



24 February 2017

ASX Market Announcements Office
Australian Securities Exchange

Baby Bunting Group Limited (ASX: BBN)

Sale of shares by CEO & Managing Director

The Board of Baby Bunting Group Limited (**Company**) has been advised that the CEO & Managing Director, Matt Spencer, has sold 1.1 million Baby Bunting shares. The share sale was conducted after market on 23 February 2017 through Morgan Stanley.

The shares sold had been subject to voluntary escrow restrictions put in place at the time of the Company's initial public offering in September 2015 (**IPO**). Following the release of the Company's half year results on 17 February 2017, the escrow restrictions ceased to apply yesterday.

As indicated in the Company's 2015 IPO prospectus, tax liabilities arose for Matt Spencer as a result of the acquisition of shares by him pursuant to a share option plan operating prior to the Company's IPO. The Board has been informed that the sale occurred to realise funds for Matt Spencer to, among other things, meet his tax liabilities.

Following the sale, Matt Spencer continues to have a significant shareholding of 1.372 million Baby Bunting shares. In addition, he holds a further 1.981 million share rights granted under the Company's long term incentive plan and those rights will only vest if challenging absolute EPS and TSR performance hurdles are met. The combination of his direct shareholding and his share rights means that Matt Spencer's interests remain closely aligned with the long term interests of the Company's shareholders.

An Appendix 3Y is attached.

For further information, please contact:

Corey Lewis
Company Secretary
Ph: 03 8795 8169

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	Baby Bunting Group Limited
ABN	58 128 533 693

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	Matthew Spencer
Date of last notice	24 November 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 & indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	An associate of Mr Spencer, Katrina Spencer, is the registered holder of 14,284 ordinary shares.
Date of change	23 February 2017
No. of securities held prior to change	<u>Fully paid ordinary shares</u> 2,472,848 ordinary shares – in respect of which Matthew Spencer is the registered holder (direct) 14,284 ordinary shares – in respect of which an associate of Matthew Spencer is the registered holder (indirect) <u>Share Rights (granted pursuant to the Company's Long Term Incentive Plan)</u> 1,981,714 Share Rights
Class	Fully paid ordinary shares
Number acquired	<i>Not applicable</i>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Number disposed	1,100,000 ordinary shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$2.27 per share
No. of securities held after change	<p><u>Fully paid ordinary shares</u></p> <p>1,372,848 ordinary shares – in respect of which Matthew Spencer is the registered holder (<i>direct</i>)</p> <p>14,284 ordinary shares – in respect of which an associate of Matthew Spencer is the registered holder (<i>indirect</i>) (<i>no change</i>)</p> <p><u>Share Rights</u></p> <p>1,981,714 Share Rights (<i>no change</i>)</p>
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Off-market trade to a range of institutional investors.

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	
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 <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

+ See chapter 19 for defined terms.

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?	<i>Not applicable</i>
If prior written clearance was provided, on what date was this provided?	<i>Not applicable</i>

+ See chapter 19 for defined terms.