

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 | DECMIL GROUP LIMITED |
| ABN | 35 111 210 390 |

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 | Scott Criddle |
| Date of last notice | 1 st July 2016 |

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 and Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | SJ & AC Criddle Holdings Pty Ltd ATF SJ & AC Criddle Family Trust. Criddle Holdings Pty Ltd ATF SJ Criddle Family Trust. The director is a director and shareholder of SJ & AC Criddle Holdings Pty Ltd and Criddle Holdings Pty Ltd and a beneficiary of the SJ & AC Criddle Family Trust and the SJ Criddle Family Trust. |
| Date of change | 21 st November 2016 |
| No. of securities held prior to change | 3,088,587 Performance rights 3,209,695 Ordinary shares 2,500,000 Ordinary shares (subject to restrictions) |
| Class | Performance rights |
| Number acquired | 1,590,102 Performance rights |
| Number disposed | Nil |

+ See chapter 19 for defined terms.

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|---|--|
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |
| No. of securities held after change | 4,678,689 Performance rights 3,209,695 Ordinary shares 2,500,000 Ordinary shares (subject to restrictions) |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Long term incentive issued in accordance with the Decmil Group Limited Incentive Plan 2015 |

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

| | |
|--|-----|
| 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 |

+ See chapter 19 for defined terms.