

Form 604

Corporations Law Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme	Telecom Corporation of New Zealand Limited (NS)
ACN/ARSN	050 611 277

1. Details of substantial holder (1)

Name	SCHRODER INVESTMENT MANAGEMENT AUSTRALIA LIMITED
ACN/ARSN (if applicable)	22 000 443 274

There was a change in the interests of the substantial holder on	20/01/2011
The previous notice was given to the company on	30/11/2010
The previous notice was dated	25/11/2010

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	97,996,890	5.09%	13,6595,330	7.10%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/11/2010 – 20/01/2011	SIMAL	Sell	185977.38	111,403	111,403
26/11/2010 – 20/01/2011	SIMSG	Purchase	31,591,473.02	14,308,742	14,308,742
26/11/2010 – 20/01/2011	SIM LTD	Purchase	24,124,936.34	10,887,642	10,887,642
26/11/2010 – 20/01/2011	SIM LTD	Sell	145,468.64	69,629	69,629
26/11/2010 – 20/01/2011	SIM LTD	Transition In	115,151.85	53559	53559
26/11/2010 – 20/01/2011	SIMNA LTD	Purchase	29,459,883.52	13,198,242	13,198,242
26/11/2010 – 20/01/2011	SIMNA LTD	Transition In	722,205.66	331,287	331,287

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Beneficial Owner (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
SIMAL	BNP Paribas	Clearview	Power to dispose of securities	1,380,258	1,380,258
SIMAL	BNP Paribas	AMP Capital Investors	Power to dispose of securities	3,332,165	3,332,165

SIMAL	JP Morgan Custodial Services	Energy Industries Australia	Power to dispose of securities	1,423,596	1,423,596
SIMAL	JP Morgan Custodial Services	Retirement Services Board Fund	Power to dispose of securities	1,796,590	1,796,590
SIMAL	JP Morgan Custodial Services	Schroder Investment Management Australia	Power to dispose of securities	28,830,912	28,830,912
SIMAL	JP Morgan Custodial Services	Health Super Pty Ltd	Power to dispose of securities	3,814,977	3,814,977
SIMAL	JP Morgan Custodial Services	Zurich Investment Management	Power to dispose of securities	997,492	997,492
SIMAL	Citicorp Nominees Ltd HK	Colonial First State Investment Limited	Power to dispose of securities	12,227,654	12,227,654
SIMAL	HSBC Custody Nominees (Australia) Ltd	Advance Funds Management	Power to dispose of securities	7,743,132	7,743,132
SIMAL	National Nominees Ltd - Melbourne	Alcoa Australia Pty Ltd	Power to dispose of securities	1,180,227	1,180,227
SIMAL	National Nominees Ltd – Melbourne	UniSuper Limited	Power to dispose of securities	4,775,161	4,775,161
SIMAL	National Nominees Ltd – Melbourne	CareSuper Pty Ltd	Power to dispose of securities	1,979,902	1,979,902
SIMAL	National Nominees Ltd – Melbourne	Equisuper Pty Ltd	Power to dispose of securities	970,004	970,004
SIMAL	National Nominees Ltd - Melbourne	Queensland Investment Corporation	Power to dispose of securities	617,311	617,311
SIMAL	National Nominees Ltd – Melbourne	Telstra Pty Ltd	Power to dispose of securities	4,967,739	4,967,739
SIMAL	National Nominees Ltd - Melbourne	University of Sydney	Power to dispose of securities	739,968	739,968
SIMAL	National Nominees Ltd – Melbourne	Uniting Church NSW Trust Assoc Fund	Power to dispose of securities	295,095	295,095
SIMAL	National Nominees Ltd – Melbourne	Vision Super Pty Ltd	Power to dispose of securities	1,741,209	1,741,209
SIMAL	State Street Australia Limited	AXA Global Investors Ltd	Power to dispose of securities	1,167,992	1,167,992
SIMAL	State Street Australia Limited	IPAC Asset Management Ltd	Power to dispose of securities	6,237,105	6,237,105
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	Schroder Investment Management Limited (“SIM LTD”)	Power to dispose of securities	18,899,812	18,899,812
SIM LTD	JPMorgan Chase Bank, N.A. (Bournemouth)	Banking and Payments Authority of Timor-Leste	Power to dispose of securities	26,155	26,155
SIM LTD	Mellon Bank, N.A. (London)	The Sultanate of Oman Ministry of Defence	Power to dispose of securities	238,184	238,184
SIM LTD	Mellon Bank, N.A. (London)	Christian Brothers Investment Services, Inc	Power to dispose of securities	297,452	297,452
SIM LTD	NATIONAL CUSTODIAL SERVICES LTD – MELBOUR	Government Employees Superannuation Board	Power to dispose of securities	285,630	285,630
SIM LTD	Northern Trust Company (London)	Anglian Water Group Pension Scheme	Power to dispose of securities	131,662	131,662
SIM LUX	Schroder & Co Bank AG (Zurich)	Pensionskasse der Bernischen Kraftwerke	Power to dispose of securities	344,435	344,435
SIM LUX	UBS AG (Zurich)	Kantonale Pensionskasse Solothurn	Power to dispose of securities	595,125	595,125
SIMNA INC	Bank of New York (IMC) (New York)	Principal Management Corporation	Power to dispose of securities	5,486,411	5,486,411

SIMNA INC	Brown Brothers Harriman & Co.	CGCM International Equity Investments Fund	Power to dispose of securities	1,456,164	1,456,164
SIMNA INC	Brown Brothers Harriman & Co.	SEI Investments Global Limited	Power to dispose of securities	3,409,669	3,409,669
SIMNA INC	CIBC Mellon (BONY Mellon)	SEI Investments Global Limited	Power to dispose of securities	970,170	970,170
SIMNA INC	JPMorgan Chase Bank, N.A. (Bournemouth)	Schroder Investment Management North America ("SIMNA INC")	Power to dispose of securities	430,311	430,311
SIMNA INC	JPMorgan Chase Bank, N.A. (New York)	Bireley's Orange Japan SA	Power to dispose of securities	455,637	455,637
SIMNA INC	Mellon Bank, N.A. (London)	Michelin North America, Inc.	Power to dispose of securities	557,984	557,984
SIMNA INC	Mellon Bank, N.A. (London)	National Elevator Industry	Power to dispose of securities	1,449,447	1,449,447
SIMNA INC	RBC Dexia Investor Services (London)	Michelin North America (Canada) Inc.	Power to dispose of securities	214,657	214,657
SIMNA INC	Union Bank of California, N.A./Global Custody	Plumbers and Pipefitters National	Power to dispose of securities	819,194	819,194
SIMSG	Citicorp Nominees Ltd HK	Citicorp Nominees Ltd HK	Power to dispose of securities	14,308,742	14,308,742

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Schroder Investment Management Australia Limited ("SIMAL")	Relevant Fund Manager
Schroder Investment Management UK Limited ("SIM LTD")	Relevant Fund Manager
Schroder Investment Management North America ("SIMNA INC")	Relevant Fund Manager
Schroder Investment Management Limited Luxembourg ("SIM LUX")	Relevant Fund Manager

6. Addresses

The addresses of persons named in this form are:

Name	Address
Schroder Investment Management (Australia) Limited ("SIMAL")	Level 20, Angel Place, 123 Pitt Street, Sydney, 2000, Australia
Schroder Investment Management Limited ("SIM LTD")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management North America ("SIMNA INC")	31 Gresham Street, London EC2V 7QA, UK
Schroder Investment Management Limited Luxembourg ("SIM LUX")	31 Gresham Street, London EC2V 7QA, UK