

NOTE FOR APPENDIX 3Y

In relation to Mr Zani's Appendix 3Y which has been lodged outside the 5 day time limit as per listing rule 3.19A.2A for the change that occurred on 3 August 2016, Stargroup Limited (**ASX : STL**) ("**Stargroup**" or the "**Company**") wishes to provide the following explanations:

1. Please explain why the Director's Interest Notice was lodged late.

The present changes in the directors' interests was planned to be released to ASX with the vesting of Performance Shares to coincide in a similar timeframe as the off market share transfer. However the late lodgment of Appendix 3Y in relation to the off market share transfer occurred by way of an oversight, as the Company at present had a number of major announcements, middle of the end of Financial Year audits and preparation of preliminary results. The Company apologizes for this oversight.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company and its directors have entered into legally binding agreements which require that directors provide all information necessary to enable the company to comply with its ASX disclosure obligations. Share transactions by directors are reviewed at regular board meetings and the board also considers its continuous disclosure obligations as a standing agenda item. The directors are advised regularly so that they are aware of their disclosure obligations in relation to share trades. Stargroup has in place a securities trading policy expressed in terms consistent with ASX Listing Rules. Each director has confirmed his agreement to inform the company of any change in his or his associates' interests as soon as reasonably possible and in any event within two business days, so as to enable the company to comply with its notification obligations to ASX.

3 If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Stargroup considers its current arrangements to be adequate. This incident has helped to serve as a further reminder, to both the Company and its officers, of its obligations in this regard. The Company trusts that ASX will see this as an isolated incident in a particular, unusual context, and that in all previous instances involving the current Board and senior management, the company has been diligent in meeting the required 5 business day timeframe for lodgement of Appendices 3X, 3Y and 3Z.

Yours faithfully,



Sungki Lee
Company Secretary

About Stargroup

Financial technology company Stargroup Limited is the only ASX listed company deploying ATM machines in Australia and importantly, the only listed ATM company having a direct ownership interest in the manufacturer of its ATM technologies, namely NeolCP, a South Korean private company.

Stargroup Limited merged with iCash Payment Systems Limited (ASX:ICP) on 7 August 2015 and as part of the acquisition became the exclusive distributor of the cashPod ATM range including the recycler ATM, back office and payment technologies in Australia for the next 5 years.

Stargroup Limited, via its wholly owned subsidiary, StarPOS, is also an EFTPOS and payWave technologies provider via its leveraged wholesale Visa and Mastercard agreement and the launch of StarPOS occurred on 1 October 2015.

About NeolCP

Stargroup Limited owns 11.28% of NeolCP Korea Inc, a South Korean private company that provides integrated and innovative self-service solutions to the banking and retail market.

NeolCP has brought together a combination of innovation, expertise and quality service to become a global leader in the ATM manufacturing industry and a technology leader in cash management and cash handling solutions.

As at 31 December 2015, NeolCP had \$18.3 million in net assets and there is a three year dividend policy in place between NeolCP and Stargroup Limited.

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:	Stargroup Limited
ABN:	87 061 041 281

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	Todd Zani
Date of last notice	4 July 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.

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.	(a) Sole Director and registered holder of 100% of the issued shares in Tomialcocl Pty Ltd (ACN 166 111 520) ATF Tomialcocl Family Trust; (b) Sole Director and registered holder of 100% of the issued shares in TZ Motorsport Pty Ltd (ACN 130 685 139); (c) Joint trustee of the Zani Superannuation Fund (d) Individually
Date of change	(a) 3 August 2017 (sale) and 17 August 2017 (vested) (b) N/A (c) 3 August 2017 (purchase) (d) N/A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held prior to change	(a) 23,349,548 Ordinary Shares; 1,210,489 Options 1,000,000 Performance Shares (expiring 31/12/2016) 1,000,000 Performance Shares (expiring 30/06/2017) 1,000,000 Performance Shares (expiring 30/06/2018) 1,000,000 Performance Shares (expiring 30/06/2019) (b) 3,377,777 Ordinary Shares (c) 565,714 Ordinary Shares (d) 5,503,499 Ordinary Shares
Class	Ordinary Shares and Options
Number acquired	(a) 1,000,000 Ordinary Shares (Performance Shares Vested) (b) Nil (c) 1,080,357 Ordinary Shares (Purchase from Family Trust) (d) Nil
Number disposed	(a) 1,080,357 Ordinary Shares (Sold to SMSF) (b) Nil (c) Nil (d) Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) \$34,571.42 (off market) (b) Nil (c) \$34,571.42 (off market) (d) Nil
No. of securities held after change	(a) 23,269,191 Ordinary Shares; 1,210,489 Options (expiring 30/11/2018) 1,000,000 Performance Shares (expiring 30/06/2017) 1,000,000 Performance Shares (expiring 30/06/2018) 1,000,000 Performance Shares (expiring 30/06/2019) (b) 3,377,777 Ordinary Shares (c) 1,646,071 Ordinary Shares (d) 5,503,499 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a) Off market sale and Performance Shares vested (b) Nil (c) Off market purchase (d) Nil

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

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?	—
If prior written clearance was provided, on what date was this provided?	—

⁺ See chapter 19 for defined terms.