

**Form 605  
Corporations Act 2001  
Section 671B**

**Notice of Ceasing to be a Substantial Holder**

To: **Bellamy's Australia Ltd.**  
ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FIL Limited and the entities listed in Annexure A ("FIL"),

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on  
The previous notice was given to the company on  
The previous notice was dated

24 January 2017  
06 December 2016  
06 December 2016

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
			<b>AUD \$</b>	<b>Common Stock</b>	<b>Common Stock</b>
12/5/2016	FIL	SELL	6.61	(11,479)	(11,479)
12/5/2016	FIL	SELL	6.61	(28,767)	(28,767)
12/5/2016	FIL	SELL	6.61	(10,338)	(10,338)
12/5/2016	FIL	SELL	6.61	(40,972)	(40,972)
12/5/2016	FIL	SELL	6.61	(14,519)	(14,519)
12/5/2016	FIL	SELL	6.61	(9,597)	(9,597)
12/5/2016	FIL	SELL	6.61	(2,198)	(2,198)
12/5/2016	FIL	SELL	6.61	(3,340)	(3,340)
12/8/2016	FIL	BUY	6.68	1,316	1,316
1/24/2017	FIL	SELL	3.80	(288,352)	(288,352)
1/24/2017	FIL	SELL	3.80	(730,857)	(730,857)
1/24/2017	FIL	SELL	3.80	(311,677)	(311,677)
1/24/2017	FIL	SELL	3.80	(970,081)	(970,081)
1/24/2017	FIL	SELL	3.80	(362,280)	(362,280)
1/24/2017	FIL	SELL	3.80	(219,111)	(219,111)
1/24/2017	FIL	SELL	3.80	(62,552)	(62,552)
1/24/2017	FIL	SELL	3.80	(79,444)	(79,444)
			<b>Total Sells</b>	<b>(3,144,248)</b>	<b>(3,144,248)</b>

Net Sell	(3,144,248)	(3,144,248)
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### 3. Resulting interest

Class of Securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Common Stock	2,798,050	2,798,050	2.89%

### 4. Changes in Association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NA	

### 5. Addresses

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

Refer to Annexure A
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Sign Here \_\_\_\_\_

Dated: 27 January 2017

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

#### Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting Power	284,420
		JP MORGAN, BOURNEMOUTH (C)		1,955,274
		NATIONAL ASTL BK MELBOURNE (S)		257,030
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)		36,875
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON		263,135
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)	1,316	
<b>Grand Total</b>				<b>2,798,050</b>