

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.

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|--------------------------------------|
| Name of entity: Codan Limited |
| ABN: 77 007 590 605 |

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 | Donald Shields McGurk |
| Date of last notice | 30 August 2019 |

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 (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | N/A |
| Date of change | 15 November 2019 |
| No. of securities held prior to change | Ordinary shares – Tradon Investments Pty Ltd as trustee for McGurk Family A/C – 550,424 Ordinary shares – Donald Shields McGurk – 296,877 Ordinary shares – Donald Shields McGurk & Sally Anne Crothers as trustee for Burn Brae S/F A/C – 73,000 Performance rights – Donald Shields McGurk – 216,496 |
| Class | Performance rights |
| Number acquired | 63,647 |

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| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Issued for nil consideration and with a nil exercise price under the Codan Limited Performance Rights Plan Rules |
| No. of securities held after change | <p>Ordinary shares – Tradon Investments Pty Ltd as trustee for McGurk Family A/C – 550,424</p> <p>Ordinary shares – Donald Shields McGurk – 296,877</p> <p>Ordinary shares – Donald Shields McGurk & Sally Anne Crothers as trustee for Burn Brae S/F A/C – 73,000</p> <p>Performance rights – Donald Shields McGurk – 280,143</p> |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Performance rights issued under the Codan Limited Performance Rights Plan Rules |

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.

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

Part 3 – Closed period

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| 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? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |