

# 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

<b>Name of entity</b>	Coles Group Limited
<b>ABN</b>	11 004 089 936

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.

<b>Name of Director</b>	Steven Cain
<b>Date of last notice</b>	12 March 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.

<b>Direct or indirect interest</b>	Direct	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	N/A	
<b>Date of change</b>	29 November 2019	
<b>No. of securities held prior to change</b>	Fully paid ordinary shares	
	Direct and indirect:  Steven Cain and Claire Cain are the registered holders as trustees for the Cain Super Trust. Mr Cain is also a beneficiary of the Cain Super Trust.	50,000 shares

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+ See chapter 19 for defined terms.

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	<p>Indirect:</p> <p>CPU Share Plans Pty Ltd as trustee of the Company's Equity Incentive Plan is the registered holder. Steven Cain is the beneficiary of the shares in accordance with the trust deed and rules governing the Company's Equity Incentive Plan.</p>	<p>170,114 shares comprised of:</p> <ul style="list-style-type: none"> <li>• 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer; and</li> <li>• 85,057 Performance Shares pursuant to the FY2019 Long Term Incentive Offer, allocated under the Company' Equity Incentive Plan.</li> </ul>
<b>Class</b>	Performance Rights	
<b>Number acquired</b>	275,901 Performance Rights allocated under the Coles Group Limited Equity Incentive Plan.	
<b>Number disposed</b>	N/A	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil	
<b>No. of securities held after change</b>	Fully paid ordinary shares and Performance Rights	
	<p>Direct:</p> <p>Steven Cain</p>	<p>275,901 Performance Rights pursuant to the FY2020 Long Term Incentive Offer, allocated under the Company's Equity Incentive Plan.</p>

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	<p>Direct and indirect:</p> <p>Steven Cain and Claire Cain are the registered holders as trustees for the Cain Super Trust. Mr Cain is also a beneficiary of the Cain Super Trust.</p> <p>Indirect:</p> <p>CPU Share Plans Pty Ltd as trustee of the Company's Equity Incentive Plan is the registered holder. Steven Cain is the beneficiary of the shares and performance rights in accordance with the trust deed and rules governing the Company's Equity Incentive Plan.</p>	<p>50,000 shares</p> <p>170,114 shares comprised of:</p> <ul style="list-style-type: none"> <li>• 85,057 Restricted Shares pursuant to the FY2019 Executive Restricted Share Offer; and</li> <li>• 85,057 Performance Shares pursuant to the FY2019 Long Term Incentive Offer, allocated under the Company' Equity Incentive Plan.</li> </ul>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Allocation of Performance Rights to Mr Cain as Mr Cain's long-term incentive for FY2020 further to shareholder approval at Coles' 2019 Annual General Meeting.</p>	

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### 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.

<b>Detail of contract</b>	Not Applicable
<b>Nature of interest</b>	Not Applicable
<b>Name of registered holder (if issued securities)</b>	Not Applicable
<b>Date of change</b>	Not Applicable
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Not Applicable
<b>Interest acquired</b>	Not Applicable
<b>Interest disposed</b>	Not Applicable
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	Not Applicable
<b>Interest after change</b>	Not Applicable

### Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	Not Applicable
<b>If prior written clearance was provided, on what date was this provided?</b>	Not Applicable

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