39, Chifley Tower 2 Chifley Square, Sydney, New South Wales 2000, Australia

Contact details: Koko Yamamoto, Phone: +81 3 68369819, E-mail:
apdoi@morganstanley.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: N/A

Certification

I, Koko Yamamoto, certify 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.

**Annexure A**

List of Morgan Stanley and its subsidiaries that have a relevant interest or deemed to have a relevant interest in the shares.

Name
└─ Morgan Stanley
└─ Morgan Stanley Capital Management, LLC
└─ Morgan Stanley Domestic Holdings, Inc.
└─ Morgan Stanley Capital Services LLC
└─ Morgan Stanley International Holdings Inc.
└─ Morgan Stanley International Limited
└─ Morgan Stanley UK Group
└─ Morgan Stanley Investments (UK)
└─ Morgan Stanley & Co. International plc
└─ Morgan Stanley International Incorporated
└─ Morgan Stanley (Australia) Securities Holdings Pty Limited
└─ Morgan Stanley Australia Securities Limited