

# 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 30/9/2001.

<b>Name of entity</b>	<b>COMPUTERCORP LTD</b>
<b>ABN</b>	<b>31 091 126 082</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>	<b>DOMENIC VINCENT MARTINO</b>
<b>Date of last notice</b>	<b>11 November 2008</b>

### 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>	<b>Indirect</b>
<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. Domenic Martino is Sole Director and Sole Shareholder of TCB Investment Holdings Pty Ltd which acts as Trustee for several trusts and Domenic Martino's family are beneficiaries of one of those ultimate trusts (The Sydney Investment Trust).</li> <li>2. Impact Nominees Pty Ltd as trustee for The Sydney Investment Trust.</li> <li>3. Domenal Enterprises Pty Ltd as trustee for the DVM Superannuation Fund.</li> </ol>
<b>Date of change</b>	<b>24 November 2008</b>

<p><b>No. of securities held before change</b></p> <p><b><u>1. TCB Investment Holdings Pty Ltd (“TCB”)</u></b></p>     <p><b><u>2. Impact Nominees Pty Ltd (“Impact”) as trustee for the Sydney Investment Trust</u></b></p>   <p><b><u>3. Domenal Enterprises Pty Ltd (“Domenal”) as trustee for the DVM Superannuation Fund</u></b></p>	<p>17,307,308 Ordinary Shares of which 6,675,769 are held in trust for Impact Nominees Pty Ltd as trustee for The Sydney Investment Trust.</p> <p>3,450,000 Buyer Incentive Shares (see attached for terms) of which 1,150,000 are held in trust for Impact Nominees Pty Ltd as trustee for The Sydney Investment Trust.</p> <p>32,442 Ordinary Shares 4,175,000 Convertible Notes</p> <p>2,216,567 Ordinary Shares 1,150,000 Convertible Notes</p>
<p><b>Class</b></p>	<p>Ordinary Fully Paid</p>
<p><b>Number acquired</b></p>	<p><b><u>Domenal Enterprises Pty Ltd (“Domenal”) as trustee for the DVM Superannuation Fund</u></b></p> <p>83,433</p>
<p><b>Number disposed</b></p>	<p>n/a</p>
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$3,337.32</p>

<p><b>No. of securities held after change</b></p> <p><b>1. <u>TCB Investment Holdings Pty Ltd ("TCB")</u></b></p> <p><b>2. <u>Impact Nominees Pty Ltd ("Impact") as trustee for the Sydney Investment Trust</u></b></p> <p><b>3. <u>Domenal Enterprises Pty Ltd ("Domenal") as trustee for the DVM Superannuation Fund</u></b></p>	<p>17,307,308 Ordinary Shares of which 6,675,769 are held in trust for Impact Nominees Pty Ltd as trustee for The Sydney Investment Trust.</p> <p>3,450,000 Buyer Incentive Shares (see attached for terms) of which 1,150,000 are held in trust for Impact Nominees Pty Ltd as trustee for The Sydney Investment Trust.</p> <p>32,442 Ordinary Shares 4,175,000 Convertible Notes</p> <p>2,300,000 Ordinary Shares 1,150,000 Convertible Notes</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>On-Market Trade</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.

<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> Note: Details are only required for a contract in relation to which the interest has changed	n/a
<b>Interest acquired</b>	n/a
<b>Interest disposed</b>	n/a
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	n/a
<b>Interest after change</b>	n/a

**ATTACHMENT TO APPENDIX 3Y**

**Terms of Buyer Incentive Shares**

- (a) Each Buyer Incentive Share entitles the Holder to convert the Buyer Incentive Share into a Buyer Share in accordance with the milestones set out below (**Milestone**):

	<b>Buyer Incentive Shares</b>
Class "A" – Upon the Buyer achieving \$2,000,000 profit after tax	1,500,000
Class "B" – Upon the Buyer achieving \$3,000,000 profit after tax	1,500,000
Class "C" – Upon the Buyer achieving \$4,000,000 profit after tax	1,500,000
Class "D" – Upon the Buyer achieving \$5,000,000 profit after tax	1,500,000
	<b>6,000,000</b>

- (i) ASX approval has been granted to the terms and conditions of the class of non-voting Buyer Incentive Shares.
- (ii) For the avoidance of doubt, the Milestones referred to in clause (a) above relate to profit after tax for the financial period commencing 1 July 2006 and each subsequent financial period ending 30 June.
- (b) Upon each Milestone referred to in clause (a) above being achieved, the Holder of Class "A", Class "B", Class "C" or Class "D" Buyer Incentive Shares may convert each Buyer Incentive Share held into one (1) Buyer Share. For the avoidance of doubt, more than one (1) Milestone may be satisfied in any financial period ending 30 June.
- (c) Upon a Milestone being achieved and certified by the Buyer's auditors, the Buyer shall promptly issue an entitlement notice to each Holder confirming satisfaction of the Milestone and the right to conversion of the relevant Buyer Incentive Shares to Buyer Shares in accordance with clause (b) above. As soon as practicable following written notice acceptable by a Holder to convert the relevant Buyer Incentive Shares to Buyer Shares, the Buyer shall allot and issue to the Holder the respective number of Buyer Shares and cancel the respective Buyer Incentive Shares. On conversion of a Buyer Incentive Share, the rights, powers and privileges of that Buyer Incentive Share shall immediately cease to apply.
- (d) The Buyer Shares issued on conversion of the Buyer Incentive Shares will rank *pari passu* in all respects with existing Buyer Shares.