

# 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 FlexiGroup Limited</b>
<b>ABN 75 122 574 583</b>

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>	John DeLano
<b>Date of last notice</b>	16 December 2011

### 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 and Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Options granted to and held by The DeLano Family Settlement pursuant to the FlexiGroup Long Term Incentive Plan  Options over existing Ordinary Shares owned by The Abercrombie Group Pty Ltd as trustee of the Philadelphia Trust, and Viewlove Pty Limited as Trustee of David Berkman Family Trust (respectively)
<b>Date of change</b>	13 and 14 September 2012

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. of securities held prior to change</b>	<p>8,526,685 Ordinary Shares (including Ordinary Shares held by K DeLano)</p> <p>2,400,000 Performance Rights granted pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>4,250,395 Options granted to and held by The DeLano Family Settlement pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>5,665,779 Options granted over existing Ordinary Shares owned by The Abercrombie Group Pty Ltd as trustee of the Philadelphia Trust</p> <p>1,380,974 Options granted over existing Ordinary Shares owned by Viewlove Pty Limited as Trustee of David Berkman Family Trust</p>
<b>Class</b>	<p>Ordinary Shares</p> <p>Performance Rights granted pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>Options over existing Ordinary Shares</p> <p>Options granted pursuant to the FlexiGroup Long Term Incentive Plan</p>
<b>Number acquired</b>	714,057 Ordinary Shares
<b>Number disposed</b>	<p>714,057 Performance Rights granted pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>7,046,753 Options over existing Ordinary Shares</p> <p>4,250,395 Options granted pursuant to the FlexiGroup Long Term Incentive Plan</p>

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**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Ordinary Shares granted for nil consideration pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>In respect of Options, to be determined, based on applicable market price of Ordinary Shares less exercise price of \$1.98 per Option</p>
<p><b>No. of securities held after change</b></p>	<p>9,240,742 Ordinary Shares (including Ordinary Shares held by K DeLano)</p> <p>1,685,943 Performance Rights granted pursuant to the FlexiGroup Long Term Incentive Plan</p>
<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>Exercise of Performance Rights granted pursuant to the FlexiGroup Long Term Incentive Plan and grant of Ordinary Shares</p> <p>Transfer of Options granted pursuant to the FlexiGroup Long Term Incentive Plan</p> <p>Sale of Options granted over existing Ordinary Shares</p> <p>Lapse of Options granted pursuant to the FlexiGroup Long Term Incentive Plan</p>

**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.

<p><b>Detail of contract</b></p>	
<p><b>Nature of interest</b></p>	
<p><b>Name of registered holder (if issued securities)</b></p>	
<p><b>Date of change</b></p>	

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	No
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	N/A
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	N/A

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