



ASX Release

21 December 2021

APPENDIX 3Y

In accordance with the Listing Rules, please see attached announcement relating to the above, for release to the market.

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This announcement was authorised for release by Daniella Pereira, Company Secretary.

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	Coles Group Limited
ABN	11 004 089 936

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	Steven Cain
Date of last notice	1 September 2021

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 and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	CPU Share Plans Pty Limited as trustee of the Company's employee share trust is the registered holder. Steven Cain is the beneficiary of the shares in accordance with the trust deed and rules governing the Company's Equity Incentive Plan. Cain Super Trust of which Steven Cain and Claire Cain are trustees and registered holders. Mr Cain is also a beneficiary of the Cain Super Trust.
Date of change	15 December 2021

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	Direct: Steven Cain	83,058 shares 499,034 Performance Rights comprised of: <ul style="list-style-type: none"> • 275,901 Performance Rights pursuant to the FY2020 Long Term Incentive Offer; and • 223,133 Performance Rights pursuant to the FY2021 Long Term Incentive Offer.
	Direct and indirect: Cain Super Trust	50,000 shares
	Indirect: CPU Share Plans Pty Limited	160,923 shares comprised of: <ul style="list-style-type: none"> • 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer; and • 75,866 STI Shares pursuant to the FY2020 STI award.
Class	Fully paid ordinary shares (including STI Shares) Performance Rights	
Number acquired	64,514 STI Shares 225,976 Performance Rights	
Number disposed	N/A	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil STI Shares were provided as part of Mr Cain's short term incentive arrangements and Performance Rights were provided as part of Mr Cain's long term incentive arrangements.	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	Direct: Steven Cain	83,058 shares 725,010 Performance Rights comprised of: <ul style="list-style-type: none"> • 275,901 Performance Rights pursuant to the FY2020 Long Term Incentive Offer. • 223,133 Performance Rights pursuant to the FY2021 Long Term Incentive Offer. • 225,976 Performance Rights pursuant to the FY2022 Long Term Incentive Offer.
	Direct and indirect: Cain Super Trust	50,000 shares
	Indirect: CPU Share Plans Pty Limited	225,437 shares comprised of: <ul style="list-style-type: none"> • 85,057 shares. • 75,866 STI Shares pursuant to the FY2020 STI award. • 64,514 STI Shares pursuant to the FY2021 STI award.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Allocation of Performance Rights to Mr Cain as Mr Cain's long-term incentive for FY2022 and allocation of fully paid ordinary shares (STI Shares) to Mr Cain as the deferred component of Mr Cain's short-term incentive for FY2021, further to shareholder approval at Coles' 2021 Annual General Meeting. On 15 December 2021, 85,057 Restricted Shares granted pursuant to the FY19 Executive Restricted Share Offer vested. These shares continue to be held by CPU Share Plans Pty Limited indirectly for Steven Cain.	

+ 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.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

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?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

+ See chapter 19 for defined terms.