

# 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 | Skilled Group Ltd |
| ABN            | 66 005 585 811    |

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    | Michael Peter McMahon |
| Date of last notice | 3 September 2014      |

### 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                     |
| Nature of indirect interest<br>(including registered holder)<br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Not applicable             |
| Date of change  | 30 September 2014          |
| No. of securities held prior to change  | 928,998                    |
| Class   | Performance Rights         |
| Number acquired   | Nil                        |
| Number disposed   | Nil                        |
| Value/Consideration<br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | Nil                        |
| No. of securities held after change   | 591,160 Performance Rights |

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+ See chapter 19 for defined terms.

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|  |  |
|--|--|
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | Vesting of 337,838 Performance Rights previously granted to Mr McMahon under his employment contract and the consequential issue of 337,838 fully paid ordinary shares in relation to vested performance rights. |
| <b>Direct or indirect interest</b>   | Direct   |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>                        | Not applicable   |
| <b>Date of change</b>  | No change  |
| <b>No. of securities held prior to change</b>  | 1,750,000 unvested options   |
| <b>Class</b>   | Options over ordinary shares   |
| <b>Number acquired</b>   | Nil  |
| <b>Number disposed</b>   | Nil  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>   | N/A  |
| <b>No. of securities held after change</b>   | 1,750,000 unvested options   |
| <b>Nature of change</b><br><small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small> | N/A  |

|   |                            |
|---|----------------------------|
| <b>Direct or indirect interest</b>  | Direct                     |
| <b>Nature of indirect interest (including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Not applicable             |
| <b>Date of change</b>   | 30 September 2014          |
| <b>No. of securities held prior to change</b>   | 1,364,407                  |
| <b>Class</b>  | Fully paid ordinary shares |
| <b>Number acquired</b>  | 337,838                    |
| <b>Number disposed</b>  | Nil                        |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small>  | Nil                        |

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|   |   |
|---|---|
| <b>No. of securities held after change</b>  | 1,702,245   |
| <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 | The issue of 337,838 fully paid ordinary shares to satisfy the vesting of 337,838 performance rights held by Mr McMahon under the Skilled Group Long Term Incentive Plan. |


## 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.

Nil

## Part 3 – <sup>+</sup>Closed period

|   |     |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> 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?   | N/A |
| If prior written clearance was provided, on what date was this provided?  | N/A |

  
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**Sharyn Page**  
Company Secretary

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<sup>+</sup> See chapter 19 for defined terms.