

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	Eclipx Group Limited
ABN	85 131 557 901

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	Garry McLennan
Date of last notice	19 February 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
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	- Fully paid ordinary shares and Loan Shares held by GMCM Investments Pty Ltd ACN 164 870 633 as trustee for McLennan Family Trust ABN 26 956 588 402. - Loan Shares held for and on behalf of Mr McLennan by Solium Nominees (Australia) Pty Ltd.
Date of change	20 February 2017
No. of securities held prior to change	<u>Direct</u> 800,000 Options issued under the Eclipx Group Limited Long-Term Incentive Plan 185,000 Rights issued under the Eclipx Group Limited Long-Term Incentive Plan <u>Indirect</u> 3,777,954 fully paid ordinary shares held by GMCM Investments Pty Ltd ACN 164 870 633 as trustee for McLennan Family Trust ABN 26 956 588 402 comprising: 238,836 fully paid ordinary shares 3,539,118 Loan Shares (as disclosed in Eclipx Group Limited's prospectus)

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	dated 26 March 2015) 2. 1,600,000 Loan Shares held for and on behalf of Mr McLennan by Solium Nominees (Australia) Pty Ltd (as disclosed in Eclipx Group Limited's prospectus dated 26 March 2015)
Class	1. Options 2. Rights
Number acquired	1. 880,000 Options issued under the Eclipx Group Limited Long-Term Incentive Plan as approved by shareholders on 17 February 2017 2. 143,000 Rights issued under the Eclipx Group Limited Long-Term Incentive Plan as approved by shareholders on 17 February 2017
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	<u>Direct</u> 1. 1,680,000 Options issued under the Eclipx Group Limited Long-Term Incentive Plan 2. 328,000 Rights issued under the Eclipx Group Limited Long-Term Incentive Plan <u>Indirect</u> 1. 3,777,954 fully paid ordinary shares held by GCM Investments Pty Ltd ACN 164 870 633 as trustee for McLennan Family Trust ABN 26 956 588 402 comprising: 238,836 fully paid ordinary shares 3,539,118 Loan Shares (as disclosed in Eclipx Group Limited's prospectus dated 26 March 2015) 2. 1,600,000 Loan Shares held for and on behalf of Mr McLennan by Solium Nominees (Australia) Pty Ltd (as disclosed in Eclipx Group Limited's prospectus dated 26 March 2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Options and Rights issued under the Eclipx Group Limited Long-Term Incentive Plan as approved by shareholders on 17 February 2017.

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	Nil
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Nature of interest	Nil
Name of registered holder (if issued securities)	Nil
Date of change	Nil
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	Nil
Interest acquired	Nil
Interest disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Nil
Interest after change	Nil

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?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.