

# 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> | 30/08/2016         |

### **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.

|   |   |
|---|---|
| <b>Direct or indirect interest</b>  | Indirect  |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | 379,228 Ordinary Shares acquired by Rose Capital Pty Limited. Seumas James Dawes is the sole director and shareholder of Rose Capital Pty Limited |
| <b>Date of change</b>   | 13/09/2016  |

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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> <p>(i) 35,838,500 Ordinary Shares held directly by Seumas James Dawes;</p> <p>(ii) Options relating to 75,000 Ordinary Shares.</p> <p>Indirectly:</p> <p>(i) 18,522,711 Ordinary Shares held indirectly through Rose Capital Pty Limited</p> <p>(ii) 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>Class</b></p>  | <p>ORD</p>   |
| <p><b>Number acquired</b></p>  | <p>379,228</p>   |
| <p><b>Number disposed</b></p>  | <p>Nil</p>   |
| <p><b>Value/Consideration</b><br/> Note: If consideration is non-cash, provide details and estimated valuation</p> | <p>The 379,228 Ordinary Shares were acquired for \$2.683 per share.</p>  |

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|   |  |
|---|--|
| <b>No. of securities held after change</b>  | <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) 18,901,939 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> |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Rose Capital Pty Limited acquired the 379,228 Ordinary Shares in an off market trade.  |

**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>                               |  |
| <b>Nature of interest</b>                               |  |
| <b>Name of registered holder (if issued securities)</b> |  |
| <b>Date of change</b>                                   |  |

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| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |  |
| <b>Interest acquired</b>   |  |
| <b>Interest disposed</b>   |  |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation   |  |
| <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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