

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 October 2015
The previous notice was given to the company on	5 October 2015
The previous notice was dated	5 October 2015

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	4,844,799	5.01%	6,285,181	6.50%

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
10/05/2015	FIL	BUY	7.74	335	335
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	1,298	1,298
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	1,329	1,329
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	918	918

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10/05/2015	FIL	BUY	7.74	918	918
10/05/2015	FIL	BUY	7.74	918	918
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	SELL	7.69	(4,407)	(4,407)
10/06/2015	FIL	SELL	7.70	(8,771)	(8,771)
10/06/2015	FIL	BUY	7.73	404	404
10/06/2015	FIL	BUY	7.70	5,708	5,708
10/06/2015	FIL	BUY	7.70	1,453	1,453
10/06/2015	FIL	BUY	7.70	1,049	1,049
10/06/2015	FIL	BUY	7.70	6,396	6,396
10/06/2015	FIL	BUY	7.70	2,368	2,368
10/06/2015	FIL	BUY	7.70	1,875	1,875
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	1,741	1,741
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/06/2015	FIL	BUY	7.70	916	916
10/07/2015	FIL	BUY	7.48	933	933
10/07/2015	FIL	BUY	7.48	933	933
10/07/2015	FIL	BUY	7.48	21,454	21,454
10/07/2015	FIL	BUY	7.48	5,481	5,481
10/07/2015	FIL	BUY	7.48	3,959	3,959
10/07/2015	FIL	BUY	7.48	24,135	24,135
10/07/2015	FIL	BUY	7.48	8,934	8,934
10/07/2015	FIL	BUY	7.48	7,076	7,076
10/07/2015	FIL	BUY	7.48	933	933
10/07/2015	FIL	BUY	7.48	933	933
10/07/2015	FIL	BUY	7.48	1,909	1,909
10/07/2015	FIL	BUY	7.48	6,543	6,543
10/07/2015	FIL	BUY	7.48	933	933
10/07/2015	FIL	BUY	7.48	3,326	3,326
10/07/2015	FIL	BUY	7.48	1,433	1,433
10/07/2015	FIL	BUY	7.48	1,919	1,919
10/08/2015	FIL	BUY	7.19	965	965
10/08/2015	FIL	BUY	7.19	1,547	1,547
10/08/2015	FIL	BUY	7.19	61,778	61,778
10/08/2015	FIL	BUY	7.19	15,784	15,784
10/08/2015	FIL	BUY	7.19	11,400	11,400
10/08/2015	FIL	BUY	7.19	69,498	69,498
10/08/2015	FIL	BUY	7.19	25,725	25,725
10/08/2015	FIL	BUY	7.19	20,376	20,376
10/08/2015	FIL	BUY	7.19	965	965
10/08/2015	FIL	BUY	7.19	2,480	2,480
10/08/2015	FIL	BUY	7.19	5,497	5,497
10/08/2015	FIL	BUY	7.19	18,842	18,842
10/08/2015	FIL	BUY	7.19	1,910	1,910
10/08/2015	FIL	BUY	7.19	9,578	9,578
10/08/2015	FIL	BUY	7.19	4,127	4,127

10/08/2015	FIL	BUY	7.19	5,527	5,527
10/09/2015	FIL	BUY	7.15	964	964
10/09/2015	FIL	BUY	7.15	1,380	1,380
10/09/2015	FIL	BUY	7.15	55,119	55,119
10/09/2015	FIL	BUY	7.15	14,083	14,083
10/09/2015	FIL	BUY	7.15	10,172	10,172
10/09/2015	FIL	BUY	7.15	62,008	62,008
10/09/2015	FIL	BUY	7.15	22,953	22,953
10/09/2015	FIL	BUY	7.15	18,180	18,180
10/09/2015	FIL	BUY	7.15	964	964
10/09/2015	FIL	BUY	7.15	2,212	2,212
10/09/2015	FIL	BUY	7.15	4,905	4,905
10/09/2015	FIL	BUY	7.15	16,811	16,811
10/09/2015	FIL	BUY	7.15	1,704	1,704
10/09/2015	FIL	BUY	7.15	8,545	8,545
10/09/2015	FIL	BUY	7.15	3,682	3,682
10/09/2015	FIL	BUY	7.15	4,931	4,931
10/12/2015	FIL	BUY	6.98	1,014	1,014
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.98	2,039	2,039
10/12/2015	FIL	BUY	6.93	1,349	1,349
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.73	1,014	1,014
10/12/2015	FIL	BUY	6.93	43,589	43,589
10/12/2015	FIL	BUY	6.73	37,006	37,006
10/12/2015	FIL	BUY	6.69	26,036	26,036
10/12/2015	FIL	BUY	6.98	95,217	95,217
10/12/2015	FIL	BUY	6.73	9,418	9,418
10/12/2015	FIL	BUY	6.69	6,652	6,652
10/12/2015	FIL	BUY	6.98	24,169	24,169
10/12/2015	FIL	BUY	6.93	11,334	11,334
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.98	17,395	17,395
10/12/2015	FIL	BUY	6.93	8,259	8,259
10/12/2015	FIL	BUY	6.69	4,805	4,805
10/12/2015	FIL	BUY	6.73	6,790	6,790
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.98	107,137	107,137
10/12/2015	FIL	BUY	6.73	41,643	41,643
10/12/2015	FIL	BUY	6.69	29,290	29,290
10/12/2015	FIL	BUY	6.93	49,004	49,004
10/12/2015	FIL	BUY	6.73	15,388	15,388
10/12/2015	FIL	BUY	6.69	10,842	10,842
10/12/2015	FIL	BUY	6.93	18,306	18,306
10/12/2015	FIL	BUY	6.98	39,518	39,518
10/12/2015	FIL	BUY	6.98	31,260	31,260
10/12/2015	FIL	BUY	6.69	8,588	8,588
10/12/2015	FIL	BUY	6.73	12,174	12,174
10/12/2015	FIL	BUY	6.93	14,555	14,555
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.98	3,618	3,618
10/12/2015	FIL	BUY	6.69	1,045	1,045
10/12/2015	FIL	BUY	6.73	1,436	1,436
10/12/2015	FIL	BUY	6.93	2,003	2,003

10/12/2015	FIL	BUY	6.98	8,278	8,278
10/12/2015	FIL	BUY	6.73	3,247	3,247
10/12/2015	FIL	BUY	6.69	2,317	2,317
10/12/2015	FIL	BUY	6.93	4,119	4,119
10/12/2015	FIL	BUY	6.98	28,890	28,890
10/12/2015	FIL	BUY	6.69	7,941	7,941
10/12/2015	FIL	BUY	6.73	11,254	11,254
10/12/2015	FIL	BUY	6.93	13,479	13,479
10/12/2015	FIL	BUY	6.98	2,737	2,737
10/12/2015	FIL	BUY	6.93	1,603	1,603
10/12/2015	FIL	BUY	6.69	1,021	1,021
10/12/2015	FIL	BUY	6.73	1,094	1,094
10/12/2015	FIL	BUY	6.98	14,578	14,578
10/12/2015	FIL	BUY	6.93	6,981	6,981
10/12/2015	FIL	BUY	6.73	5,698	5,698
10/12/2015	FIL	BUY	6.69	4,037	4,037
10/12/2015	FIL	BUY	6.98	6,161	6,161
10/12/2015	FIL	BUY	6.93	3,159	3,159
10/12/2015	FIL	BUY	6.73	2,426	2,426
10/12/2015	FIL	BUY	6.69	1,739	1,739
10/12/2015	FIL	BUY	6.98	8,325	8,325
10/12/2015	FIL	BUY	6.93	4,141	4,141
10/12/2015	FIL	BUY	6.73	3,264	3,264
10/12/2015	FIL	BUY	6.69	2,329	2,329
			Total Buys	1,453,560	1,453,560
			Total Sells	(13,178)	(13,178)
			Net Buys	1,440,382	1,440,382

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 October 2015

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 LONDON	Investment Discretion/ Voting Power	259,785
		CITIBANK LTD MELBOURNE (C)		2,108,934
		JP MORGAN, BOURNEMOUTH (C)		2,067,846
		NATIONAL ASTL BK MELBOURNE (S)		405,790
		NORTHERN TRUST LONDON (C)		39,746
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	One Marina Boulevard #28-00, Singapore 018989	BROWN BROS HARRIMN LTD LUX (C)		205,145
		BROWN BROTHERS HARRIMAN AND CO		13,987
		CITIBANK NA, HONG KONG BR (S)		68,921
		HSBC INVST BANK LTD SEOUL (S)		222,042
		JP MORGAN, BOURNEMOUTH (C)		292,370
		MASTER TRUST BANK OF JAPAN (C)		34,682
		NOMURA TRUST AND BANKING (C)		24,499
		NORTHERN TRUST LUX (C)		116,839
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		1,978
FIL PENSION MANAGEMENT	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	JP MORGAN, BOURNEMOUTH (C)		34,967
		JPMORGAN CHASE BANK NA LDN		33,311
Grand Total		NATIONAL ASTL BK MELBOURNE (S)		354,339
				6,285,181