

**Form 603
Corporations Act 2001
Section 671B**

Notice of Initial Substantial Holder

To: **LOVISA HOLDINGS LIMITED**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

The holder became a substantial holder on 14 January 2019

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)
COMMON STOCK	5,341,661	5,341,661	5.06%

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:

Refer to Annexure A

4. Details of present registered holders

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

Refer to Annexure A

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:

Date of Acquisition	Holder of Relevant Interest	Consideration (9)	Class and Number of Securities
		AUD	COMMON STOCK
24-Sep-18	FIL	9.8346	33,299
24-Sep-18	FIL	9.8346	2,931
25-Sep-18	FIL	9.8552	28,043
25-Sep-18	FIL	9.8552	2,468
26-Sep-18	FIL	10.0315	16,646
26-Sep-18	FIL	10.0687	11,419
26-Sep-18	FIL	10.0315	1,465
26-Sep-18	FIL	10.0687	1,005
28-Sep-18	FIL	10.3057	63,759

28-Sep-18	FIL	10.3057	3,159
9-Oct-18	FIL	9.8000	11,418
12-Oct-18	FIL	9.6455	28,564
12-Oct-18	FIL	9.6455	4,000
23-Oct-18	FIL	8.9369	8,269
29-Oct-18	FIL	8.3830	73,892
29-Oct-18	FIL	8.3830	3,517
30-Oct-18	FIL	6.8620	41,036
30-Oct-18	FIL	6.8620	46,891
30-Oct-18	FIL	6.7860	169,586
30-Oct-18	FIL	6.8620	12,187
30-Oct-18	FIL	6.8620	4,529
30-Oct-18	FIL	6.8620	9,048
30-Oct-18	FIL	6.8620	15,432
30-Oct-18	FIL	6.8620	122,635
31-Oct-18	FIL	7.7659	72,472
31-Oct-18	FIL	7.7659	3,661
1-Nov-18	FIL	7.4168	113,177
1-Nov-18	FIL	7.4168	6,023
2-Nov-18	FIL	7.4920	19061
2-Nov-18	FIL	7.5937	17,771
2-Nov-18	FIL	7.4920	939
2-Nov-18	FIL	7.5937	927
5-Nov-18	FIL	7.5661	79,412
5-Nov-18	FIL	7.5661	4,024
7-Nov-18	FIL	7.6578	47,201
7-Nov-18	FIL	7.6578	2,799
8-Nov-18	FIL	7.6453	42,730
8-Nov-18	FIL	7.6453	2,531
9-Nov-18	FIL	7.7567	1828
9-Nov-18	FIL	7.7567	885
12-Nov-18	FIL	7.9838	58,923
12-Nov-18	FIL	7.9838	3,071
13-Nov-18	FIL	7.8714	50,156
13-Nov-18	FIL	7.8714	2,615
16-Nov-18	FIL	7.9666	28,476
16-Nov-18	FIL	8.1665	84,305
16-Nov-18	FIL	8.1665	5,628
19-Nov-18	FIL	7.9807	66,245
19-Nov-18	FIL	7.9807	3,595
20-Nov-18	FIL	7.7450	16,532
20-Nov-18	FIL	7.6981	18,971
20-Nov-18	FIL	7.7450	897
20-Nov-18	FIL	7.6981	1,029
21-Nov-18	FIL	7.3051	29,688
21-Nov-18	FIL	7.3051	1,791
22-Nov-18	FIL	7.5702	47,976
22-Nov-18	FIL	7.5702	2,894
23-Nov-18	FIL	7.7835	6225
23-Nov-18	FIL	7.7835	886
26-Nov-18	FIL	7.7235	17635

26-Nov-18	FIL	7.7235	553
27-Nov-18	FIL	7.6993	7171
27-Nov-18	FIL	7.6993	899
28-Nov-18	FIL	7.8630	99,311
28-Nov-18	FIL	7.8630	4,848
30-Nov-18	FIL	8.0300	148,949
4-Dec-18	FIL	7.6396	119,181
4-Dec-18	FIL	7.6396	5896
5-Dec-18	FIL	7.4400	23,240
5-Dec-18	FIL	7.3922	9,471
5-Dec-18	FIL	7.3922	529
6-Dec-18	FIL	7.4959	100,363
6-Dec-18	FIL	7.4959	5,605
10-Dec-18	FIL	7.0274	46,615
10-Dec-18	FIL	7.0274	2,737
11-Dec-18	FIL	7.1444	61,518
11-Dec-18	FIL	7.1444	3,613
12-Dec-18	FIL	7.2638	127,852
12-Dec-18	FIL	7.2638	5,848
13-Dec-18	FIL	7.4639	97,918
13-Dec-18	FIL	7.5028	2,440
13-Dec-18	FIL	7.4639	4,651
14-Dec-18	FIL	7.4303	10250
14-Dec-18	FIL	7.3309	132,974
14-Dec-18	FIL	7.4303	683
14-Dec-18	FIL	7.3309	6,911
17-Dec-18	FIL	7.2486	103,835
17-Dec-18	FIL	7.2486	6,193
18-Dec-18	FIL	6.9385	142,350
19-Dec-18	FIL	6.7297	109,965
19-Dec-18	FIL	6.7297	6,439
20-Dec-18	FIL	6.5459	137,322
20-Dec-18	FIL	6.5459	6,651
2-Jan-19	FIL	6.2222	111,356
2-Jan-19	FIL	6.2222	6,643
3-Jan-19	FIL	5.8455	20,548
3-Jan-19	FIL	5.8455	1,223
4-Jan-19	FIL	5.6892	121,366
4-Jan-19	FIL	5.6892	19,959
8-Jan-19	FIL	6.1950	9,965
8-Jan-19	FIL	6.2436	7,162
8-Jan-19	FIL	6.1950	24,887
8-Jan-19	FIL	6.2436	17,884
9-Jan-19	FIL	6.4875	2,181
9-Jan-19	FIL	6.4875	1,819
9-Jan-19	FIL	6.4875	1,081
9-Jan-19	FIL	6.4875	1,081
9-Jan-19	FIL	6.5350	12,581
9-Jan-19	FIL	6.5023	16,137
9-Jan-19	FIL	6.4875	3,102
9-Jan-19	FIL	6.5350	31,419

9-Jan-19	FIL	6.5023	40,298
9-Jan-19	FIL	6.4875	7,747
9-Jan-19	FIL	6.4875	1,081
9-Jan-19	FIL	6.4875	3,046
9-Jan-19	FIL	6.4875	1,489
9-Jan-19	FIL	6.4875	5,671
10-Jan-19	FIL	6.5097	7,496
10-Jan-19	FIL	6.5097	6,254
10-Jan-19	FIL	6.5097	1,979
10-Jan-19	FIL	6.5097	1,071
10-Jan-19	FIL	6.5097	10,665
10-Jan-19	FIL	6.5097	26,633
10-Jan-19	FIL	6.5097	1,573
10-Jan-19	FIL	6.5097	10,472
10-Jan-19	FIL	6.5097	5,117
10-Jan-19	FIL	6.5097	19,494
11-Jan-19	FIL	6.7550	9,050
11-Jan-19	FIL	6.6893	2,578
11-Jan-19	FIL	6.5700	2,438
11-Jan-19	FIL	6.7550	7,578
11-Jan-19	FIL	6.6893	2,105
11-Jan-19	FIL	6.5700	2051
11-Jan-19	FIL	6.7550	1,220
11-Jan-19	FIL	6.6893	2,493
11-Jan-19	FIL	6.6893	860
11-Jan-19	FIL	6.7550	12,073
11-Jan-19	FIL	6.6893	4,911
11-Jan-19	FIL	6.5700	3,027
11-Jan-19	FIL	6.7550	30,977
11-Jan-19	FIL	6.6893	10,991
11-Jan-19	FIL	6.5700	8,006
11-Jan-19	FIL	6.7550	1,059
11-Jan-19	FIL	6.6893	2,118
11-Jan-19	FIL	6.7550	11,911
11-Jan-19	FIL	6.6893	4,733
11-Jan-19	FIL	6.5700	3,006
11-Jan-19	FIL	6.7550	6,390
11-Jan-19	FIL	6.6893	1,433
11-Jan-19	FIL	6.5700	1,780
11-Jan-19	FIL	6.7550	22,374
11-Jan-19	FIL	6.6893	8,513
11-Jan-19	FIL	6.5700	5,692
14-Jan-19	FIL	6.8500	2,426
14-Jan-19	FIL	6.5305	3,739
14-Jan-19	FIL	6.8500	2,024
14-Jan-19	FIL	6.5305	3,119
14-Jan-19	FIL	6.8500	1,063
14-Jan-19	FIL	6.5305	1,063
14-Jan-19	FIL	6.8500	3,451
14-Jan-19	FIL	6.5305	5,320
14-Jan-19	FIL	6.8500	8,619

14-Jan-19	FIL	6.5305	13,285
14-Jan-19	FIL	6.8500	1,063
14-Jan-19	FIL	6.5305	1,063
14-Jan-19	FIL	6.8500	3,389
14-Jan-19	FIL	6.5305	5,223
14-Jan-19	FIL	6.8500	1,656
14-Jan-19	FIL	6.5305	2,553
14-Jan-19	FIL	6.8500	6,309
14-Jan-19	FIL	6.5305	9,724
		Total Acquisition	3,925,894

6. Associates

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

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

7. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 16 January 2019

Jen Li

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	567,311
		JP MORGAN, BOURNEMOUTH (C)		149,641
		JPMORGAN CHASE BANK NA LDN		190,729
		NATIONAL ASTL BK MELBOURNE (S)		39,276
		NORTHERN TRUST LONDON (C)		14,398
		STATE STREET BANK AND TR CO		97,754
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)		3,250,534
		CLEARSTREAM BANKING SA LUX (C)		185,832

		LANDESBANK BADEN-WUERTTEMBER G		309,140
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	HSBC BANK PLC (C)		364,636
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	HSBC BANK PLC (C)		172,410
Grand Total				5,341,661