

# 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>Veda Group Limited</b>
<b>ABN</b>	<b>26 124 306 958</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>	Nerida Caesar
<b>Date of last notice</b>	9 December 2013

### **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>	Direct & Indirect – Craig Caesar and Nerida Caesar ATF the Craig and Nerida Caesar Family Trust – 6,429,513 Ordinary Shares  Indirect - C A J Caesar Pty Ltd ATF CAJ & NF Caesar Superannuation Fund – 210,526 Ordinary Shares
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	As a member of the CAJ & NF Caesar Superannuation Fund, and as a beneficiary of the Craig and Nerida Caesar Family Trust
<b>Date of change</b>	N/A
<b>No. of securities held prior to change</b>	N/A
<b>Class</b>	Ordinary Shares
<b>Number acquired</b>	N/A
<b>Number disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A

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+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	N/A
<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	N/A

## 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>	IPO Option Deed  Veda Group Equity Incentive Plan
<b>Nature of interest</b>	Interest in contracts to which Nerida Caesar is a party or under which Nerida Caesar is entitled to a benefit, and that confer a right to call for or deliver Ordinary Shares in the entity
<b>Name of registered holder (if issued securities)</b>	Craig Caesar and Nerida Caesar ATF the Craig and Nerida Caesar Family Trust – 13,500,000 Tranche A Options (\$1.90 exercise price) & 11,500,000 Tranche B Options (\$2.10 exercise price)  Nerida Caesar – 138,256 Deferred Share Rights and 1,695,921 Options (\$2.15 exercise price)
<b>Date of change</b>	28 October 2015
<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>	138,256 Deferred Share Rights  1,695,921 Options (\$2.15 exercise price)
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Granted under Veda Group Equity Incentive Plan
<b>Interest after change</b>	13,500,000 Tranche A Options (\$1.90 exercise price)  11,500,000 Tranche B Options (\$2.10 exercise price)  138,256 Deferred Share Rights  1,695,921 Options (\$2.15 exercise price)

+ See chapter 19 for defined terms.

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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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<sup>+</sup> See chapter 19 for defined terms.