

# 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

<b>Name of entity</b>	Spotless Group Holdings Limited
<b>ABN</b>	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.

<b>Name of Director</b>	Martin Julian Sheppard
<b>Date of last notice</b>	5 July 2017

### 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.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
<b>Date of change</b>	12 July and 13 July 2017
<b>No. of securities held prior to change</b>	<div><div><u>Direct</u></div>1,548,909 ordinary shares  3,288,142 options to acquire ordinary shares (Options)  <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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<b>Class</b>	Ordinary shares and Options
<b>Number acquired</b>	346,120 ordinary shares issued.  (127,500 shares transferred from an indirect to a direct holding)
<b>Number disposed</b>	3,288,142 Options (extinguished following exercise)
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Cashless exercise of Options in accordance with the rules of the Spotless Executive Incentive Plan ( <b>LTI Plan</b> ).
<b>No. of securities held after change</b>  <b>Direct</b>	2,022,529 ordinary shares
<b>Nature of change</b> 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 on 13 July 2017 as a result of the exercise of Options under the LTI Plan.  127,500 ordinary shares transferred on 12 July 2017 from an indirect holding under the Spotless Group Holdings Limited Employee Share Plan Trust to a direct holding.

## 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.

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

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

**Part 3 – <sup>+</sup>Closed period**

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

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<sup>+</sup> See chapter 19 for defined terms.