

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

Notice of Initial Substantial Holder

To: **Appen Limited**
ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")
ACN/ARSN (if applicable)

The holder became a substantial holder on 18 October 2016

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)
Ordinary shares	4,865,324	4,865,324	5.01%

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 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
8/26/2016	FIL	BUY	3.35	66,752	66,752
8/29/2016	FIL	BUY	3.34	92,943	92,943
8/30/2016	FIL	BUY	3.39	13,735	13,735
8/31/2016	FIL	BUY	3.39	6,006	6,006
9/1/2016	FIL	BUY	3.30	25,933	25,933
9/2/2016	FIL	BUY	3.23	550,000	550,000
9/2/2016	FIL	BUY	3.25	16,462	16,462
9/5/2016	FIL	BUY	3.23	16,436	16,436
9/6/2016	FIL	BUY	3.27	17,746	17,746
9/7/2016	FIL	BUY	3.28	16,254	16,254
9/8/2016	FIL	BUY	3.44	84,860	84,860
9/8/2016	FIL	BUY	3.44	30,508	30,508
9/8/2016	FIL	BUY	3.44	23,748	23,748
9/13/2016	FIL	BUY	3.39	62,546	62,546
9/13/2016	FIL	BUY	3.39	30,244	30,244
9/13/2016	FIL	BUY	3.39	155,618	155,618
9/13/2016	FIL	BUY	3.39	29,291	29,291
9/13/2016	FIL	BUY	3.39	2,301	2,301
9/14/2016	FIL	BUY	3.38	245,716	245,716
9/14/2016	FIL	BUY	3.38	118,818	118,818
9/14/2016	FIL	BUY	3.38	611,357	611,357
9/14/2016	FIL	BUY	3.38	115,071	115,071
9/14/2016	FIL	BUY	3.38	9,038	9,038
9/15/2016	FIL	BUY	3.35	44,596	44,596
9/15/2016	FIL	BUY	3.35	21,564	21,564
9/15/2016	FIL	BUY	3.35	110,956	110,956
9/15/2016	FIL	BUY	3.35	20,884	20,884
9/15/2016	FIL	BUY	3.35	2,000	2,000
9/16/2016	FIL	BUY	3.39	55,742	55,742
9/16/2016	FIL	BUY	3.39	175,836	175,836
9/16/2016	FIL	BUY	3.39	27,490	27,490
9/16/2016	FIL	BUY	3.39	84,491	84,491
9/16/2016	FIL	BUY	3.39	137,147	137,147
9/16/2016	FIL	BUY	3.39	439,035	439,035
9/16/2016	FIL	BUY	3.39	26,656	26,656
9/16/2016	FIL	BUY	3.39	81,794	81,794
9/16/2016	FIL	BUY	3.39	2,965	2,965
9/16/2016	FIL	BUY	3.39	5,193	5,193

9/20/2016	FIL	BUY	3.30	164,683	164,683
9/20/2016	FIL	BUY	3.30	251,423	251,423
9/20/2016	FIL	BUY	3.30	112,304	112,304
9/20/2016	FIL	BUY	3.30	600,333	600,333
9/20/2016	FIL	BUY	3.30	110,988	110,988
9/20/2016	FIL	BUY	3.30	8,866	8,866
9/27/2016	FIL	BUY	3.36	4,383	4,383
10/18/2016	FIL	BUY	3.02	34,612	34,612
			Total Buys	4,865,324	4,865,324

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 the persons named in this form are as follows:

Refer to Annexure A

Sign Here _____



Dated: 20 October 2016

Kelvin Lo

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 Relevent Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion/ Voting Power	870,471
		JP MORGAN, BOURNEMOUTH (C)		779,595
		HSBC INST TRST SER ASIA LTD(C)		2,084,809
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROS HARRIMN LTD LUX (C)		1,017,458
		JP MORGAN, BOURNEMOUTH (C)		23,748
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, UK TN119DZ	HSBC BANK PLC (C)		84,860
Grand Total				4,865,324