

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of 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)

There was a change in the interests of the substantial holder on	12 April 2016
The previous notice was given to the company on	23 February 2016
The previous notice was dated	23 February 2016

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	9,392,041	9.72%	8,394,720	8.69%

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 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
			AUD\$	Common Stock	Common Stock
02/22/2016	FIL	BUY	11.90	12,168	12,168
02/22/2016	FIL	BUY	11.90	16,808	16,808
02/22/2016	FIL	BUY	11.90	6,048	6,048
02/22/2016	FIL	BUY	11.90	4,824	4,824
02/22/2016	FIL	BUY	11.90	3,843	3,843
02/22/2016	FIL	BUY	11.90	998	998
02/22/2016	FIL	BUY	11.90	1,403	1,403
02/23/2016	FIL	BUY	12.01	22,424	22,424
02/23/2016	FIL	BUY	12.01	30,977	30,977
02/23/2016	FIL	BUY	12.01	11,147	11,147

02/23/2016	FIL	BUY	12.01	8,890	8,890
02/23/2016	FIL	BUY	12.01	7,083	7,083
02/23/2016	FIL	BUY	12.01	1,838	1,838
02/23/2016	FIL	BUY	12.01	2,586	2,586
02/25/2016	FIL	BUY	12.02	22,230	22,230
02/25/2016	FIL	BUY	12.02	30,710	30,710
02/25/2016	FIL	BUY	12.02	11,051	11,051
02/25/2016	FIL	BUY	12.02	8,815	8,815
02/25/2016	FIL	BUY	12.02	7,022	7,022
02/25/2016	FIL	BUY	12.02	1,822	1,822
02/25/2016	FIL	BUY	12.02	2,564	2,564
02/26/2016	FIL	BUY	11.80	14,821	14,821
02/26/2016	FIL	BUY	11.80	20,474	20,474
02/26/2016	FIL	BUY	11.80	7,367	7,367
02/26/2016	FIL	BUY	11.80	5,876	5,876
02/26/2016	FIL	BUY	11.80	4,681	4,681
02/26/2016	FIL	BUY	11.80	1,215	1,215
02/26/2016	FIL	BUY	11.80	1,709	1,709
02/29/2016	FIL	SELL	10.80	(47,398)	(47,398)
03/01/2016	FIL	SELL	10.31	(6,328)	(6,328)
03/07/2016	FIL	SELL	10.80	(328)	(328)
03/07/2016	FIL	SELL	10.43	(11,604)	(11,604)
03/07/2016	FIL	SELL	10.43	(96,523)	(96,523)
03/08/2016	FIL	SELL	9.93	(5,571)	(5,571)
03/08/2016	FIL	SELL	9.93	(46,338)	(46,338)
03/23/2016	FIL	DIVIDEND REINVESTMENT	10.80	39	39
03/23/2016	FIL	DIVIDEND REINVESTMENT	10.80	90	90
03/23/2016	FIL	DIVIDEND REINVESTMENT	10.80	179	179
03/23/2016	FIL	DIVIDEND REINVESTMENT	10.80	268	268
03/23/2016	FIL	DIVIDEND REINVESTMENT	10.80	722	722
03/24/2016	FIL	SELL	10.92	(245,863)	(245,863)
03/24/2016	FIL	SELL	10.92	(19,911)	(19,911)
03/29/2016	FIL	SELL	10.26	(125,474)	(125,474)
03/29/2016	FIL	SELL	10.26	(10,162)	(10,162)
03/30/2016	FIL	SELL	10.18	(66,499)	(66,499)
03/30/2016	FIL	SELL	10.18	(5,385)	(5,385)
03/31/2016	FIL	SELL	10.35	(54,454)	(54,454)
03/31/2016	FIL	SELL	10.35	(4,410)	(4,410)
04/01/2016	FIL	SELL	10.10	(19,476)	(19,476)
04/01/2016	FIL	SELL	10.10	(1,577)	(1,577)
04/04/2016	FIL	SELL	10.11	(58,659)	(58,659)
04/04/2016	FIL	SELL	10.11	(4,751)	(4,751)
04/05/2016	FIL	SELL	10.13	(50,153)	(50,153)
04/05/2016	FIL	SELL	10.13	(4,062)	(4,062)
04/06/2016	FIL	SELL	9.91	(60,952)	(60,952)
04/06/2016	FIL	SELL	9.91	(4,936)	(4,936)
04/07/2016	FIL	SELL	9.94	(50,893)	(50,893)
04/07/2016	FIL	SELL	9.94	(4,122)	(4,122)
04/08/2016	FIL	BUY	10.12	30,414	30,414

04/08/2016	FIL	BUY	10.12	53,127	53,127
04/08/2016	FIL	SELL	10.10	(157,728)	(157,728)
04/08/2016	FIL	SELL	10.10	(12,773)	(12,773)
04/08/2016	FIL	SELL	10.10	(12,040)	(12,040)
04/11/2016	FIL	SELL	10.00	(64,913)	(64,913)
04/11/2016	FIL	SELL	9.98	(14,274)	(14,274)
04/11/2016	FIL	SELL	10.01	(7,315)	(7,315)
04/11/2016	FIL	SELL	10.00	(4,420)	(4,420)
04/11/2016	FIL	SELL	9.98	(1,702)	(1,702)
04/11/2016	FIL	SELL	10.01	(1,462)	(1,462)
04/11/2016	FIL	SELL	10.00	(664)	(664)
04/11/2016	FIL	SELL	10.00	(3,111)	(3,111)
04/11/2016	FIL	SELL	9.98	(664)	(664)
04/11/2016	FIL	SELL	10.00	(1,979)	(1,979)
04/12/2016	FIL	SELL	9.34	(55,428)	(55,428)
04/12/2016	FIL	SELL	9.34	(4,408)	(4,408)
04/12/2016	FIL	SELL	9.34	(705)	(705)
04/12/2016	FIL	SELL	9.34	(2,536)	(2,536)
04/12/2016	FIL	SELL	9.34	(1,603)	(1,603)
			TOTAL BUY	354,935	354,935
			DIVIDEND REINVSTMENT	1,298	1,298
			TOTAL SELL	(1,353,554)	(1,353,554)
			NET SELL	(997,321)	(997,321)

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

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:

NA

6. Addresses

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

Refer to Annexure A

Sign Here: _____



Dated: 14 April 2016

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney 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	CITIBANK LTD MELBOURNE (C)	Investment Discretion/ Voting Power	1,107,993	
		JP MORGAN, BOURNEMOUTH (C)		5,553,732	
		NATIONAL ASTL BK MELBOURNE (S)		851,330	
		NORTHERN TRUST LONDON (C)		43,864	
		STATE STREET BANK AND TR CO		30,414	
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROS HARRIMN LTD LUX (C)		36,875	
		JP MORGAN, BOURNEMOUTH (C)		27,131	
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)			1,589
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	CITIBANK LONDON			741,070
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	NATIONAL ASTL BK MELBOURNE (S)			722
Grand Total				8,394,720	