

# 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> INGHAMS GROUP Limited
<b>ABN</b> 39 162 709 579

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 Peter McMahon
<b>Date of last notice</b>	10 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.

<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>	MP and AJ McMahon atf the M & A McMahon Super Fund (of which Michael McMahon is trustee and beneficiary).  Ingham 2 Pty Ltd atf Michael McMahon (beneficiary).	
<b>Date of change</b>	22 August 2017	
<b>No. of securities held prior to change</b>	<b>Indirect</b>	
	323,810	Fully paid ordinary shares held by MP and AJ McMahon atf the M & A McMahon Super Fund
	3,036,722	Fully paid ordinary shares held by Ingham 2 Pty Ltd atf Michael McMahon
	<b>Direct</b>	
	Nil	
<b>Class</b>	Performance Rights granted under the Inghams Group Limited Equity Incentive Plan (EIP).	

+ See chapter 19 for defined terms.

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<b>Number acquired</b>	476,190 Performance Rights granted under the EIP.										
<b>Number disposed</b>	Nil										
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil										
<b>No. of securities held after change</b>	<table> <tr> <td colspan="2"><b>Indirect</b></td></tr> <tr> <td>323,810</td><td>MP and AJ McMahon atf the M &amp; A McMahon Super Fund</td></tr> <tr> <td>3,036,722</td><td>Ingham 2 Pty Ltd atf Michael McMahon</td></tr> <tr> <td colspan="2"><b>Direct</b></td></tr> <tr> <td>476,190</td><td>Performance Rights granted under the EIP</td></tr> </table>	<b>Indirect</b>		323,810	MP and AJ McMahon atf the M & A McMahon Super Fund	3,036,722	Ingham 2 Pty Ltd atf Michael McMahon	<b>Direct</b>		476,190	Performance Rights granted under the EIP
<b>Indirect</b>											
323,810	MP and AJ McMahon atf the M & A McMahon Super Fund										
3,036,722	Ingham 2 Pty Ltd atf Michael McMahon										
<b>Direct</b>											
476,190	Performance Rights granted under the EIP										
<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	Grant of long term incentive to Michael McMahon in the form of Performance Rights issued under the EIP, as referred to in the Company's prospectus for listing dated 21 October 2016.										

## 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>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<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	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A

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

**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.