

# 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>Pepper Group Limited</b>
<b>ABN</b>	<b>55 094 317 665</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>	Seumas James Dawes
<b>Date of last notice</b>	06/08/2015

### 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	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none"> <li>1. 1,742,250 ordinary shares acquired by Rose Capital Pty Limited. Seumas James Dawes is the sole director and shareholder.</li> <li>2. Decrease in Seumas James Dawes deemed relevant interest in the Ordinary Shares of Pepper Group Limited in which Pepper Group Limited holds a relevant interest as a shareholder holding above 20% voting power under section 608(3)(a) of the Corporations Act 2001 (Cth).</li> </ol>
<b>Date of change</b>	26/08/2016

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+ See chapter 19 for defined terms.

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<p><b>No. of securities held prior to change</b></p>	<p>Directly:</p> <ul style="list-style-type: none"> <li>(i) 35,838,500 Ordinary Shares held directly by Seumas James Dawes</li> <li>(ii) Options relating to 75,000 Ordinary Shares</li> </ul> <p>Indirectly:</p> <ul style="list-style-type: none"> <li>(i) 16,780,461 Ordinary Shares held indirectly through Rose Capital Pty Limited</li> <li>(ii) 123,915,675 Ordinary Shares held indirectly through Pepper Group Limited as Seumas James Dawes has a deemed relevant interest in the Ordinary Shares of Pepper Group Limited in which Pepper Group Limited holds a relevant interest as Mr Dawes is a shareholder holding above 20% voting power under section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth)).</li> </ul>
<p><b>Class</b></p>	<p>ORD</p>
<p><b>Number acquired</b></p>	<p>1,742,250 ordinary shares</p>
<p><b>Number disposed</b></p>	<p>Nil</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>The 1,742,250 ordinary shares were acquired for \$2.7611 per share (calculated using a 5 day VWAP formula from Monday 22 August 2016 to Friday, 26 August 2016)</p>

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<p><b>No. of securities held after change</b></p>	<p>Directly:</p> <p>(iii) 35,838,500 Ordinary Shares held directly by Seumas James Dawes</p> <p>(iv) Options relating to 75,000 Ordinary Shares</p> <p>Indirectly:</p> <p>(iii) 18,522,711 Ordinary Shares held indirectly through Rose Capital Pty Limited</p> <p>(iv) 19,556,838 Ordinary Shares held indirectly through Pepper Group Limited as Seumas James Dawes has a deemed relevant interest in the Ordinary Shares of Pepper Group Limited in which Pepper Group Limited holds a relevant interest as Mr Dawes is a shareholder holding above 20% voting power under section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth).</p>
<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>	<p>Rose Capital Pty Limited acquired 1,742,250 ordinary shares in an off market trade.</p> <p>Seumas James Dawes ceasing to hold a deemed relevant interest in 53,028,337 of the Ordinary Shares of Pepper Group Limited in which Pepper Group Limited held a relevant interest as Mr Dawes is a shareholder holding above 20% voting power under section 608(3)(a) of the <i>Corporations Act 2001</i> (Cth)).</p>

**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.

<p><b>Detail of contract</b></p>	
<p><b>Nature of interest</b></p>	
<p><b>Name of registered holder (if issued securities)</b></p>	

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

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<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

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