

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Bellamy's Australia Limited

ACN/ARSN ACN 124 272 108

1. Details of substantial shareholder(1)

Name Bicheno Investments Pty Limited ACN 122 192 134 as trustee for the Jan Cameron Trust, Bollinger Investments Ltd as trustee for the Brightside Trust, Elsie Cameron Foundation Pty Ltd ACN 601 660 655 as trustee for the Elsie Cameron Foundation and Jan Cameron (together, the **Substantial Holders**)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

30 / 12 / 2016

The previous notice was given to the company on

15 / 02 / 2017

The previous notice was dated

15 / 02 / 2017

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	17,088,734	17.67%	17,088,734	17.67%

3. 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 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
30.12.16	Each Substantial Shareholder	Each of the Substantial Holders are considered an associate of the Black Prince Private Foundation (BPPF) under section 12(2)(c) of the Act in light of Jan Cameron acting in concert with BPPF.	Nil	17,088,734 ordinary shares	17,088,734

Bicheno Investments Pty Limited ACN 122 192 134 as trustee for the Jan Cameron Trust (JCT)	JCT	JCT	JCT has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities.	2,724,938 ordinary shares	2,724,938
Bollinger Investments Ltd as trustee for the Brightside Trust (Brightside)	Brightside	Brightside	Brightside has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities.	121,096 ordinary shares	121,096
Elsie Cameron Foundation Pty Ltd ACN 601 660 655 as trustee for the Elsie Cameron Foundation (ECF)	ECF	ECF	ECF has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities.	242,700 ordinary shares	242,700
Jan Cameron			Jan Cameron has a relevant interest under section 608(3)(b) of the Act, as she controls JCT and Brightside.	2,846,034 ordinary shares	2,846,034
JCT, Brightside, ECF and Jan Cameron			Each of the Substantial Holders and BPPF only are considered to be "associates" under section 12(2)(c) of the Act in light of the concurrence in formulating 4 Board nominees and their decision to requisition a meeting and vote in favour of the resolutions put before the EGM.	14,000,000 ordinary shares	14,000,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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
Black Prince Private Foundation (BPPF)	Each of the Substantial Holders and BPPF only are considered to be "associates" under section 12(2)(c) of the Act in light of the concurrence in formulating 4 Board nominees and their decision to requisition a meeting and vote in favour of the resolutions put before the EGM.

6. Addresses

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

Name	Address
Bicheno Investments Pty Limited ACN 122 192 134 as trustee for the Jan Cameron Trust	Level 6, 161 Macquarie Street, Sydney NSW 2000
Bollinger Investments Ltd as trustee for the Brightside Trust	6 The Top Deck, Wharby, Wellington, New Zealand
Elsie Cameron Foundation Pty Ltd ACN 601 660 655 as trustee for the Elsie Cameron Foundation	Level 6, 161 Macquarie Street, Sydney NSW 2000
Jan Cameron	Level 6, 161 Macquarie Street, Sydney NSW 2000
BPPF	Landhuis Groot Kwartier, Groot Kwartierweg 12, Willemstad, Curacao

Signature

print name Jan Cameron

capacity

sign here

date

20 February 2017



