

# Information Form and Checklist

## (ASX Foreign Exempt Listing)

Name of entity	ABN/ARBN/ARSN
Wilson & Horton Limited (to be renamed NZME Limited) ("NZME")	ARBN 612 823 864

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.**

*Note: the entity warrants in its Appendix 1C ASX Foreign Exempt Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Terms used in this Information Form and Checklist have the same meaning as in the ASX Listing Rules.*

### Part 1 – Information to be supplied with Appendix 1C

*Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".*

#### All entities – corporate details

Place of incorporation or establishment	New Zealand
Date of incorporation or establishment	20 December 2001
Legislation under which incorporated or established	Companies Act 1993 (New Zealand)
Address of registered office in place of incorporation or establishment	2 Graham Street Auckland Central Auckland New Zealand 1010
Address of registered office in Australia (if any)	c/- Baker & McKenzie Level 27, AMP Centre 50 Bridge Street Sydney NSW 2000 Australia
Main business activity	NZME is one of New Zealand's leading media and entertainment businesses and includes some of New Zealand's most recognised publishing, radio and media brands, including The New Zealand Herald, The Radio Network and deals website GrabOne.
Home exchange and listing category <sup>1</sup>	The company is seeking a listing on the NZX Main Board simultaneously with its application for admission to the official list of ASX as a Foreign Exempt Listing
Any other exchanges on which the entity is listed	N/A

<sup>1</sup> Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

Street address of principal administrative office	2 Graham Street Auckland Central Auckland New Zealand 1010
Postal address of principal administrative office	Private Bag 92198 Victoria St West Auckland New Zealand 1142
Telephone number of principal administrative office	+64 9 379 5050
E-mail address for investor enquiries	investor@nzme.co.nz
Website URL	http://www.nzme.co.nz/

### All entities – management details<sup>2</sup>

Full name and title of CEO/managing director	Michael Raymond Boggs, Chief Executive Officer
Full name and title of chairperson of directors	Sir John Anthony Anderson, Independent Chairman (as at date of listing)
Full names of all existing directors	Ciaran James Davis (to be replaced at date of listing) Michael Raymond Boggs (to be replaced at date of listing)
Full names of any persons proposed to be appointed as additional or replacement directors	Sir John Anthony Anderson Peter Damien Cullinane Carol Anne Campbell
Full name and title of company secretary	N/A
Name and address of the entity's Australian agent for service of process <sup>3</sup>	B & McK Nominees Pty. Limited Level 27, AMP Centre 50 Bridge Street Sydney NSW 2000 Australia

### All entities – ASX contact details<sup>4</sup>

Full name and title of ASX contact(s)	Allison Whitney, New Zealand Legal Counsel
Business address of ASX contact(s)	2 Graham Street Auckland Central Auckland New Zealand 1010

<sup>2</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>3</sup> If the entity is a trust, it must appoint an agent for service of process in Australia (Listing Rule 1.11 Condition 10(a)). If the entity is a company, it must be registered as a foreign company in Australia (Listing Rule 1.11 Condition 9), which in turn requires it to appoint an agent for service of process (section 601CF(2) of the Corporations Act 2001 (Cth)).

<sup>4</sup> Under Listing Rule 1.11 Condition 11, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

Business phone number of ASX contact(s)	+64 9 373 6071
Mobile phone number of ASX contact(s)	+64 27 479 0697
Email address of ASX contact(s)	allison.whitney@nzme.co.nz

#### All entities – auditor details

Full name of auditor	PricewaterhouseCoopers
----------------------	------------------------

#### All entities – registry details<sup>5</sup>

Name of securities registry	Link Market Services Limited
Address of securities registry	<p><b>New Zealand</b></p> <p>Level 11, Deloitte Centre 80 Queen Street Auckland New Zealand 1010</p> <p><b>Australia</b></p> <p>Level 12, 680 George Street Sydney NSW 2000 Australia</p>
Phone number of securities registry	+64 9 375 5998
Fax number of securities registry	+64 9 375 5990
Email address of securities registry	enquiries@linkmarketservices.com
Type of subregisters the entity will operate <sup>6</sup>	CHESS and issuer sponsored subregisters
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	N/A

#### All entities – key dates

Annual balance date	31 December
Month in which annual meeting is usually held (or intended to be held) <sup>7</sup>	To be determined by the Board
Months in which dividends or distributions are usually paid (or are intended to be paid)	To be determined by the Board

<sup>5</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

<sup>6</sup> Example: CHESS and issuer sponsored subregisters.

<sup>7</sup> May not apply to some trusts.

## Part 2 – Checklist Confirming Compliance with Admission Requirements

**Instructions:** please indicate in the “Location/Confirmation” column for each item below where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist (other than the 25 copies of the entity’s most recent annual report and any subsequent interim report referred to in item 4) are provided in a folder separated by numbered tabs.

Note that completion of this Checklist is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

### All entities – key supporting documents

Nº	Item	Location/Confirmation
1.	A copy of the entity’s certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	See tab 5 of Annexure Folder
2.	A copy of the entity’s constitution	See tab 6 of Annexure Folder
3.	Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 3A) <sup>8</sup>	To be confirmed
4.	25 copies of the entity’s most recent annual report and any subsequent interim report (Listing Rule 1.11 Condition 4)	See tab 7 of Annexure Folder
5.	If the entity is a company, evidence that it is registered as a foreign company in Australia (Listing Rule 1.11 Condition 9)	See tab 8 of Annexure Folder
6.	Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 12) <sup>9</sup>	See tab 4 of Annexure Folder
7.	A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	See tab 9 of Annexure Folder
8.	Payment for the initial listing fee. <sup>10</sup>	To be provided shortly following submission of final application for admission to the official list

<sup>8</sup> ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 3A).

<sup>9</sup> An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX’s website.

<sup>10</sup> See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank  
 Account Name: ASX Operations Pty Ltd  
 BSB: 082 057  
 A/C: 494728375  
 Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to [ar@asx.com.au](mailto:ar@asx.com.au) or fax it to (612) 9227-0553, describing the payment as the “initial listing fee” and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

**All entities – capital structure**

9. A table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
  - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
  - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

(a) NZME currently has 378,550,000 ordinary shares on issue.

(b) The number of ordinary shares on issue at the date NZME is admitted to the official list will be the same as the number of shares on issue in APN News and Media Limited (ASX: APN) on that same date. APN currently has 1,372,057,507 ordinary shares on issue. Shareholders of APN are being asked to approve the consolidation of APN's share capital by converting every 7 APN Shares on issue into one APN Share with effect from 21 June 2016 (**Share Consolidation**). If the Share Consolidation is approved by APN Shareholders, APN will have approximately 196 million ordinary shares on issue.

(c) It is expected that there will be approximately 196 million ordinary shares on issue at the date the entity is admitted to the official list. This is dependent upon the outcome of the shareholder vote on the Share Consolidation referred to in paragraph (b) above.

10. For each class of securities referred to in the table mentioned in item 9, the terms applicable to those securities

Note: This applies whether the securities are quoted or not.

For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).

For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates

For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

See section 14.5 of the Explanatory Memorandum (tab 10 of the Annexure Folder) and the Constitution of NZME (tab 3 of the Annexure Folder) for the terms applicable to NZME's ordinary shares.

**All entities – other information**

11. A brief history of the entity

See tab 14 of the Annexure Folder

12. Details of the entity's existing activities and level of operations

See sections 8.1 to 8.5 of the Explanatory Memorandum (tab 10 of the Annexure Folder)

Nº Item	Location/Confirmation
<p>13. A concise summary<sup>11</sup> of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering:</p> <ul style="list-style-type: none"> <li>• what types of transactions require security holder approval;</li> <li>• whether security holders have a right to request or requisition a meeting of security holders;</li> <li>• whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;</li> <li>• how changes in the rights attaching to securities are regulated;</li> <li>• what rights do security holders have to seek relief for oppressive conduct;</li> <li>• what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and</li> <li>• whether there is any equivalent to the “two strikes” rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3)</li> </ul>	See tab 15 of the Annexure Folder
<p>14. A concise summary<sup>12</sup> of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding:</p> <ul style="list-style-type: none"> <li>• the disclosure of material information;</li> <li>• the disclosure of periodic financial information and the accounting and auditing standards that apply;</li> <li>• requirements for information to be sent to security holders; and</li> <li>• regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3)</li> </ul>	See tab 15 of the Annexure Folder
<p>15. A concise summary<sup>13</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)</p>	See tab 15 of the Annexure Folder
<p>16. Confirmation that the entity complies with the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)</p>	Confirmed See tab 16 of the Annexure Folder
<p>17. Confirmation that there is no information not already disclosed to the entity’s home exchange that should have been disclosed under the rules of that exchange</p>	Confirmed
<p><b>Entities that do not have a primary listing on NZX Main Board</b></p>	
<p>18. A completed Appendix 1C Information Form and Checklist Annexure I (Entities that do not have a Primary Listing on the NZX Main Board)<sup>14</sup></p>	N/A
<p><b>Entities that have a primary listing on NZX Main Board</b></p>	
<p>19. A completed Appendix 1C Information Form and Checklist Annexure II (Entities that have a Primary Listing on the NZX Main Board)<sup>15</sup></p>	See tabs 2 and 3 of the Annexure Folder

<sup>11</sup> The concise summary is not intended to be a legal treatise on the laws of the entity’s home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity’s home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

<sup>12</sup> See note 11 above.

<sup>13</sup> See note 11 above.

<sup>14</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX’s website.

<sup>15</sup> An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX’s website.

**Further documents to be provided before admission to the official list**

Please note that in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.