

Letter to Shareholders and Notice of General Meeting

Letter to Shareholders

Dear shareholders

The Directors have convened a General Meeting of BT Investment Management Limited (**BTIM** or the **Company**), to be held on Friday 27 April 2018, for shareholders to consider and approve a change of company name to Pental Group Limited (**Pental**).

Background

Since BTIM was floated out of Westpac Banking Corporation (**Westpac**) in 2007, the business has transformed from a domestically focused funds management business into a diversified global investment manager, with 318 employees and operations across five countries. During that time, we have grown substantially; delivering total shareholder returns of 264 per cent, and increasing FUM from \$41.9 billion to \$98.1 billion. We have achieved standalone success and carved-out an independent reputation; in other words, we have come of age.

The BT brand is owned by Westpac and licensed to BTIM, and as many of you would know, Westpac has its own BT-branded business, BT Financial Group.

You will be aware that Westpac has, over the past three years, significantly reduced its shareholding in BTIM from just over 60 per cent to now around 10 per cent. Westpac has signaled that, subject to favourable market conditions, it intends to sell its remaining stake sometime in the future, but not before the release of BTIM's First Half 2018 Results.

Why change?

Your Directors believe it is time for BTIM to establish its own name and brand, and that a name change is in the best interest of the business, and therefore shareholders. This will allow us to invest in an independent identity which we own, and to create a strategic brand advantage as we continue to execute our strategy of building and growing a diversified global investment management business.

As the BT license is due for renewal later this year, the Board believes that now is the right time to make this change.

The proposed name: Pental Group

The proposed name of Pental Group has been chosen because of its link to the origins of the BT investment management business. It was the name given to BT's nominee company established in 1971 to hold assets on behalf of its first prospective client Dalgety, being a reversal of Dal(gety) Pen(sion). The philosophy and success of the BT investment management business since the 1970s has led us to link our new name and brand to our heritage. We are preserving the strengths, values and culture of BTIM while looking to the future as an independently successful international company

in global fund management. Westpac has indicated that it will support and vote in favour of the change of name to Pental Group Limited.

The change of name applies to the listed parent company and the Australian business only. BTIM's offshore business, J O Hambro Capital Management Limited, will continue to operate under its existing name and branding, subject to its existing brand license arrangements.

Special Resolution

Enclosed are the notice of meeting, explanatory notes and proxy form for you to consider ahead of the general meeting. I commend the explanatory notes to you as they set out in more detail the rationale for the change.

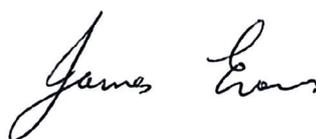
The Board unanimously recommends that shareholders vote in favour of the resolution to change the Company's name either by attending the meeting in person or by ticking the box marked '**For**' and submitting your proxy form in accordance with instructions in the Notice of Meeting documents.

A change of company name requires that at least 75 per cent of votes cast at the meeting be in favour of the resolution. If this resolution is passed, the change of name will take effect when the Australian Securities and Investments Commission alters the details of the Company's registration, which will be announced to the ASX.

There will also be a change to the Company's ASX listing code from BTT to PDL which will be announced on the ASX's announcement platform when the change takes effect. The Company's updated Constitution will also be attached to this announcement.

If you have any questions, please submit these in writing using the enclosed Shareholder Question Form, or online at Link Market Services' website (www.linkmarketservices.com.au) or contact Link Market Services on 1300 792 077.

Yours sincerely



James Evans
Chairman

Information for Shareholders

Date: Friday, 27 April 2018

Time: 10.00 am (Sydney time)

Venue: Sofitel Sydney Wentworth
61-101 Phillip Street
Sydney NSW 2000

Documents

The following documents relating to the Meeting are enclosed in this mailing:

- the Notice of Meeting;
- a personalised proxy form and return envelope; and
- a Shareholder Question Form.

The above documents are also available by contacting our share registry, Link Market Services by one of the following methods:

Online at: www.linkmarketservices.com.au

By e-mail at: BTIM@linkmarketservices.com.au

By post: Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235

By telephone: In Australia: 1300 792 077
From outside Australia: + 61 1300 792 077

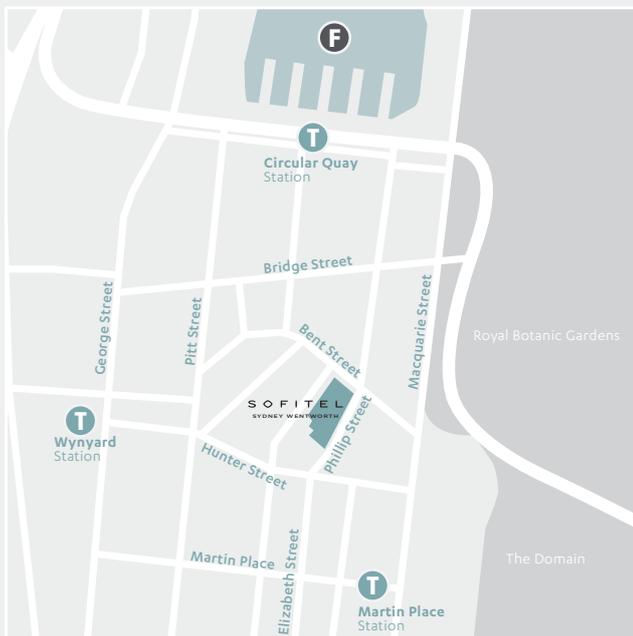
By facsimile: + 61 2 9287 0309

Receiving Documents Electronically

If you received the Notice of Meeting by mail and would prefer to receive future notices and correspondence from BTIM electronically, please contact Link Market Services to change how you receive documents from BTIM.

How to get to the Meeting

The Sofitel Sydney Wentworth is located at 61-101 Phillip Street, Sydney and can be accessed via Phillip Street.



Notice of General Meeting

Notice is hereby given that a General Meeting (**Meeting**) of shareholders of BT Investment Management Limited (**BTIM** or the **Company**) will be held at the Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney on Friday, 27 April 2018, commencing at 10.00 am (Sydney time), with registration from 9.30 am (Sydney time).

BUSINESS

Special Resolution – Change of Company name and modification to Constitution

1. To consider and, if thought fit, pass the following resolution as a **special resolution**:

'That, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company change its name from 'BT Investment Management Limited' to 'Pental Group Limited' and all references in the Company's constitution to 'BT Investment Management Limited' be amended to 'Pental Group Limited' to reflect the Company's new name.'

Further information in relation to this resolution is set out in the enclosed Explanatory Notes. The Explanatory Notes form part of this Notice of Meeting.

By order of the Board

Joanne Hawkins
Company Secretary

Sydney
27 March 2018

Other Information

Entitlement to attend and vote

You will be eligible to attend and vote at the Meeting if you are registered as a holder of BTIM shares at 7:00 pm on Wednesday 25 April 2018 (Sydney time).

Attending the Meeting in person

Eligible shareholders may attend the Meeting and vote in person. If you attend the Meeting in person, you do not need to submit a proxy form.

You may still attend the Meeting and vote in person, even if you have appointed a proxy. If you have previously submitted a proxy form, your proxy will be cancelled if you vote on the resolution.

If you will be attending the Meeting, please bring your personalised proxy form with you. The barcode at the top of the form will assist you in registering for the Meeting. If you do not bring your proxy form with you to the Meeting you will still be asked to verify your identity.

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf rather than attend the Meeting in person. A personalised proxy form is included with this Notice of Meeting. Please note the following information in relation to the appointment of proxies:

- A proxy does not have to be a BTIM shareholder and may be an individual or a body corporate.
- You may appoint up to two proxies. If you appoint two proxies you should complete two separate proxy forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. You must return both proxy forms together.
- To appoint the Chairman as your proxy, mark the box in the section marked 'step 1' on the proxy form. You can direct your proxy how to vote by marking 'For', 'Against' or 'Abstain', in the section marked 'step 2'.
- You may appoint another person as your proxy by completing their name on the space provided in the section marked 'step 1' on the proxy form. If your proxy is not the Chairman, you are also appointing the Chairman as your alternate proxy in the event that your named proxy does not attend the Meeting.
- If you sign the enclosed proxy form and do not mark the box in the section marked 'step 1', the Chairman will be appointed as your proxy. The Chairman intends to vote undirected proxies in favour of the resolution.
- If you appoint a proxy, you may still attend the Meeting. However, your proxy will be revoked if you also vote on the resolution.
- If your proxy is appointed under a written authority, such as a power of attorney, the original or a certified copy of the authority must be submitted with the proxy form.

Undirected Proxies and Chairman's voting instructions

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected proxy in favour of the proposed resolution, which is set out in this Notice of Meeting. The Chairman intends to vote all such undirected proxies in favour of the resolution.

Voting to be conducted by poll

The voting at the Meeting will be conducted by poll. Details of how the poll will be conducted will be explained at the Meeting.

Lodging your proxy

Your completed proxy form must be received by Link Market Services no later than 10:00 am Wednesday, 25 April 2018 i.e. 48 hours before the commencement of the Meeting. Proxy forms can be lodged:

- **Online or mobile device:** by scanning the QR code on the proxy form or entering the voting link at: **www.linkmarketservices.com.au** by following the instructions. You will need to input your Security Holder Reference number (SRN) or Holder Identification number (HIN) as well as your postcode.
- **Posting** it to: Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235, Australia.
- **Faxing** it to: + 61 2 9287 0309.
- **Hand delivery** to: Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000 before 10:00 am on Wednesday, 25 April 2018.

Corporate shareholders

Corporate shareholders may appoint a representative to attend the Meeting on their behalf. The representative should bring evidence of his or her appointment unless it has previously been provided to Link Market Services.

Shareholders can download and fill out the *Appointment of Corporate Representative* form from the Link Market Services' website: **www.linkmarketservices.com.au/corporate/resources/forms.html**

Questions from shareholders

You may ask questions at the Meeting about the resolution being considered at the Meeting.

In addition, you may submit written questions prior to the Meeting. Questions can be submitted using the enclosed Shareholder Question Form, or online at our share registry's website: **www.linkmarketservices.com.au**

Please see the Shareholder Question Form for information on how to submit your question.

Explanatory Notes on the Business of the Meeting

Special Resolution – Change of Company name and modification to Constitution

The Company proposes to change its name from 'BT Investment Management Limited' to 'Pendal Group Limited' and to amend the constitution to reflect the change of name.

Section 157 of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name and that the change of name takes effect when the Australian Securities and Investments Commission alters the details of the company's registration. Section 136(2) of the Corporations Act provides that a company may modify its constitution by special resolution.

This resolution seeks the approval of shareholders for the Company to change its name from 'BT Investment Management Limited' to 'Pendal Group Limited' and modify its Constitution to reflect the change of name.

Approval is sought by special resolution, which requires at least 75 per cent of the total votes cast by shareholders entitled to vote on the resolution at the Meeting (whether in person, or by proxy, attorney or representative) are voted in favour of the resolution. There are no voting exclusions. Westpac, a 9.8 per cent shareholder, has indicated that it will support and vote in favour of the change of name to Pendal Group Limited.

If this resolution is passed, the change of name will take effect when the Australian Securities and Investments Commission alters the details of the Company's registration.

If the resolution is approved, the Company's ASX listing code will change from BTT to PDL, which will be announced on the ASX's announcement platform when the change takes effect. The Company's updated Constitution will also be attached to this announcement.

Rationale for proposed change

The 'BT' brand is owned by Westpac and licensed to BTIM. The license to use the 'BT' name expires in September 2018 and rather than renew the current licensing agreement, the Board considers it appropriate for BTIM to establish and start investing in its own name and brand.

The proposed name of Pendal Group Limited has been chosen because of its link to the origins of the BT investment management business. It was the name given to BT's nominee company established in 1971 to hold assets on behalf of its first prospective client Dalgety, being a reversal of Dal(gety) Pen(sion).

The name 'Pendal Group Limited' preserves a connection between:

- the heritage and origins of the Company's investment management business; and
- the Company's future as an independently successful global investment management business.

The change of name applies to BTIM and the Australian business only. BTIM's offshore business, J O Hambro Capital Management Limited, will continue to operate under its existing name and branding, subject to its existing brand license arrangements.

The change of name will not affect BTIM's rights under the Master Relationship Agreement between BTIM and Westpac which was amended in October 2015. The Master Relationship Agreement deals with the appointment of BTIM as investment manager for certain BT Financial Group retail funds, pooled superannuation trusts and statutory funds, together with termination and withdrawal rights, and other matters described in the BTIM Prospectus dated 30 October 2007.

Board Recommendation

The Board **unanimously** recommends that shareholders vote in **favour** of this resolution.

In this Notice of Meeting:

BTIM means BT Investment Management Limited (ABN 28 126 385 822).

Chairman means the chairman of the Meeting and includes any acting chairman during the Meeting.

Company means BT Investment Management Limited (ABN 28 126 385 822).

Constitution means the constitution of BTIM.

Corporations Act means the *Corporations Act* 2001 (Cth), as amended.

Meeting means the general meeting of the Company to be held on Friday, 27 April 2018.

Westpac means Westpac Banking Corporation (ABN 33 007 457 141) and its subsidiaries.

Further information

If you need any further information regarding the Meeting, please contact Link Market Services on 1300 792 077 (toll free in Australia), or from outside Australia on + 61 1300 792 077.

