

7 September 2015

SHAREHOLDER LETTER - 2015 ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to the 2015 Annual General Meeting of Bellamy's Australia Limited (Bellamy's) to be held on Tuesday, 20 October 2015 at 11.00am at the Design Centre, Corner Brisbane and Tamar Streets, Launceston Tasmania.

If you will be attending the Annual General Meeting, you will need to register on the day. Registration commences at 10.30am. Prompt registration will be facilitated if you bring your Proxy Form with you, using the bar code appearing at the top of the Proxy Form.

Mr. Ben Copeman, General Manager, National Association for Sustainable Agriculture, Australia (NASAA), will deliver an opening address to the meeting. He will speak on the growth in the organic food industry in Australia, what it means to be organic and the global view of organic food.

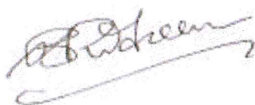
If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may appoint a proxy to vote on your behalf by completing and returning the Proxy Form enclosed with this letter. To be valid, your Proxy Form must be received by 11.00am (AEDT) Sunday, 18 October 2015.

Shareholders who have not elected to receive a printed copy of the 2015 Annual Report may obtain a copy from the Company's website at bellamysaustralia.com.au/reports.

Your directors and the management of Bellamy's look forward to seeing you at the Annual General Meeting.

Should you require any further information, please call our office on +61 3 6332 9200.

Yours sincerely



Brian Green
Company Secretary

BELLAMY'S AUSTRALIA LIMITED
NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting of shareholders of Bellamy's Australia Limited (**Company**) will be held on Tuesday, 20 October 2015 at 11.00am (AEDT) at the Design Centre, Corner Brisbane and Tamar Streets, Launceston, Tasmania.

This Notice of Meeting and the resolutions should be read in conjunction with the General Information and Explanatory Notes which accompany and form part of this Notice.

1 Financial Report

To receive and consider the financial report of the Company and the reports of the directors and auditor for the year ended 30 June 2015.

2 Election of Director

To consider, and if thought fit, to pass the following as an ordinary resolution:

That Ms Launa Inman, who was appointed as an additional director under rule 8(1)(b) of the Company's Constitution and who ceases to hold office in accordance with rule 8(1)(d) of the Company's Constitution, and who is eligible for election, be elected as a director of the Company.

3 Adoption of Remuneration Report

To consider, and if thought fit, to pass the following as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2015 be adopted.

A voting exclusion applies to this resolution (see Item 3 of the Explanatory Notes that follow).

Note - the vote on this resolution is advisory only and it does not bind the directors or the Company.

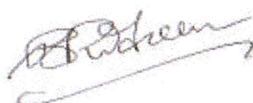
4 Increase in the Maximum Aggregate Annual Remuneration of Non-executive Directors

To consider, and if thought fit, to pass the following as an ordinary resolution:

That for the purposes of ASX Listing Rule 10.17, Rule 8.3 of the Company's Constitution and for all other purposes, approval is given to increase the maximum aggregate annual remuneration that may be paid by the Company as remuneration for the services of the Company's Non-executive Directors, by \$400,000 per annum, from \$600,000 to \$1,000,000 per annum with effect on and from 1 July, 2015.

A voting exclusion applies to this resolution (see Item 4 of the Explanatory Notes that follow).

By order of the Board



Brian Green
Company Secretary
7 September 2015

GENERAL INFORMATION

How to Vote

If you wish to vote on the resolutions contained in this Notice, you should either attend the Annual General Meeting or appoint a proxy or proxies to attend on your behalf.

Voting entitlements

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) the Board has determined that persons who are registered holders of shares in the Company as at 11.00am (AEDT) on Sunday, 18 October 2015 will be entitled to attend and vote at the AGM as a shareholder.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

On a poll, shareholders have one vote for every fully paid ordinary share held. On a show of hands, every person present and qualified to vote has one vote. In both cases, voting is subject to the restrictions outlined in Items 3 and 4 of the Explanatory Notes.

Proxies

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company. A proxy may be an individual or a body corporate.

A shareholder can appoint a proxy by completing and returning a signed proxy form (see the 'Lodgement' section of this General Information section, and the enclosed Proxy Form).

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If a shareholder is entitled to cast two or more votes they can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes. If more than one proxy attends the meeting, neither proxy may vote on a show of hands.

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise all available votes in favour of the relevant resolution. In accordance with the *Corporations Act 2001* (Cth), any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

Proxy voting by key management personnel ("KMP")

If a shareholder appoints a member of the Company's KMP (which includes each of the directors) or one of their closely related parties as their proxy, they will not be able to cast the shareholder's votes on Items 3 and 4, unless the shareholder directs them how to vote or the Chairman of the meeting is the shareholder's proxy.

If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Items 3 and 4, then by submitting the Proxy Form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy even though the relevant Item is connected with the remuneration of the KMP.

See Items 3 and 4 in the Explanatory Notes for details of the voting exclusions.

The Chairman of the meeting intends to vote all available proxies in favour of all Items of business.

Lodgement

A Proxy Form for the appointment of a proxy is enclosed with this Notice. If you wish to appoint a proxy, please complete the Proxy Form in accordance with the instructions on the back of the Proxy Form and return it to Link Market Services Pty Ltd:

- by post to Locked Bag A14, Sydney South, NSW 1235 Australia; or
- by facsimile to +61 2 9287 0309
- in person to Level 12, 680 George Street, Sydney NSW 2000, or 1A Homebush Bay Drive, Rhodes, NSW 2138

Alternatively, you may register your Proxy or proxy instructions electronically at the Share Registry website www.linkmarketservices.com.au.

To be valid, Proxy Forms or electronic Proxy instructions must be received by 11.00am (AEDT) on Sunday 18 October 2015.

Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, have previously been given to the Company.

Questions for the auditor

Shareholders may submit written questions to the Company's Auditor, PricewaterhouseCoopers, if the question is relevant to the content of PricewaterhouseCoopers' Audit Report or the conduct of its audit of the Company's Financial Report.

Relevant written questions for the Auditor must be received by the Company by no later than 5.00 pm, Tuesday 13 October 2015. Please send questions to:

Ms A Tait
PricewaterhouseCoopers
2 Southbank Boulevard
Southbank VIC 3001

BELLAMY'S AUSTRALIA LIMITED 2015 ANNUAL GENERAL MEETING EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of Bellamy's Australia Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting (**AGM**) of shareholders to be held on Tuesday, 20 October 2015.

The resolutions are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

These Explanatory Notes are important and should be read carefully by all shareholders.

ITEM 1 FINANCIAL REPORT

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the directors to place before the Annual General Meeting the financial report of the Company and the Directors' Report and the Auditor's Report for the financial year ended 30 June 2015.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the meeting and shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The 2015 Annual Report is available on the Company's website at bellamysaustralia.com.au/reports.

ITEM 2 ELECTION OF DIRECTOR

Item 2 seeks approval for the election of Ms Launa Inman who was appointed by the directors under Rule 8(1) (b) of the Company's Constitution as an additional director on 18 February 2015. Rule 8(1) (d) states that a director so appointed holds office until the conclusion of the next annual general meeting. Ms Inman is eligible for election under Rule 8(1) (i) of the Company's Constitution and offers herself for election as a director of the Company.

Ms Launa Inman
Non-executive Director



Ms Inman was appointed as a Non-executive Director of the company in February 2015. She is a member of the Remuneration and Nomination Committee and the Finance, Audit and Risk Committee. The Board considers Ms Inman to be an independent director.

Ms Inman brings to the board extensive experience in retailing, marketing (including digital technology and social media), finance and logistics. Ms Inman is a director of the Commonwealth Bank of Australia, Precinct Properties New Zealand Ltd and a member of the boards of the Alannah and Madeline Foundation and Virgin Australia Melbourne Fashion Festival. Her diverse experience includes terms as Managing Director and CEO of Billabong International (May 2012 to August 2013), Managing Director of Target Australia Pty Ltd (2005 to 2011) and Managing Director of Office Works (2004 to 2005).

Ms Inman's qualifications include: MCom, University of South Africa (UNISA), BCom (Hons) (UNISA), BCom (Economics & Accounting) (UNISA). She is a member of the Australian Institute of Company Directors and has completed the Wharton Business School executive program.

Board Recommendation

The Board (with the exception of Ms Inman), recommends that shareholders vote in favour of this resolution.

ITEM 3 ADOPTION OF THE REMUNERATION REPORT

The Corporations Act requires each listed company to put a non-binding resolution to its shareholders to adopt the Remuneration Report. The Remuneration Report details the Company's policy on the remuneration of Non-executive Directors, the Managing Director and CEO and the CFO and is set out on pages 33 to 42 of the 2015 Annual Report, which is available on the Company's website at bellamysaustralia.com.au/reports.

The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company.

A reasonable opportunity will be provided for shareholders to ask questions about or to make comments on the Remuneration Report at the AGM.

Board Recommendation

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

Voting Exclusion Statement:

The Company will disregard any votes cast on Item 3:

- by or on behalf of a member of KMP details of whose remuneration are included in the Remuneration Report or their closely related parties (such as close family members and any controlled companies) regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of KMP as at the date of the AGM, or any of their closely related parties.

However votes will not be disregarded if they are cast by a person who is entitled to vote on Item 3:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

ITEM 4 INCREASE IN MAXIMUM AGGREGATE ANNUAL REMUNERATION OF NON-EXECUTIVE DIRECTORS

For the purposes of ASX Listing Rule 10.17 and Rule 8.3 of the Company's Constitution, shareholder approval is sought to increase the maximum aggregate remuneration that may be paid by the Company as remuneration for the services of the Company's Non-executive Directors in any one financial year by \$400,000, from \$600,000 to \$1,000,000 per annum. The current cap of \$600,000 was approved at the general meeting held on 10 June 2014.

The increase in the maximum aggregate annual remuneration is proposed by the directors after consideration of the following:

- The need for the Company to be able to pay market rates to attract and retain directors with the requisite experience and skills.
- Independent advice received as to the applicable and comparable rates of remuneration prevailing in the current market place.
- The expansion of the Company's operations since listing and the ongoing expansion and growth into the future, with associated increases in the scope and complexity of the Company's business operations.
- Plans to increase the number of Non-executive Directors from 4 to 5 in the ensuing twelve months (as detailed in the Company's 2015 Remuneration Report) and the need to manage succession processes.

It is not the intention of the directors to immediately use all or any of the increase to increase the annual remuneration of the Non-executive Directors. However it will provide the Company with the flexibility over time to meet current market conditions. Details of the remuneration to be paid to existing Non-executive Directors for the 2016 financial year are set out in the Company's 2015 Remuneration Report.

No securities have been issued to a Non-executive Director under Listing Rule 10.11 or 10.14.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 4:

- by or on behalf of each Director or an associate of a Director regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of KMP as at the date of the AGM, or any of their closely related parties,

However votes will not be disregarded if they are cast by a person who is entitled to vote on Item 4:

- in accordance with a direction on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though item 4 is connected with the remuneration of the Company's KMP.

LODGE YOUR VOTE



ONLINE
www.linkmarketservices.com.au



BY MAIL
Bellamy's Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX
+61 2 9287 0309



BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Bellamy's Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 20 October 2015 at the Design Centre, Corner Brisbane and Tamar Streets, Launceston, Tasmania** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, by submitting this form you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 2 Election of Launa Inman as a Director
- 3 Adoption of the Remuneration Report (advisory only)
- 4 Increase in the Maximum Aggregate Annual Remuneration of Non-executive Directors



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, all securityholders should sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BAL PRX501B

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your voting directions, the Chairman of the Meeting will become your proxy in respect of that resolution. If the Chairman of the Meeting is your proxy or becomes your proxy by default, he is required to vote any directed proxies as directed and it is intended that he will vote any undirected proxies in accordance with the voting intentions set out in this Proxy Form. A proxy need not be a securityholder of the Company.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses to the extent permitted by law. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place and deleting titles as applicable.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Sunday, 18 October 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Bellamy's Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**