

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Spotless Group Holdings Limited
ABN	27 154 229 562

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Martin Julian Sheppard
Date of last notice	24 November 2016

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	5 July 2017
No. of securities held prior to change	<div><div><u>Direct</u></div>290,439 ordinary shares 3,288,142 options to acquire ordinary shares (Options) 1,258,470 rights to acquire ordinary shares (Rights) <div><u>Indirect</u></div>Pacific Custodians Pty Limited as trustee for the Spotless Group Holdings Limited Employee Share Plan Trust127,500 ordinary shares</div>

+ See chapter 19 for defined terms.

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Class	Ordinary shares and Rights.
Number acquired	1,258,470 ordinary shares
Number disposed	1,258,470 Rights (extinguished on exercise)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change <div style="text-align: right;"><u>Direct</u></div> <div style="text-align: right;"><u>Indirect</u></div> <div style="text-align: center;">Spotless Group Holdings Limited Employee Share Plan Trust</div>	1,548,909 ordinary shares 3,288,142 Options 127,500 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of ordinary shares as a result of the exercise of Rights under the Spotless Executive Incentive Plan.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	

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Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Not applicable
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.