

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

Notice of Change of Interests of 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)

There was a change in the interests of the substantial holder on	10 February 2017
The previous notice was given to the company on	20 October 2016
The previous notice was dated	20 October 2016

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	4,865,324	5.01%	5,864,551	6.03%

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
26-Oct-2016	FIL	BUY	3.00	2,990	2,990
26-Oct-2016	FIL	BUY	3.00	8,373	8,373
26-Oct-2016	FIL	BUY	3.00	18,531	18,531
26-Oct-2016	FIL	BUY	3.00	3,099	3,099
26-Oct-2016	FIL	BUY	3.00	1,766	1,766
27-Oct-2016	FIL	BUY	2.99	3,255	3,255
27-Oct-2016	FIL	BUY	3.00	2,187	2,187

27-Oct-2016	FIL	BUY	2.99	10,009	10,009
27-Oct-2016	FIL	BUY	3.00	5,230	5,230
27-Oct-2016	FIL	BUY	2.99	22,151	22,151
27-Oct-2016	FIL	BUY	3.00	11,573	11,573
27-Oct-2016	FIL	BUY	2.99	3,453	3,453
27-Oct-2016	FIL	BUY	3.00	2,187	2,187
28-Oct-2016	FIL	BUY	3.00	2,515	2,515
28-Oct-2016	FIL	BUY	3.00	7,043	7,043
28-Oct-2016	FIL	BUY	3.00	15,588	15,588
28-Oct-2016	FIL	BUY	3.00	2,607	2,607
31-Oct-2016	FIL	BUY	2.99	3,017	3,017
31-Oct-2016	FIL	BUY	3.01	2,822	2,822
31-Oct-2016	FIL	BUY	3.01	1,913	1,913
31-Oct-2016	FIL	BUY	2.99	8,350	8,350
31-Oct-2016	FIL	BUY	3.01	8,689	8,689
31-Oct-2016	FIL	BUY	3.01	4,664	4,664
31-Oct-2016	FIL	BUY	2.99	18,416	18,416
31-Oct-2016	FIL	BUY	3.01	19,757	19,757
31-Oct-2016	FIL	BUY	3.01	9,859	9,859
31-Oct-2016	FIL	BUY	2.99	3,125	3,125
31-Oct-2016	FIL	BUY	3.01	2,940	2,940
31-Oct-2016	FIL	BUY	3.01	1,968	1,968
02-Nov-2016	FIL	BUY	2.76	19,902	19,902
14-Nov-2016	FIL	BUY	2.94	2,970	2,970
14-Nov-2016	FIL	BUY	2.94	6,572	6,572
14-Nov-2016	FIL	BUY	2.94	14,493	14,493
14-Nov-2016	FIL	BUY	2.94	3,013	3,013
14-Nov-2016	FIL	BUY	2.94	1,659	1,659
15-Nov-2016	FIL	BUY	2.93	15,997	15,997
15-Nov-2016	FIL	BUY	2.96	3,774	3,774
15-Nov-2016	FIL	BUY	2.93	42,133	42,133
15-Nov-2016	FIL	BUY	2.96	8,351	8,351
15-Nov-2016	FIL	BUY	2.93	80,943	80,943
15-Nov-2016	FIL	BUY	2.96	18,416	18,416
15-Nov-2016	FIL	BUY	2.93	15,850	15,850
15-Nov-2016	FIL	BUY	2.96	3,829	3,829
15-Nov-2016	FIL	BUY	2.93	771	771
16-Nov-2016	FIL	BUY	2.93	10,718	10,718
16-Nov-2016	FIL	BUY	2.93	28,228	28,228
16-Nov-2016	FIL	BUY	2.93	54,231	54,231
16-Nov-2016	FIL	BUY	2.93	10,619	10,619
23-Nov-2016	FIL	BUY	2.83	3,479	3,479
23-Nov-2016	FIL	BUY	2.83	2,389	2,389
24-Nov-2016	FIL	BUY	2.85	5,981	5,981
24-Nov-2016	FIL	BUY	2.85	35,602	35,602
24-Nov-2016	FIL	BUY	2.85	47,344	47,344
24-Nov-2016	FIL	BUY	2.85	7,664	7,664
29-Nov-2016	FIL	BUY	2.50	105,000	105,000

29-Nov-2016	FIL	BUY	2.50	105,000	105,000
01-Dec-2016	FIL	BUY	2.55	68,345	68,345
02-Dec-2016	FIL	SELL	2.51	(84,860)	(84,860)
02-Dec-2016	FIL	SELL	2.51	(23,748)	(23,748)
27-Jan-2017	FIL	BUY	2.89	2,512	2,512
27-Jan-2017	FIL	BUY	2.89	73,622	73,622
10-Feb-2017	FIL	BUY	2.79	100,351	100,351
			Total Sells	(108,608)	(108,608)
			Total Buys	1,107,835	1,107,835
			Net Buy	999,227	999,227

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 February 2017

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	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	1,137,239
		JP MORGAN, BOURNEMOUTH (C)		901,567
		HSBC INST TRST SER ASIA LTD(C)		2,422,696
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000, Australia	BROWN BROS HARRIMN LTD LUX (C)		1,327,809
FIL LIMITED	Pembroke Hall, 42 Crow Lane, Pembroke, Bermuda	BROWN BROS HARRIMN LTD LUX (C)		4,383
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BNP Frankfurt		70,857
Grand Total				5,864,551