

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Telecom Corporation of New Zealand

ACN/ARSN _____

1. Details of substantial holder (1)

Name BlackRock Group

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 28 / 02 / 12

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)
Ord	96,844,738	96,844,738	5.03

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
See Annexure A		

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
See Annexure A			

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	
See Annexure 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
See Annexure A	

7. Addresses

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

Name	Address
See Annexure A	

Signature

print name Belinda Plotkin

capacity Company Secretary

sign here

date 07 / 06 / 12

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.

This is Annexure A of 2 pages referred to in form 603 Notice of initial substantial shareholder

07-Jun-12

Belinda Plotkin, General Counsel

Date

3. Details of Relevant Interests

4. Details of present registered holders

6. Associates

7. Addresses

Holder of Relevant Interests Name and ACN / ARSN (if applicable) (sections 3, 4, 6 and 7)	Class and number of Securities (sections 3 and 4)		Nature of Association (section 6)	Address (section 7)
BlackRock Investment Management (Dublin) Ltd	ORD	87,201	same ultimate holding company	Dublin, Ireland
BlackRock Capital Management, Inc.	ORD	121,453	same ultimate holding company	100 Bellevue Parkway Wilmington, DE 19809
BlackRock (Netherlands) B.V.	ORD	203,484	same ultimate holding company	Rembrandt Tower, 17th floor Amstelveen Amsterdam Netherlands
BlackRock Fund Managers Ltd	ORD	460,213	same ultimate holding company	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Asset Management Canada Limited	ORD	545,292	same ultimate holding company	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	ORD	1,089,143	same ultimate holding company	Level 19, 120 Collins St Melbourne Australia
BlackRock International Ltd.	ORD	1,250,356	same ultimate holding company	40 Torphichen Street Edinburgh EH3 8JB
BlackRock Investment Management, LLC	ORD	1,467,559	same ultimate holding company	1 University Square Drive, Princeton, NJ 08540
BlackRock Financial Management, Inc.	ORD	1,919,428	same ultimate holding company	40 E. 52nd Street New York, NY 10022
BlackRock Asset Management Japan Limited	ORD	2,957,296	same ultimate holding company	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku Tokyo 100-8217
BlackRock Investment Management (UK) Ltd	ORD	5,855,986	same ultimate holding company	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Asset Management Australia Limited (ACN 001 804 566)	ORD	7,181,300	same ultimate holding company	Level 43, Grosvenor Place 225 George Street Sydney NSW 2000 Australia
BlackRock Institutional Trust Company, N.A.	ORD	21,525,176	same ultimate holding company	400 Howard Street San Francisco, CA, 94105

Holder of Relevant Interests Name and ACN / ARSN (if applicable)	Class and number of Securities		Nature of Association	Address
(sections 3, 4, 6 and 7)	(sections 3 and 4)		(section 6)	(section 7)
BlackRock Advisors (UK) Ltd.	ORD	25,289,912	same ultimate holding company	Murray House 1Royal Mint Court London, EC3N 4HH, UK
BlackRock Fund Advisors	ORD	26,890,939	same ultimate holding company	400 Howard Street San Francisco, CA, 94105

This is Annexure B of (1) page referred to in form 603 Notice of initial substantial shareholder

	07-Jun-12
Belinda Plotkin, General Counsel	Date

5. Consideration

Telecom New Zealand (TEL)						
Holder of Relevant Interest	Date of Acquisition	Consideration			Class and number of securities affected	
		Cash		Non-cash		
BlackRock Group	from 28 Oct 2011 to 28 Feb 2012	9,916,502	(AUD)	0	ord	5,652,820
		30,461,398	(NZD)	0	ord	14,375,852