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FAX MESSAGE

FAX TO: Australian Stock Exchange

FAX NUMBER: 1300 135 638

DATE: 18 November 2016

NUMBER OF PAGES: 7
(Including this page)

Dear Sir/Madam

Please find following a Form 604 Notice of change of interest of substantial holder – LOV.

Should you have any queries, please do not hesitate to contact me.

Yours sincerely

John A Buchanan
Senior Advisor

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme LOV - LOVISA HOLDINGS LIMITEDACN/ARSN ACN 602 304 503

1. Details of substantial holder(1)

Name REFER ANNEXURE 1

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

17/11/16

The previous notice was given to the company on

22/09/16

The previous notice was dated

22/09/16

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		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	8,839,474	8.419%	10,016,859	9.539%

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
REFER ANNEXURE NO. 3					

4. Present relevant interests

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER ANNEXURE NO. 2					

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.

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

6. Addresses

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

Name	Address
REFER ANNEXURE 1	

Signature

print name **John Buchanan** capacity **Secretary**

sign here *John Buchanan* date **18 November 2016**

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 6 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 671N(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671D(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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GRAHGER CAPITAL SECURITIES PTY LTD - INTEREST IN LOVISA HOLDINGS LTD (LOV)

C/ - SHINEWING AUSTRALIA
LEVEL 10
530 COLLINS STREET
MELBOURNE VIC 3000

ANNEXURE 1

GROUP MEMBER	ACN
1 Grahger Capital Securities Pty Ltd (In Voluntary Liquidation)	122 523 193
2 Grahger Capital Securities Management Pty Ltd	113 557 832
3 Little Blue Porsche Pty Ltd (G C Steele Superannuation Fund)	098 943 036
4 Little Blue Porsche Pty Ltd	098 943 036
5 Grahger Retail Securities Pty Ltd	612 157 436

This is Annexure 1 of one page referred to in
Form 604 Notice of change of interest of substantial holder

[Signature]

18/11/16

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GRAHGER CAPITAL SECURITIES PTY LTD - INTEREST IN LOVISA HOLDINGS LTD (LOV)

CF - SHINEMING AUSTRALIA
LEVEL 10
530 COLLINS STREET
MELBOURNE VIC 3000

ANNEXURE 2

HOLDER OF RELEVANT INTEREST	REGISTERED HOLDER OF SECURITIES	PERSON ENTITLED TO BE REGISTERED AS HOLDER	NATURE OF RELEVANT INTEREST	NO. OF SHARES	CLASS OF SHARES	PERSON'S VOTES
Grahger Capital Securities Pty Ltd (In Voluntary Liquidation)	Grahger Capital Securities Pty Ltd (In Voluntary Liquidation)	Grahger Capital Securities Pty Ltd (In Voluntary Liquidation)	Owner of shares - power to vote & dispose	5,000,000	Ordinary fully paid	4.762%
Little Blue Porsche Pty Ltd (G C Steele Superannuation Fund)	Little Blue Porsche Pty Ltd (G C Steele Superannuation Fund)	Little Blue Porsche Pty Ltd (G C Steele Superannuation Fund)	Owner of shares - power to vote & dispose	800,000	Ordinary fully paid	0.762%
Little Blue Porsche Pty Ltd	Little Blue Porsche Pty Ltd	Little Blue Porsche Pty Ltd	Owner of shares - power to vote & dispose	0	Ordinary fully paid	0.000%
Grahger Capital Securities Management Pty Ltd	Grahger Capital Securities Management Pty Ltd	Grahger Capital Securities Management Pty Ltd	Owner of shares - power to vote & dispose	400,000	Ordinary fully paid	0.381%
Grahger Retail Securities Pty Ltd	Grahger Retail Securities Pty Ltd	Grahger Retail Securities Pty Ltd	Owner of shares - power to vote & dispose	3,816,859	Ordinary fully paid	3.635%
				<u>10,016,859</u>		<u>9.540%</u>

This is Annexure 2 of one page referred to in Form 604 Notice of change of interest of substantial holder

Sharon
18/11/16

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GRAHGER CAPITAL SECURITIES PTY LTD - INTEREST IN LOMISA HOLDINGS LTD (LOW)

CJ - SHINEMING AUSTRALIA
LEVEL 10
530 COLLINS STREET
MELBOURNE VIC 3000

ANNEXURE 3

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION GIVEN IN RELATION TO CHANGE CASH NON CASH	NO. OF SHARES	CLASS OF SHARES	PERSON'S VOTES AFFECTED
22/05/2016	Grainger Retail Securities Pty Ltd	Buy	56,435.45	17,359.	Ordinary fully paid	0.017%
23/05/2016	Grainger Retail Securities Pty Ltd	Buy	100,743.26	30,900.	Ordinary fully paid	0.029%
24/05/2016	Grainger Retail Securities Pty Ltd	Buy	24,605.66	7,275.	Ordinary fully paid	0.007%
27/05/2016	Grainger Retail Securities Pty Ltd	Buy	10,307.25	3,360.	Ordinary fully paid	0.003%
29/05/2016	Grainger Retail Securities Pty Ltd	Buy	25,493.56	7,366.	Ordinary fully paid	0.007%
29/05/2016	Grainger Retail Securities Pty Ltd	Buy	34,636.06	10,466.	Ordinary fully paid	0.010%
30/05/2016	Grainger Retail Securities Pty Ltd	Buy	52,406.71	15,129.	Ordinary fully paid	0.014%
05/10/2016	Grainger Retail Securities Pty Ltd	Buy	33,547.48	9,871.	Ordinary fully paid	0.009%
06/10/2016	Grainger Retail Securities Pty Ltd	Buy	34,184.71	10,300.	Ordinary fully paid	0.010%
06/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	244,009.36	71,500.	Ordinary fully paid	0.068%
07/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	66,808.92	20,174.	Ordinary fully paid	0.019%
10/10/2016	Little Blue Porsche Pty Ltd	Sell	1163,500.00	50,000.1	Ordinary fully paid	-0.048%
10/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	163,500.00	50,000.	Ordinary fully paid	0.048%
10/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	60,281.14	18,326	Ordinary fully paid	0.017%
11/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	54,723.43	16,246	Ordinary fully paid	0.015%
12/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	82,333.63	23,754	Ordinary fully paid	0.023%
12/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	3,209.80	931	Ordinary fully paid	0.001%
13/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Sell	(2,981.35)	(931.)	Ordinary fully paid	-0.001%
21/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	79,987.53	23,500	Ordinary fully paid	0.022%
24/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	354,555.29	73,292	Ordinary fully paid	0.070%
25/10/2016	Grainger Retail Securities Pty Ltd	Buy	163,677.59	44,918	Ordinary fully paid	0.043%
25/10/2016	Little Blue Porsche Pty Ltd <6 C Steele Super Fund>	Buy	11,125.24	3,208	Ordinary fully paid	0.003%
26/10/2016	Grainger Retail Securities Pty Ltd	Buy	448,205.72	120,652	Ordinary fully paid	0.115%
26/10/2016	Grainger Retail Securities Pty Ltd	Buy	85,806.52	24,430	Ordinary fully paid	0.023%
27/10/2016	Grainger Retail Securities Pty Ltd	Buy	118,798.81	35,000.	Ordinary fully paid	0.033%
28/10/2016	Grainger Retail Securities Pty Ltd	Buy	68,727.98	20,264	Ordinary fully paid	0.019%
31/10/2016	Grainger Retail Securities Pty Ltd	Buy	33,001.86	9,736.	Ordinary fully paid	0.009%
01/11/2016	Grainger Retail Securities Pty Ltd	Buy	33,823.69	10,000.	Ordinary fully paid	0.010%
02/11/2016	Grainger Retail Securities Pty Ltd	Buy	27,615.65	8,121.	Ordinary fully paid	0.008%
07/11/2016	Grainger Retail Securities Pty Ltd	Buy	61,144.65	18,217.	Ordinary fully paid	0.017%
08/11/2016	Grainger Retail Securities Pty Ltd	Buy	30,453.57	8,662.	Ordinary fully paid	0.008%
10/11/2016	Grainger Retail Securities Pty Ltd	Buy	129,913.55	37,059.	Ordinary fully paid	0.035%
11/11/2016	Grainger Retail Securities Pty Ltd	Buy	356,500.41	100,000.	Ordinary fully paid	0.095%
11/11/2016	Grainger Retail Securities Pty Ltd	Buy	45,434.34	12,941.	Ordinary fully paid	0.012%

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**C/- SHIMWEING AUSTRALIA
LEVEL 10
530 COLLINS STREET
MELBOURNE VIC 3000**

ANNEXURE 3

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION GIVEN IN RELATION TO CHANGE		NO. OF SHARES	CLASS OF SHARES	PERSON'S VOTES AFFECTED
			CASH	NON CASH			
14/11/2016	Grahger Retail Securities Pty Ltd	Buy	203,362.23		57,913	Ordinary fully paid	0.055%
16/11/2016	Grahger Retail Securities Pty Ltd	Buy	169,857.32		47,653	Ordinary fully paid	0.045%
17/11/2016	Grahger Retail Securities Pty Ltd	Buy	158,608.28		44,434	Ordinary fully paid	0.042%
17/11/2016	Grahger Retail Securities Pty Ltd	Buy	713,905.05		200,000	Ordinary fully paid	0.190%
17/11/2016	Grahger Retail Securities Pty Ltd	Buy	59,331.03		16,859	Ordinary fully paid	0.016%
			\$ 4,236,683.28	\$ -	1,177,385.00		1.121%

This is Annexure 3 of one pages referred to in Form 604 Notice of change of interest of substantial holder

Sharon
18/11/16