

22 June 2015

Incoming Managing Director & Chief Executive Officer Commencement and Employment Arrangements

The Board of Seven Group Holdings today confirmed timings for the company's transition on the appointment of the Managing Director & Chief Executive Officer.

On 13 April 2015, Seven Group Holdings announced that Mr Don Voelte AO had informed the Board of his decision to retire and as a result the Board appointed Chief Operating Officer, Mr Ryan Stokes, as incoming Managing Director & Chief Executive Officer.

Seven Group Holdings advises that Mr Ryan Stokes will assume the role of Managing Director & Chief Executive Officer on 1 July 2015.

Commenting, Mr Kerry Stokes AC, the Executive Chairman of Seven Group Holdings, said: "Don and Ryan have worked closely and collaboratively together over the past two years. It has been a particularly smooth transition since Don's announcement of his intention to retire, and as a result both Don and the Board believe the time is right to bring forward this transition to 30 June."

Mr Ryan Stokes said: "I am looking forward to taking on the new role. At SGH we have a terrific team of people and great market-leading businesses in what undoubtedly are some challenging conditions. We are working with our customers and managing our businesses to ensure we are all well-placed for future growth. We are excited about the opportunities for the Group."

About Seven Group Holdings Limited:

Seven Group Holdings Limited ("SGH") is a leading Australian diversified operating and investment group with market leading businesses and investments in industrial services and media. In industrial services, WesTrac Group is the sole authorised Caterpillar dealer in Western Australia, New South Wales and the Australian Capital Territory in Australia, and in North Eastern China territories. WesTrac Group is one of Caterpillar's top five dealers globally (by sales value). SGH also owns AllightSykes, a supplier of lighting towers, generators and pumps, and has a 45 per cent shareholding in Coates Hire, Australia's largest equipment hire business. In media, SGH has a major shareholding in Seven West Media, Australia's largest multiple platform media company, including the Seven Network, West Australian Newspapers, Presto, Pacific Magazines and Yahoo!7.

Attached hereto is a summary of the key terms of the Managing Director & Chief Executive Officer's employment arrangements.

WesTrac



SGH | Energy

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Attachment

Managing Director & Chief Executive Officer - Key Terms of Employment

Term

Commencement date of 1 July 2015 with an unlimited term.

Fixed Annual Remuneration

Total fixed annual remuneration of \$1,600,000 inclusive of superannuation.

Short Term Incentive Plan

Participation in the Company's short term incentive ("STI") plan with an on-target value each financial year of 50 per cent of total fixed annual remuneration.

The STI plan is designed to reward the MD & CEO for the achievement of pre-determined, individual and Company Key Performance Indicators ("KPIs") over the relevant 12 month performance period and which are aligned to and supportive of the Company's annual objectives for each financial year. Forty per cent of the objectives will be based on Company performance (based on NPAT) and 60 per cent based on other KPIs such as leadership and executive development, cost management across the group, performance against various budget measures, investor relations and strategy.

The MD & CEO's KPIs will be approved by the Board with financial measures (including relating to budget and cost management) and non-financial measures (such as leadership, staff development and strategic direction) being differentially weighted to reflect the focus in driving the overall business strategy.

Long Term Incentive Plan

Participation in the Company's long term incentive ("LTI") plan with an on-target value each financial year of 50 per cent of total fixed annual remuneration.

Subject to approval by the Company's shareholders for each financial year, the MD & CEO will be granted an LTI award which may vest subject to the terms of the Company's LTI plan.

The LTI plan is assessed over a three year testing period to encourage sustained performance, drive long-term shareholder value creation and ensure alignment of the MD & CEO's remuneration outcomes to shareholder interests.

An LTI award is made if the NPAT target for the relevant financial year is met. The LTI award structured as rights to acquire ordinary shares in the Company at no cost to the MD & CEO and will deliver benefits to the MD & CEO if the earnings per share and total shareholder return targets are achieved and the MD & CEO remains employed by the Company over the three year performance period.

General

Either party may terminate the employee's employment by giving the other party six months notice. Employment is terminable in the event of the employee's serious misconduct or a non-rectified breach.

If employment is terminated for cause or resignation, any entitlement to unvested STI and LTI will be forfeited. If employment ends for any other reason, then the Board has discretion to forfeit a pro-rata amount of any unvested STI and LTI and the balance may vest subject to the achievement of the relevant performance conditions.

Mr Stokes will be subject to post-employment restraints.

The employment arrangements with Mr Stokes are subject to compliance with all applicable laws; including the Corporations Act and ASX Listing Rules.