

trustmoore

To: **ASX Companies Announcements Platform**

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From: Black Prince Private Foundation

Date: 6 August, 2014

Subject: Form 603 - Bellamy's

No. of pages: 5 (incl. cover page)

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Dear Mrs./Mr.

On behalf of Black Prince Private Foundation, I hereby send you Form 603 - 'Notice of Initial Substantial Holder' relating to the shares in Bellamy's Australia Limited.

Yours sincerely,



Krista van der Veen

Cc: Bellamy's Australia Limited - company's secretary

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Bellamy's Australia Limited

ACN/ARSN 124 272 108

1. Details of substantial holder (1)

Name The Black Prince Private Foundation and the entities listed in section 7 of this Form 603 ("Substantial Shareholders")

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 05/08/2014

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	14,000,000	14,000,000	14.74%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
The Black Prince Private Foundation	The Black Prince Private Foundation has a relevant interest under section 608(1)(a) of the Act, as the registered holder of the securities.	14,000,000 ordinary shares
Trustmoore (Curaçao) N.V.	Trustmoore (Curaçao) N.V. has a relevant interest under section 608(3)(b) of the Act, as it is the sole board member of The Black Prince Foundation and therefore controls The Black Prince Foundation.	14,000,000 ordinary shares
Trusthouse Holding N.V.	Trusthouse Holding N.V. has a relevant interest under section 608(3)(b) of the Act, as Trustmoore (Curaçao) N.V. is a wholly owned subsidiary and therefore controlled by Trusthouse Holding N.V.	14,000,000 ordinary shares

Altadena Ltd	Altadena Ltd has a relevant interest under section 608(3)(a) of the Act, as its voting power in Trusthouse Holding N.V. is more than 20%.	14,000,000 ordinary shares
Sabi Star B.V.	Sabi Star B.V. has a relevant interest under section 608(3)(a) of the Act, as its voting power in Trusthouse Holding N.V. is more than 20%.	14,000,000 ordinary shares
Twentynine Palms Ltd	Twentynine Palms Ltd has a relevant interest under section 608(3)(a) of the Act, as its voting power in Trusthouse Holding N.V. is more than 20%	14,000,000 ordinary shares
Roland Adrianus Beunis	Roland Adrianus Beunis has a relevant interest under section 608(3)(b) of the Act, as he controls 100% of the voting power in Altadena Ltd.	14,000,000 ordinary shares

George Floris Joseph Marie van Zinnicq Bergmann	George Floris Joseph Marie van Zinnicq Bergmann has a relevant interest under section 608(3)(b) of the Act, as he controls 100% of the voting power in Sabi Star B.V.	14,000,000 ordinary shares
Steven Melkman	Steven Melkman has a relevant interest under section 608(3)(a) of the Act, as he controls 100% of the voting power in Twentynine Palms Ltd.	14,000,000 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Each of the Substantial Shareholders	The Black Prince Private Foundation	The Black Prince Private Foundation	14,000,000 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
The Black Prince Private Foundation	31-07-2014	\$14,000,000		14,000,000 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
The Black Prince Private Foundation	Landhuis Groot Kwartier, Groot Kwartierweg 12, Willemstad, Curaçao
Trustmoore (Curaçao) N.V.	Landhuis Groot Kwartier, Groot Kwartierweg 12, Willemstad, Curaçao
Trusthouse Holding N.V.	Landhuis Groot Kwartier, Groot Kwartierweg 12, Willemstad, Curaçao
Altadena Ltd.	Caribbean Suite, The Valley, Anguilla
Sabi Star B.V.	Landhuis Groot Kwartier, Groot Kwartierweg 12, Willemstad, Curaçao
Twentynine Palms Ltd	Maico Building, The Valley, Anguilla
Roland Adrianus Beunis	Ala Blancaweg 61, Curaçao
George Floris Joseph Marie van Zinnicq Bergmann	Blauwdulfweg 13, Curaçao
Steven Molkmán	Oud Over48, 3632 VD, Loenen aan de Vecht, the Netherlands

Signature

print name Trustmoore (Curaçao) N.V., Mr. R.A. Beunis

capacity Boardmember

sign here

date 5 Aug 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.