

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	Seven Group Holdings Limited
ABN	46 142 003 469

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	Ryan Kerry Stokes
Date of last notice	7 March 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 interest
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	28 April 2017
No. of securities held prior to change	260,780 Seven Group Holdings Limited fully paid ordinary shares, comprising direct interests in 190,780 shares and indirect interests in 70,000 shares, and direct interests in 57,251 performance rights and indirect interests in 2,500 TELYS4
Class	Share rights
Number acquired	58,630

+ See chapter 19 for defined terms.

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Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As described in the 2016 Notice of Annual General Meeting, Mr Ryan Stokes is entitled to receive \$320,000 of share rights; the number of share rights to be allocated will be 58,630. This has been determined by dividing the Grant Value of the Company's closing share price on 30 June 2016, adjusted to reflect that share rights do not entitle the holder to dividends on the underlying shares until the share rights vest and shares are allocated. The share rights will vest on 1 July 2017
No. of securities held after change	260,780 Seven Group Holdings Limited fully paid ordinary shares, comprising direct interests in 190,780 shares and indirect interests in 70,000 shares, and direct interests in 57,251 performance rights, indirect interests in 2,500 TELYS 4 and direct interests in 58,630 share rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of share rights pursuant to Seven Group Holdings Limited Short Term Incentive Plan and in accordance with shareholder approval obtained at the Company's Annual General Meeting on 17 November 2016

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.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

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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	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

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?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.