

# 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> STW Communications Group Limited |
| <b>ABN</b> 84 001 657 370                              |

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>    | Michael Connaghan |
| <b>Date of last notice</b> | 17 December 2012  |

### **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>                                                                                                                   | Change in direct and indirect interests as outlined below |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | Refer below                                               |
| <b>Date of change</b>                                                                                                                                | 15 February 2013                                          |

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|                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. of securities held prior to change</b>                                                                      | <p><b>Direct Interest</b><br/>54,333 ordinary shares</p> <p><b>Indirect Interest</b><br/>222,701 shares held on Trust (2011 Short Term Incentive Plan)</p> <p><b>Performance Shares</b><br/>1,068,750 performance shares (2010 Share Plan operating between 1 January 2010 and 31 December 2012)</p> <p>178,125 performance shares (2011 Share Plan operating between 1 January 2011 and 31 December 2013)</p> <p>356,250 performance shares (2012 Share Plan operating between 1 January 2012 and 31 December 2014)</p>     |
| <b>Class</b>                                                                                                       | <p>Ordinary</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Number acquired</b>                                                                                             | <p>Mr Connaghan has been issued 86,783 shares pursuant to the 2012 Short Term Incentive Plan. The Shares will be held on Trust and be transferred to Mr Connaghan on 1 January 2015, subject to his continued employment.</p> <p>Mr Connaghan has been issued 942,750 shares pursuant to the 2010 Share Plan that operated between 1 January 2010 and 31 December 2012, approved by shareholder on 14 May 2010. All rights and entitlement relating to the remaining performance shares under the 2010 Share Plan lapse.</p> |
| <b>Number disposed</b>                                                                                             | <p>-</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p><b>Value/Consideration</b><br/> Note: If consideration is non-cash, provide details and estimated valuation</p> | <p>-</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

+ See chapter 19 for defined terms.

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| <b>No. of securities held after change</b>                                                                                                                                          | <p><b>Direct Interest</b><br/>997,083 ordinary shares</p> <p><b>Indirect Interest</b><br/>222,701 shares held on Trust (2011 Short Term Incentive Plan)</p> <p>86,783 shares held on Trust (2012 Short Term Incentive Plan)</p> <p><b>Performance Shares</b><br/>178,125 performance shares (2011 Share Plan operating between 1 January 2011 and 31 December 2013)</p> <p>356,250 performance shares (2012 Share Plan operating between 1 January 2012 and 31 December 2014)</p> |
| <p><b>Nature of change</b><br/>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>Mr Connaghan has been issued 86,783 shares pursuant to the 2012 Short Term Incentive Plan. The Shares will be held on Trust.</p> <p>Mr Connaghan has been issued 942,750 shares pursuant to the 2010 Share Plan that operated between 1 January 2010 and 31 December 2012, approved by shareholder on 14 May 2010.</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.

|                                                                                                                                                                                             |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Detail of contract</b>                                                                                                                                                                   |  |
| <b>Nature of interest</b>                                                                                                                                                                   |  |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                                     |  |
| <b>Date of change</b>                                                                                                                                                                       |  |
| <b>No. and class of securities to which interest related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has changed</small> |  |

+ See chapter 19 for defined terms.

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

#### Part 3 – <sup>+</sup>Closed period

|                                                                                                                                                               |     |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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>                                                          | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                               | N/A |

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<sup>+</sup> See chapter 19 for defined terms.