Rule 3.19A.2

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	14 December 2018

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) Note: Provide details of the circumstances giving rise to the relevant interest.	
Date of change	16 December 2019
No. of securities held prior to change	423,397 Seven Group Holdings Limited fully paid ordinary shares, comprising direct interests in 304,181 shares and indirect interests in 119,216 shares. Direct interests in 38,215 share rights.
Class	Share rights
Number acquired	40,122
Number disposed	Nil

+ See chapter 19 for defined terms.

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	As described in the 2019 Notice of Annual General Meeting, Mr Ryan Stokes is entitled to receive $696,850 of share rights; the number of share rights to be allocated will be 40,122. This has been determined by dividing the Grant Value of the Company's closing share price on 30 June 2019, 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 2021.
No. of securities held after change	423,397 Seven Group Holdings Limited fully paid ordinary shares, comprising direct interests in 304,181 shares and indirect interests in 119,216 shares. Direct interests in 78,337 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 20 November 2019.

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	
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.