

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of 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)

There was a change in the interests of the substantial holder on	10 May 2019
The previous notice was given to the company on	23 April 2019
The previous notice was dated	23 April 2019

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	7,681,429	7.28%	8,863,375	8.40%

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
18-Apr-19	FIL	BUY	10.2491	6,522	6,522
18-Apr-19	FIL	BUY	10.2491	585	585
18-Apr-19	FIL	BUY	10.2491	7,030	7,030
18-Apr-19	FIL	BUY	10.2491	1,806	1,806
18-Apr-19	FIL	BUY	10.2491	7,803	7,803
18-Apr-19	FIL	BUY	10.2491	2,870	2,870
18-Apr-19	FIL	BUY	10.2491	16,990	16,990
18-Apr-19	FIL	BUY	10.2491	1,457	1,457
23-Apr-19	FIL	BUY	10.1741	3,257	3,257
23-Apr-19	FIL	BUY	10.1741	292	292
23-Apr-19	FIL	BUY	10.1741	3,510	3,510

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23-Apr-19	FIL	BUY	10.1741	902	902
23-Apr-19	FIL	BUY	10.1741	3,896	3,896
23-Apr-19	FIL	BUY	10.1741	1,433	1,433
23-Apr-19	FIL	BUY	10.1741	8,483	8,483
23-Apr-19	FIL	BUY	10.1741	727	727
24-Apr-19	FIL	BUY	10.2688	10,493	10,493
24-Apr-19	FIL	BUY	10.2688	941	941
24-Apr-19	FIL	BUY	10.2688	11,310	11,310
24-Apr-19	FIL	BUY	10.2688	2,906	2,906
24-Apr-19	FIL	BUY	10.2688	12,555	12,555
24-Apr-19	FIL	BUY	10.2688	4,617	4,617
24-Apr-19	FIL	BUY	10.2688	27,334	27,334
24-Apr-19	FIL	BUY	10.2688	2,344	2,344
26-Apr-19	FIL	BUY	10.3060	33,492	33,492
26-Apr-19	FIL	BUY	10.3060	3,002	3,002
26-Apr-19	FIL	BUY	10.3060	36,100	36,100
26-Apr-19	FIL	BUY	10.3060	9,275	9,275
26-Apr-19	FIL	BUY	10.3060	40,071	40,071
26-Apr-19	FIL	BUY	10.3060	14,737	14,737
26-Apr-19	FIL	BUY	10.3060	87,241	87,241
26-Apr-19	FIL	BUY	10.3060	7,482	7,482
29-Apr-19	FIL	BUY	10.1748	23,230	23,230
29-Apr-19	FIL	BUY	10.1748	2,082	2,082
29-Apr-19	FIL	BUY	10.1748	25,039	25,039
29-Apr-19	FIL	BUY	10.1748	6,433	6,433
29-Apr-19	FIL	BUY	10.1748	27,793	27,793
29-Apr-19	FIL	BUY	10.1748	10,222	10,222
29-Apr-19	FIL	BUY	10.1748	60,511	60,511
29-Apr-19	FIL	BUY	10.1748	5,190	5,190
30-Apr-19	FIL	BUY	10.1902	16,584	16,584
30-Apr-19	FIL	BUY	10.1902	1,486	1,486
30-Apr-19	FIL	BUY	10.1902	17,875	17,875
30-Apr-19	FIL	BUY	10.1902	4,592	4,592
30-Apr-19	FIL	BUY	10.1902	19,841	19,841
30-Apr-19	FIL	BUY	10.1902	7,298	7,298
30-Apr-19	FIL	BUY	10.1902	43,198	43,198
30-Apr-19	FIL	BUY	10.1902	3,705	3,705
9-May-19	FIL	BUY	9.4743	1,453	1,453
9-May-19	FIL	BUY	9.4743	35	35
9-May-19	FIL	BUY	9.4743	1,802	1,802
9-May-19	FIL	BUY	9.4743	400	400
9-May-19	FIL	BUY	9.4743	750	750
9-May-19	FIL	BUY	9.4743	840	840
9-May-19	FIL	BUY	9.4743	3,786	3,786
9-May-19	FIL	BUY	9.4743	325	325
10-May-19	FIL	BUY	9.5219	2,350	2,350
10-May-19	FIL	BUY	9.5219	57	57
10-May-19	FIL	BUY	9.5219	2,915	2,915
10-May-19	FIL	BUY	9.5219	647	647
10-May-19	FIL	BUY	9.5219	1,214	1,214
10-May-19	FIL	BUY	9.5219	1,360	1,360

10-May-19	FIL	BUY	9.5219	6,126	6,126
10-May-19	FIL	BUY	9.5219	526	526
10-May-19	FIL	Transition In	9.6800	128,549	128,549
10-May-19	FIL	Transition In	9.6800	382,269	382,269
			Total Buys	671,128	671,128
			Total Transition In	510,818	510,818
			Net Movement	1,181,946	1,181,946

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:

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

6. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 14 May 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)		512,431
		JPMORGAN CHASE BANK		597,334

		NA LDN	
		NATIONAL ASTL BK MELBOURNE (S)	131,423
		NORTHERN TRUST LONDON (C)	43,876
		STATE STREET BANK AND TR CO	267,256
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)	3,552,889
		LANDESBANK BADEN-WUERTEMBER G	362,933
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)	4,543
		JP MORGAN, BOURNEMOUTH (C)	29,709
		MASTER TRUST BANK OF JAPAN (C)	1,292
		NOMURA TRUST AND BANKING (C)	21,454
FIL INVESTMENTS INTERNATIONAL	Oakhill House, 130 Tonbridge Road, Hildenborough, Tonbridge, Kent, TN11 9DZ, United Kingdom	HSBC TRINKAUS UND BURKH 1 (S)	92,416
		STATE STREET BANK AND TR CO	32,396
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	HSBC BANK PLC (C)	1,619,990
FIL PENSIONS MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	BNP PARIBAS SEC SRVS ITALY	110,496
		CLEARSTREAM BANKING SA LUX (C)	205,789
		HSBC BANK PLC (C)	709,837
Grand Total			8,863,375