

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

BT Investment Management Limited (BTT)

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (a) 5,896,401
(b) 417,976 |
| 3 | Principal terms of the +securities (e.g. 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) | All of the ordinary shares rank equally with all other fully paid ordinary shares on issue. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4 Do the ⁺securities rank equally in all respects from the ⁺issue date 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	Yes.
5 Issue price or consideration	(a) \$2.32 per share (being the face value of each Converting Note) (b) Issued as part of ongoing remuneration for certain employees of J O Hambro Capital Management Limited.
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(a) Conversion of Converting Notes in accordance with their terms issued as part consideration for the acquisition of J O Hambro Capital Management in October 2011. (b) Conversion of Converting Notes issued to certain employees of J O Hambro Capital Management as part of ongoing remuneration arrangements, following the meeting of certain performance hurdles.
6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the ⁺securities the subject of this Appendix 3B</i>, and comply with section 6i	No.
6b The date the security holder resolution under rule 7.1A was passed	
6c Number of ⁺securities issued without security holder approval under rule 7.1	
6d Number of ⁺securities issued with security holder approval under rule 7.1A	
6e Number of ⁺securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	

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+ See chapter 19 for defined terms.

6f	Number of ⁺ securities issued under an exception in rule 7.2							
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.							
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements							
7	⁺Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	31 October 2014						
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>290,699,283</td><td>Ordinary shares</td></tr></table>	Number	⁺ Class	290,699,283	Ordinary shares		
Number	⁺ Class							
290,699,283	Ordinary shares							
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table><tr><th>Number</th><th>⁺Class</th></tr><tr><td>9,039,263</td><td>Converting Notes (each converting on a 1 for 1 basis into ordinary shares on multiple dates up to October 2016).</td></tr><tr><td>7,676,473</td><td>Nil cost options (exercisable on a 1 for 1 basis on multiple dates).</td></tr></table>	Number	⁺ Class	9,039,263	Converting Notes (each converting on a 1 for 1 basis into ordinary shares on multiple dates up to October 2016).	7,676,473	Nil cost options (exercisable on a 1 for 1 basis on multiple dates).
Number	⁺ Class							
9,039,263	Converting Notes (each converting on a 1 for 1 basis into ordinary shares on multiple dates up to October 2016).							
7,676,473	Nil cost options (exercisable on a 1 for 1 basis on multiple dates).							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing fully paid BTT ordinary shares.						

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

- | | | |
|----|--|---|
| 11 | Is security holder approval required? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 12 | Is the issue renounceable or non-renounceable? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 13 | Ratio in which the ⁺ securities will be offered | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 15 | ⁺ Record date to determine entitlements | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 17 | Policy for deciding entitlements in relation to fractions | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7. | <div style="border: 1px solid black; height: 80px; width: 100%;"></div> |
| 19 | Closing date for receipt of acceptances or renunciations | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 20 | Names of any underwriters | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 21 | Amount of any underwriting fee or commission | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 22 | Names of any brokers to the issue | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 23 | Fee or commission payable to the broker to the issue | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | <div style="border: 1px solid black; height: 25px; width: 100%;"></div> |

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25	If the issue is contingent on security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and offer documents 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?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	⁺ Issue date	

⁺ See chapter 19 for defined terms.

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

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 ⁺issue date 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)

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 is not available now, we 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: 31 October 2014

Print name: Christopher Millard

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital											
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated											
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	278,100,237										
Add the following: - Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid *ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	<table> <tr> <td>1,657,833</td><td>Issued on 2 July 2014 under Dividend Reinvestment Plan for 2014 Interim Dividend</td></tr> <tr> <td>3,544,535</td><td>Issued on 19 December 2013 under Dividend Reinvestment Plan for 2013 Final Dividend.</td></tr> <tr> <td>6,314,377</td><td>Issued on 31 October 2014, following the conversion of converting notes to ordinary shares</td></tr> <tr> <td>1,082,301</td><td>Issued on 1 November 2013, following the conversion of converting notes to ordinary shares.</td></tr> <tr> <td>0</td><td></td></tr> </table>	1,657,833	Issued on 2 July 2014 under Dividend Reinvestment Plan for 2014 Interim Dividend	3,544,535	Issued on 19 December 2013 under Dividend Reinvestment Plan for 2013 Final Dividend.	6,314,377	Issued on 31 October 2014, following the conversion of converting notes to ordinary shares	1,082,301	Issued on 1 November 2013, following the conversion of converting notes to ordinary shares.	0	
1,657,833	Issued on 2 July 2014 under Dividend Reinvestment Plan for 2014 Interim Dividend										
3,544,535	Issued on 19 December 2013 under Dividend Reinvestment Plan for 2013 Final Dividend.										
6,314,377	Issued on 31 October 2014, following the conversion of converting notes to ordinary shares										
1,082,301	Issued on 1 November 2013, following the conversion of converting notes to ordinary shares.										
0											
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	0										
“A”	290,699,283										

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Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	43,604,892
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: - Under an exception in rule 7.2 - Under rule 7.1A - With security holder approval under rule 7.1 or rule 7.4 Note: <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i>	0
"C"	0
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	43,604,892
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	0
Total ["A" x 0.15] – "C"	43,604,892 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items	
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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