

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

BT INVESTMENT MANAGEMENT LIMITED

ABN

28 126 365 822

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Unlisted options to deliver ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,406,697 unlisted nil cost options
(Tranche 1 Options)
2,437,968 unlisted nil cost options (Tranche 2 Options) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | A summary of the terms and conditions of the Tranche 1 Options and the Tranche 2 Options is attached with this Appendix 3B. |

+ See chapter 19 for defined terms.

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4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Ordinary shares issued upon the exercise of the Tranche 1 Options and Tranche 2 Options will rank equally in all respects with other ordinary shares from the date of allotment.				
5 Issue price or consideration	Nil.				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The unlisted options are being issued as part of the employee incentive scheme for the employees of J O Hambro Capital Management Holdings Ltd (registered no. 7667922) and its subsidiary undertaking (as defined in the English Companies Act 2006) from time to time (JOHCML Group), a wholly owned subsidiary of BT Investment Management.				
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	On or about 23 December 2011 in respect of the Tranche 1 Options and Tranche 2 Options.				
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th data-bbox="694 1556 997 1601">Number</th><th data-bbox="997 1556 1287 1601">⁺Class</th></tr> <tr> <td data-bbox="694 1601 997 1830">267,906,977</td><td data-bbox="997 1601 1287 1830">Ordinary shares</td></tr> </table>	Number	⁺ Class	267,906,977	Ordinary shares
Number	⁺ Class				
267,906,977	Ordinary shares				

⁺ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		Approximately 18,000,000	Converting notes
		3,406,697	Unlisted Tranche 1 Options
		2,437,968	Unlisted Tranche 2 Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

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19 Closing date for receipt of
acceptances or renunciations

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

⁺ See chapter 19 for defined terms.

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32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: - the date from which they do - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

(Company secretary)

Date: 23 December 2011

Print name: Christopher Millard

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+ See chapter 19 for defined terms.

TRANCHE 1 OPTION TERMS AND CONDITIONS	
Options	The options for the Company to deliver ordinary shares on exercise of an option by transferring (or procuring that a share plan trustee transfers) to the optionholder existing issued ordinary shares which it has acquired on market or otherwise for that purpose. The Company retains the right (but not the obligation) to satisfy its obligation to deliver the option shares (in whole or in part) by issuing ordinary shares to the optionholder or trustee.
Consideration	Nil.
Exercise price	Nil.
Vesting conditions	None.
Exercise periods	The exercise periods occur as follows: • in respect of 20% of the Tranche 1 Options at any time from 1 October 2017. Runs for 28 days; • in respect of up to a further 20% of the Tranche 1 Options, at any time from 1 October 2018. Runs for 28 days; • in respect of up to a further 20% of the Tranche 1 Options, at any time from 1 October 2019. Runs for 28 days; • a further 20% of the Tranche 1 Options, at any time from 1 October 2020. Runs for 28 days; • a further 20% of the Tranche 1 Options, at any time from 1 October 2021. Runs for 28 days.
Total number to be issued	3,406,697
Exercise restriction period	If the date of the relevant exercise periods commence during a period which the directors of BTIM have determined is a blackout period, the exercise date for that period will commence on the first business day following the end of such blackout period.
Listing of options	Tranche 1 Options will be unlisted.

TRANCHE 2 OPTION TERMS AND CONDITIONS	
Options	The options for the Company to deliver ordinary shares on exercise of an option by transferring (or procuring that a share plan trustee transfers) to the optionholder existing issued ordinary shares which it has acquired on market or otherwise for that purpose. The Company retains the right (but not the obligation) to satisfy its obligation to deliver the option shares (in whole or in part) by issuing ordinary shares to the optionholder or trustee.
Consideration	Nil
Exercise price	Nil

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Vesting conditions	• The option holder must not have, in the reasonable opinion of its employer (being the relevant JOHCML Group entity of which the optionholder is an employee) acting in good faith, breached any of the optionholder's obligations as defined by their contract of employment; and • If so required by the employer, the optionholder must provide a written statement to the effect that the option holder has not breached any of the optionholder's obligations as defined by their contract of employment with the employer. • The extent to which the Tranche 2 Options can be exercised will be determined by the amount of funds under management retained 12 months from the date the option holder ceases its employment with the relevant JOHCML Group Entity
Total number to be issued	2,437,968
Exercise period	A 28 day period commencing 1 year after the first anniversary the option holder ceases employment with the relevant entity.
Listing of options	Tranche 2 Options will be unlisted.

+ See chapter 19 for defined terms.