

# 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>	<b>Japara Healthcare Limited</b>
<b>ABN</b>	<b>54 168 631 052</b>

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>	Mark Andrew Sudholz
<b>Date of last notice</b>	26 September 2019

### 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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A
<b>Date of change</b>	15 November 2019
<b>No. of securities held prior to change</b>	<u>Indirect</u> 15,700,001 fully paid ordinary shares:  (a) 15,127,179 held by Ashens Properties Pty Ltd as trustee for the Sudholz Family (Director & Shareholder)  (b) 572,822 held by MA & JM Sudholz as trustees for the Sudholz Family Superannuation Fund (Trustee)  178,083 restricted shares allocated under the Plan, held by Pacific Custodians Pty Limited as trustee of the Japara Employee Share Trust (as Beneficiary)
<b>Class</b>	Performance rights

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	655,738 granted
<b>Number disposed</b>	-
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	<p><u>Direct</u> 655,738 performance rights granted under the Company's Executive Incentive Plan ("Plan")</p> <p><u>Indirect</u> 15,700,001 fully paid ordinary shares:</p> <p>(c) 15,127,179 held by Ashens Properties Pty Ltd as trustee for the Sudholz Family (Director &amp; Shareholder)</p> <p>(d) 572,822 held by MA &amp; JM Sudholz as trustees for the Sudholz Family Superannuation Fund (Trustee)</p> <p>178,083 restricted shares allocated under the Plan, held by Pacific Custodians Pty Limited as trustee of the Japara Employee Share Trust (as Beneficiary)</p>
<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	<p>Grant of performance rights under the Plan for FY2019 long-term incentive purposes, as approved by shareholders at the Company's Annual General Meeting on 25 October 2019 ("AGM").</p> <p>These performance rights are subject to:</p> <ul style="list-style-type: none"> <li>- a 48 month performance period from 1 July 2019 to 30 June 2023; and</li> <li>- gateways hurdles and vesting conditions as set out in the Explanatory Memorandum accompanying the Notice of AGM.</li> </ul>

+ See chapter 19 for defined terms.

## **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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

## **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>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

Dated 15 November 2019

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